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**LEO DRYFRUITS & SPICES TRADING LIMITED**  
**CIN: U10799MH2019PLC333102**

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Thane, Maharashtra-400705, India	N.A.	Ms. Pratibha Kumari Bharadia Company Secretary and Compliance Officer	<b>Email:</b> <a href="mailto:info@leodryfruitsandspices.com">info@leodryfruitsandspices.com</a> <b>Telephone:</b> + 91 9321126141	<a href="http://www.leodryfruitsandspices.com">www.leodryfruitsandspices.com</a>

**THE PROMOTERS OF OUR COMPANY ARE MR. KAUSHIK SOBHAGCHAND SHAH, MR. KETAN SOBHAGCHAND SHAH AND MR. PARTH ASHISH MEHTA**

**DETAILS OF ISSUE TO PUBLIC, PROMOTERS**

TYPE	FRESH ISSUE SIZE	OFIS SIZE	TOTAL ISSUE SIZE	ELIGIBILITY 229(1) / 229(2) & SHARE RESERVATION AMONG NII & RII
Fresh Issue	48,30,000 Equity Shares aggregating to ₹ 2,511.60 Lakhs.	N.A.	48,30,000 Equity Shares aggregating to ₹ 2,511.60 Lakhs.	The Issue is being made pursuant to Regulation 229(2) of SEBI ICDR Regulations. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Retail Individual Bidder, see "Issue Structure" beginning on page 262 of this Prospectus.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISKS IN RELATION TO THE FIRST ISSUE**

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 5.2 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 99 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 30 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**LISTING**

The Equity Shares Issued through this Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"). Our Company has received "In-Principle" approval from BSE Limited ("BSE") for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated December 06, 2024. For the Issue, the Designated Stock Exchange shall be BSE.

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
<b>SHRENI SHARES LTD</b> SHRENI SHARES LIMITED	Ms. Tanya Goyal	<b>E-mail:</b> <a href="mailto:shrenishares@gmail.com">shrenishares@gmail.com</a> <b>Telephone:</b> 022 - 2089 7022

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
<b>Bigshare Services Pvt. Ltd.</b> BIGSHARE SERVICES PVT LTD	Mr. Babu Rapheal C	<b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Telephone:</b> 022 - 6263 8200

**BID/ISSUE PROGRAMME**

ANCHOR INVESTOR BID/ ISSUE PERIOD: TUESDAY, DECEMBER 31, 2024	BID/ISSUE OPENED ON: WEDNESDAY, JANUARY 01, 2025	BID/ISSUE CLOSED ON: FRIDAY, JANUARY 03, 2025
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### LEO DRYFRUITS & SPICES TRADING LIMITED

Our Company was originally incorporated on November 16, 2019 as "Leo Dryfruits & Spices Trading Private Limited" under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central registration Centre. Subsequently our Company was converted into Public Limited Company and name of company was changed from "Leo Dryfruits & Spices Trading Private Limited" to "Leo Dryfruits & Spices Trading Limited" vide fresh certificate of incorporation dated July 07, 2023 issued by the Registrar of Companies, Centralised Processing Centre. The Corporate Identification Number of our Company is U10799MH2019PLC333102.

**Registered Office:** A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Thane, Maharashtra-400705, India;  
Tel: + 91 9321126141; E-mail: [info@leodryfruitsandspices.com](mailto:info@leodryfruitsandspices.com); Website: [www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com);

**Contact Person:** Ms. Pratibha Kumari Bharadia, Company Secretary and Compliance Officer;

#### OUR PROMOTERS: MR. KAUSHIK SOBHAGCHAND SHAH, MR. KETAN SOBHAGCHAND SHAH AND MR. PARTH ASHISH MEHTA

INITIAL PUBLIC ISSUE OF 48,30,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF LEO DRYFRUITS & SPICES TRADING LIMITED ("LEO DRYFRUITS", OR "OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 52.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 42.00 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 2,511.60 LAKHS ("THE ISSUE"), OF WHICH 2,46,000 QUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 52.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 42.00 PER EQUITY SHARE AGGREGATING TO ₹ 127.92 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e., NET ISSUE OF 45,84,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 52.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 42.00 PER EQUITY SHARE AGGREGATING TO ₹ 2,383.68 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00 % AND 25.62 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE ISSUE PRICE IS 5.2 TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, AND WILL BE ADVERTISED IN FINANCIAL EXPRESS, ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, JANSATTA, ALL EDITIONS OF HINDI NATIONAL DAILY NEWSPAPER AND PRATAHKAL, ALL EDITIONS OF THE DAILY REGIONAL NEWSPAPER (WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO SME PLATFORM OF BSE ("BSE SME"), FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS, AS AMENDED.

\*Subject to Finalization of Basis of Allotment.

#### THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS 5.2 TIMES OF THE FACE VALUE

This Issue was made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs allocated up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue was available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Potential Bidders, other than Anchor Investors, were required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, please refer to the chapter titled "Issue Procedure" on page 267 of this Prospectus.

#### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is 5.2 times of the face value. The Issue Price (as determined by our Company in consultation with the Book Running Lead Manager) as stated in the chapter titled "Basis for Issue Price" beginning on Page No. 99 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company 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 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 offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page No. 30 of this Prospectus.

#### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on SME Platform of 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 December 06, 2024 from BSE Limited ("BSE") for using its name in this offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME"). For the purpose of this Issue, the designated Stock Exchange is the BSE.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE



#### SHRENI SHARES LIMITED

No. 217, Hive 67 Icon, Poisar Gymkhana Road, Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India.

Telephone: 022 - 2089 7022

E-mail: [shrenishares@gmail.com](mailto:shrenishares@gmail.com)

Investors Grievance e-mail: [info@shreni.in](mailto:info@shreni.in)

Contact Person: Ms. Tanya Goyal

Website: [www.shreni.in](http://www.shreni.in)

SEBI Registration Number: INM000012759

#### REGISTRAR TO THE ISSUE



#### BIGSHARE SERVICES PRIVATE LIMITED

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai - 400 093, Maharashtra, India

Tel: 022 - 6263 8200

E-mail: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

Investor grievance e-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com)

Contact Person: Mr. Babu Rapheal C

SEBI Registration No.: INR000001385

#### ISSUE PROGRAMME

ANCHOR INVESTOR BID/ ISSUE PERIOD: TUESDAY, DECEMBER 31, 2024

BID/ISSUE OPENED ON: WEDNESDAY, JANUARY 01, 2025

BID/ISSUE CLOSED ON: FRIDAY, JANUARY 03, 2025

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 106, 187, 232, 147 and 291 respectively, shall have the meanings ascribed to such terms in the respective sections.

#### GENERAL TERMS

Term	Description
“Leo Dryfruits”, “Leo”, “the Company”, “our Company” and “Leo Dryfruits & Spices Trading Limited”.	Leo Dryfruits & Spices Trading Limited, a company incorporated in India under the Companies Act, 2013 having its Registered office at A 812, MIDC Khairane, Thane Belapur Road, TTC Industrial Area, Koperkhairane, Thane-400705, Maharashtra, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

#### COMPANY RELATED TERMS

Term	Description
AOA / Articles / Articles of Association	The Articles of Association of Leo Dryfruits & Spices Trading Limited as amended from time to time.
Audit Committee	The Audit Committee of our Company, constituted on April 22, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 166.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, currently being M/s Ratan Chandak & Co., Chartered Accounts, having their office at 1701, Haware Infotech Park, Plot 39/3, Sector 30A, Vashi, Navi Mumbai - 400705, India.
Bankers to the Company	HDFC Bank Limited.
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <i>Our Management</i> ” beginning on page 166.
Chairman/ Chairperson	The Chairman/ Chairperson of Board of Directors of our Company being Mr. Kaushik Sobhagchand Shah.
CIN	Corporate Identification Number of our Company i.e., U10799MH2019PLC333102.
Chief Financial Officer/CFO	The Chief Financial Officer of our Company being Mr. Ketan Sobhagchand Shah.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Pratibha Kumari Bharadia.
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Company, constituted on April 22, 2024 in accordance with Section 135 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 166.

<b>Term</b>	<b>Description</b>
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company.
Group Company	In terms of SEBI ICDR Regulations, the term “ <i>Group Company</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Company</i> ” beginning on page 185.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 166.
ISIN	International Securities Identification Number. In this case being INE0RH001011.
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 166.
Key Performance Indicators” or “KPIs”	Key financial and operational performance indicators of our Company, as included in “ <i>Basis for Issue Price</i> ” beginning on page 89.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on April 22, 2024 in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MD or Managing Director	The Managing Director of our Company being Mr. Kaushik Sobhagchand Shah.
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on April 22, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 166.
Non-Executive Director	A Director not being an Executive Director or an Independent Director, in our case Mr. Parth Ashish Mehta.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditors	Auditor having a valid Peer Review certificate in our case being M/s. A Y & Co., Chartered Accountants.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Promoter(s) shall mean promoters of our Company i.e., Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta. For further details, please refer to section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 181.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 181.
Registered Office	The Registered Office of our Company situated at A 812, MIDC Khairane, Thane Belapur Road, TTC Industrial Area, Koperkhairane, Thane, Maharashtra-400705, India.
Restated Financial Information	Restated Financial Statements for the period ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023, and 2022 (prepared in accordance with

Term	Description
	the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “ <i>Reports in Company Prospectuses (Revised 2019)</i> ” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss, the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra.
Shareholders	Shareholders of our Company.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited (SME Platform of BSE).
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA & AOA being Mr. Ashish Jaswantrai Mehta and Mr. Parth Ashish Mehta.
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on April 22, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 166.
Senior Management	Senior Management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 166.
Whole Time Director	Whole Time Director of our Company being Mr. Ketan Sobhagchand Shah.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Allotment/Allot/Allotted	Unless the context otherwise requires, the issue and allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Allotment Date	Date on which allotment is made.
Allottee (s)	The successful bidder to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, who applied under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Prospectus.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price is decided by our Company in consultation with the Book Running Lead Manager.

<b>Term</b>	<b>Description</b>
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	<p>Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.</p> <p>One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.</p>
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Bidders	Any prospective investor who makes a bid pursuant to the terms of the Prospectus and the Bid cum Application Form including through UPI mode (as applicable).
ASBA Form	A bid cum application form, whether physical or electronic, used by ASBA bidders, which will be considered as the bid for Allotment in terms of the Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account is opened, in this case being Kotak Mahindra Bank Limited.
Banker to the Issue Agreement	Banker to the Issue/ Public Issue Account Agreement dated December 09, 2024 entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted, described in " <i>Issue Procedure</i> " on page 267.
Bid	An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Prospectus.
Bid Lot	2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter.
Bid / Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which has been notified in all editions of Financial Express, an English national daily newspaper, all editions of Janasatta, the Hindi national daily newspaper and all editions of the Pratahkal, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is

<b>Term</b>	<b>Description</b>
	located), each with wide circulation, In this case being January 03, 2025. Our Company, in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date has been widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
<b>Bid/Issue Opening Date</b>	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being January 01, 2025, which has been notified in all editions of Financial Express, an English national daily newspaper, all editions of Janasatta, the Hindi national daily newspaper and all editions of the Pratahkal, Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation.
<b>Bid/ Issue Period</b>	<p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Prospectus. Provided, however, that the Bidding has been kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p>
<b>Bidder/ Investor</b>	Any prospective investor who makes a bid for Equity Shares in terms of this Prospectus.
<b>Bidding Centres</b>	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
<b>Book Building Process</b>	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
<b>BRLM / Book Running Lead Manager</b>	The Book Running Lead Manager to the Issue, namely, Shreni Shares Limited.
<b>Broker Centers</b>	Broker Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange.
<b>Business Day</b>	Monday to Friday (except public holidays).
<b>CAN / Confirmation of Allocation Note</b>	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, on or after the Anchor Investor Bid/Issue Period.
<b>Cap Price</b>	The higher end of the Price Band, i.e., ₹ 52.00 per Equity Share.
<b>Client Id</b>	Client Identification Number maintained with one of the Depositories in relation to demat account.
<b>Collecting Depository Participants or CDPs</b>	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the respective websites of the Stock Exchanges, as updated from time to time.

<b>Term</b>	<b>Description</b>
Circular on Streamlining of Public Issues/ UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price finalised by our Company in consultation with the Book Running Lead Manager which is any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-Issue Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the bidder father/husband, investor status, occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated Date	On the Designated Date, the amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Issue Account and/ or unblocked in terms of this Prospectus.
Designated Branches SCSB	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Locations CDP	Such locations of the CDPs where bidder can submit the bid cum application forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept bid cum application forms are available on the websites of the Stock Exchange i.e., <a href="http://www.bseindia.com">www.bseindia.com</a> .
Designated Locations RTA	Such locations of the RTAs where bidder can submit the bid cum application forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept bid cum application forms are available on the websites of the Stock Exchange i.e., <a href="http://www.bseindia.com">www.bseindia.com</a> .
Designated Intermediaries / Collecting Agent	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIIs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue.  In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.  In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated Market Maker	Rikhav Securities Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.

Term	Description
Designated Stock Exchange	BSE Limited (“SME Exchange”) (“BSE SME”).
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated September 03, 2024 issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value ₹ 10.00 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Account	Accounts opened with the Banker to the Issue.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Bidder	The bidder whose name appears first in the bid cum application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price is finalised and below which no Bids has been accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
IPO/ Issue/ Issue Size/ Public Issue	Initial Public Offering.
Issue Agreement	The agreement dated August 30, 2024, entered amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being ₹ 52.00 per equity share.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications.
Issue Size	The Public Issue of 48,30,000 Equity shares of ₹10/- each at issue price of ₹ 52.00 per Equity share, including a premium of ₹ 42.00 per equity share aggregating to ₹ 2,511.60 Lakhs.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” page 89.
Market Making Agreement	The Market Making Agreement dated October 14, 2024 between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of 2,46,000 Equity Shares of ₹10 each at an Issue price of ₹ 52.00 each aggregating to ₹ 127.92 Lakhs to be subscribed by Market Maker in this Issue.

Term	Description
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intml</a> d=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 45,84,000 equity Shares of ₹ 10.00 each at a price of ₹ 52.00 per Equity Share (the “Issue Price”), including a share premium of ₹ 42.00 per equity share aggregating to ₹ 2,383.68 Lakhs.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors/ Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹ 2,00,000/-.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 51.00 and the maximum price (Cap Price) of ₹ 52.00 and includes revisions thereof. The Price Band has been decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) and a Marathi Edition of Regional newspaper each with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet ‘know your client’ requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state

<b>Term</b>	<b>Description</b>
	industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of ₹ 25.00 Crore; a pension fund with minimum corpus of ₹ 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Registrar/ Registrar to the Issue/RTA/ RTI	Registrar to the Issue being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated July 26, 2024 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Registered Broker	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchanges at <a href="http://www.bseindia.com">www.bseindia.com</a> .
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
Self-Certified Syndicate Bank(s) / SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI

Term	Description
	<p>(<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>) as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI(<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a>)and(<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a>) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.</p>
SME Exchange	SME Platform of the BSE i.e., BSE SME.
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIIs only ASBA Forms with UPI.
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.
Syndicate Agreement	Syndicate agreement dated December 10, 2024 entered into between our Company, the Registrar and the members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Member(s)	Intermediaries (other than the Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Issue, namely Shreni Shares Limited.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
Underwriters	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated October 24, 2024 entered between the Underwriters, BRLM and our Company.
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two person's bank accounts using a payment address which uniquely identifies a person's bank Account.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the websites of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).

Term	Description
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), the SEBI Master Circular for Issue of Capital and Disclosure Requirements, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any other circulars issued by SEBI or any other governmental authority in relation thereto from time to time.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS for directing the UPI Bidder to such UPI mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI mechanism	Process for applications by UPI Bidders submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	<p>In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Prospectus are open for business:</p> <ol style="list-style-type: none"> <li>1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Prospectus are open for business.</li> <li>2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>

#### EXPLANATION FOR KPI METRICS

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Return on Equity	Return on equity provides how efficiently our Company generates profits from shareholders' funds

Key Financial Performance	Explanations
Return on Capital Employed	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Current Ratio	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year
EPS	Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

## INDUSTRY RELATED TERMS

Term	Description
AAY	Antodaya Ann Yojna
ACC	Advanced chemical cell
AIDef	AI in Defence
AIFs	Alternative Investment Funds
BG	bank guarantees
BOT	Build-Operate-Transfer
CAD	Current account deficit
CAGR	compound annual growth rate
CAZRI	Central Arid Zone Research Institute
CEPA	Comprehensive Partnership Agreement
CGSS	Credit Guarantee Scheme for Start-ups
CPI	Consumer Price Index
DII	Domestic Institutional Investors
DNTs	Denotified/Nomadic/SemiNomadic tribal communities
DoS	Department of Space
DPA	Deendayal Port Authority
DPIIT	Department for Promotion of Industry and Internal Trade
ETPs	Effluent Treatment Plant
FDI	Foreign Direct Investment
FII	Foreign Institutional Investors
FRE	First Revised Estimates
FTAs	Free Trade Agreements
GDP	Gross Domestic Product
GIS	Geographical Information Systems
G-secs	government securities
GST	Goods and Services Tax
GVA	Gross value added
HFIIs	High-Frequency Indicators
HUL	Hindustan Unilever Limited
ICAR	Indian Council of Agricultural Research
IDRCL	India Debt Resolution Co. Ltd
IIP	Index of Industrial Production
IISR	Indian Institute of Spices Research
IMF	International Monetary Fund
IndAus ECTA	India-Australia Economic Cooperation and Trade Agreement
LMT	lakh metric tonnes
MFP	Mega Food Parks
MoSPI	Ministry of Statistics & Programme Implementation
MoU	Memorandum of Understanding
NABARD	National Bank for Agriculture and Rural Development
NaBFID	National Bank for Financing Infrastructure and Development

<b>Term</b>	<b>Description</b>
NARCL	National Asset Reconstruction Company Ltd
OPEC+	Organization of the Petroleum Exporting Countries plus selected nonmember countries
PECF	Pondicherry Engineering College Foundation
PHH	Primary Household
PM-DevINE	Prime Minister's Development Initiative for North-East Region
PMGKAY	Pradhan Mantri Garib Kalyan Ann Yojana
PMI	Purchasing Manager Index
PPP	Public-Private Partnership
RBI	Reserve Bank of India
SDLs	State Development Loans
SEBI	Securities and Exchange Board of India
TTDF	Telecom Technology Development Fund
USOF	Universal Service Obligation Fund
WEO	World Economic Outlook
WTO	World Trade Organization

## ABBREVIATIONS

<b>Term</b>	<b>Description</b>
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
BBA	Bachelor of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations

<b>Term</b>	<b>Description</b>
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CA	Chartered Accountant
CB	Controlling Branch
CDSL	Central Depository Services (India) Limited
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CFA	Chartered Financial Analyst
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant
CMD	Chairman and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee’s State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions

<b>Term</b>	<b>Description</b>
FII	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GOI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICAI/ICMAI (Previously known as ICWAI)	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / ₹/ Rupees/Rs.	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
i.e	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MIDC	Maharashtra Industrial Development Corporation
MSEDCL	Maharashtra State Electricity Distribution Co. Ltd
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
MRP	Maximum Retail Price
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
MSMEs	Micro, Small and medium Enterprises
MoA	Memorandum of Association
NA	Not Applicable

<b>Term</b>	<b>Description</b>
Networth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified Syndicate Banks
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

<b>Term</b>	<b>Description</b>
SEBI (PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
US/United States	United States of America
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds as defined under the SEBI AIF Regulations
VAT	Value Added Tax
w.e.f.	With effect from
WIP	Work in process
Wilful Defaulter	An entity or person categorized as a willful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(III) of the SEBI ICDR Regulations
YoY	Year over Year

*The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Regulations and Policies”, “Financial Information of our Company”, “Outstanding Litigations and Material Developments” and “Issue Procedure”, will have the meaning ascribed to such terms in these respective sections.*

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### CERTAIN CONVENTIONS

All references in this Prospectus to ‘India’ are to the Republic of India and its territories and possessions and all references herein to the ‘Government’, ‘Indian Government’, ‘GoI’, ‘Central Government’ or the ‘State Government’ are to the GoI, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time (“IST”).

Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

### FINANCIAL DATA

Unless stated otherwise, the financial statements in this Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of the restated statement of assets and liabilities for the period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, March 31, 2022 and the restated statement of profit and loss, the restated statement of cash flows and the restated statement of changes in equity for the period ended September 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled “*Restated Financial Statements*” beginning on page 187.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 30, 126 and 222 respectively, of this Prospectus, and elsewhere in this Prospectus have been calculated on the basis of the “*Restated Financial statements*” of our Company as beginning on page 187.

### CURRENCY AND UNITS OF PRESENTATION

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America, EUR or “€” are Euro currency.

All references to the word “Lakh” or “Lac”, means “One hundred thousand” and the word “Million” means “Ten Lakhs” and the word “Crore” means “Ten Million” and the word “Billion” means “One thousand Million”.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures derived from our Restated Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

This Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## **EXCHANGE RATES**

This Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

<b>Currency</b>	<b>Exchange Rate as on September 30, 2024</b>	<b>Exchange Rate as on March 31, 2024</b>	<b>Exchange Rate as on March 31, 2023</b>	<b>Exchange Rate as on March 31, 2022</b>
<b>1 USD</b>	83.79	83.37	82.21	75.80
<b>1 Euro</b>	93.53	90.22	89.61	84.66

*Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.*

Source: [www.fbil.org.in](http://www.fbil.org.in)

## **DEFINITIONS**

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 291, defined terms have the meaning given to such terms in the Articles of Association.

## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "may", "will", "will continue", "will pursue", "contemplate", "future", "goal", "propose", "will likely result", "will seek to" or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

- We derive a significant portion of our revenue from trading activities, for which we have to rely on third parties for sourcing of products;
- Our future success depends on our ability to promote our brand and protect our reputation. Our failure to establish and promote our brand and any damage to our reputation will hinder our growth;
- Our business is dependent on our manufacturing/processing unit and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations;
- We derive a significant portion of our revenue from Maharashtra and failure to expand our operations into new geographic regions and markets may restrict our growth and adversely affect our business;
- Our operating results could be materially harmed if we are unable to accurately forecast consumer demand for our products or manage our inventory;
- Failure to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability;
- Our ability to attract and retain qualified personnel;
- Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations;
- Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, financial condition and results of operations;

- Stringent food safety, consumer goods, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*” and chapter titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 30, 126, and 219, respectively. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Syndicate Members nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Equity Shares pursuant to the Issue.

## SECTION II - SUMMARY OF OFFER DOCUMENT

The following is a general summary of certain disclosures included in this Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including "Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Issue Procedure" and "Main Provisions of The Articles Of Association" on pages 30, 54, 70, 89, 110, 126, 181, 187, 219, 232, 267 and 291 respectively.

### SUMMARY OF OUR BUSINESS

Our company is engaged in manufacturing, processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name "**VANDU**" and frozen/semi fried products under the brand name of "**FRYD**". Our company is currently engaged in supplying of various whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites and many more under other grocery products in different packaging sizes.

Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name "**VANDU**" and frozen/semi fried products under the brand name of "**FRYD**". Under our manufacturing/processing division, we are processing blended spices and other grocery products such as chiz bites and seasoning at our manufacturing/processing unit located at Thane, Maharashtra.

For more details, please refer chapter titled "*Our Business*" beginning on page 126.

### SUMMARY OF OUR INDUSTRY

India is the world's largest spice producer. It is also the largest consumer and exporter of spices. The production of different spices has been growing rapidly over the last few years. Production in 2022-23 stood at 11.14 million tonnes compared to 11.12 million tonnes in 2021-22. During 2022-23, the export of spices from India stood at US\$ 3.73 billion from US\$ 3.46 billion in 2021-22. During 2021-22, the single largest spice exported from India was chilli followed by spice oils and oleoresins, mint products, cumin, and turmeric. India produces about 75 of the 109 varieties which are listed by the International Organization for Standardization (ISO). The most produced and exported spices are pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, garlic, nutmeg & mace, curry powder, spice oils and oleoresins.

For more details, please refer chapter titled "*Industry Overview*" beginning on page 110.

### OUR PROMOTERS

The promoters of our company are Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta.

### SIZE OF ISSUE

The following table summarizes the details of the Issue.

<b>Equity Shares Issued</b>	48,30,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ 52.00 per Equity Share aggregating ₹ 2,511.60 Lakhs.
<i>Out of which:</i>	
<b>Issue Reserved for the Market Maker</b>	2,46,000 Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ 52.00 per Equity Share aggregating ₹ 127.92 Lakhs.
<b>Net Issue to the Public</b>	45,84,000 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹ 52.00 per Equity Share aggregating ₹ 2,383.68 Lakhs.

*The Issue has been authorized by our Board pursuant to resolution passed on April 22, 2024 and the Issue has been*

authorized by our Shareholders pursuant to a resolution passed on May 06, 2024.

For further details, see “*The Issue*” and “*Issue Structure*” beginning on pages 54 and 261, respectively.

### OBJECTS OF THE ISSUE

The Net Issue Proceeds are proposed to be used in the manner set out in the following table:

Sr. No.	Particulars	(₹ in Lakhs)	Estimated amount
1.	Funding working capital requirements of our company	1500.00	
2.	Branding, Advertisement and Marketing activities	425.00	
3.	General corporate purpose <sup>(1)</sup>	270.39	
	<b>Total</b>	<b>2,195.39</b>	

<sup>(1)</sup> The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 89.

### PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Category of Promoter	Pre-Issue	
	No. of Shares	% of Pre-Issue Capital
<b>Promoters</b>		
Mr. Kaushik Sobhagchand Shah	23,58,580	18.06%
Mr. Ketan Sobhagchand Shah	20,45,050	15.66%
Mr. Parth Ashish Mehta	22,59,250	17.30%
<b>Promoter Group</b>		
Mr. Prashant P Mehta	1,56,100	1.20%
<b>Total</b>	<b>68,18,980</b>	<b>52.21%</b>

### SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

Particulars	September 30, 2024	For the year ended March 31		
		2024	2023	2022
Share Capital	1,306.14	1,306.14	129.50	129.50
Net worth#	3,577.44	3,390.26	499.91	136.45
Total Revenue\$	1,788.24	6,226.51	3,646.83	526.54
Profit after Tax	187.18	663.69	363.46	7.90
Earnings per share (Basic & diluted) (₹) (Post Bonus) <sup>@</sup>	1.43	5.21	4.01	0.10
Net Asset Value per Equity Share (₹) (Post Bonus) <sup>*</sup>	27.39	26.63	5.51	1.75
Total borrowings <sup>^</sup>	1,670.06	914.64	1537.13	601.00

#Net Worth = Restated Equity Share Capital plus Reserves and Surplus

\$Total Revenue = Restated Revenue from operations plus Restated Other Income

@ Earnings per share (Basic & diluted) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

\*Net Asset Value per Equity Share = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year

<sup>^</sup>Total Borrowings = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings

### QUALIFICATIONS OF AUDITORS

There are no audit qualifications which have not been given effect in the restated financial statements.

### **SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS**

A summary of pending legal proceedings and other material litigations involving our Company, Directors and Promoters is provided below:

Litigations involving our Company: -

<b>Nature of Cases</b>	<b>No of Outstanding Cases</b>	<b>Amount involved (₹ In Lakhs)</b>
Criminal Proceedings against the Company	Nil	Nil
Criminal Proceedings filed by the Company	1	66.09
Statutory/ Regulatory Authorities	Nil	Nil
Tax Litigation		
IT	Nil	Nil
TDS	Nil	Nil
GST	Nil	Nil
Other Pending Litigation against the Company	Nil	Nil
Other Pending Litigation filed by the Company	Nil	Nil

Litigations involving Promoters and Directors: - Nil

For further details, please refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 232.

### **RISK FACTORS**

For details relating to risk factors, please refer section titled “*Risk Factors*” beginning on page 30.

### **SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY**

As per Restated Financial Statements, no contingent liability exists for the period ended September 30, 2024 and for the financial years ended on March 31, 2024, 2023 and 2022. For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 187.

### **SUMMARY OF RELATED PARTY TRANSACTIONS**

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

#### **List of Related Parties where Control exists and Relationships:**

<b>Sr. No</b>	<b>Name of the Related Party</b>	<b>Relationship</b>
1	Parth Ashish Mehta	Key Managerial Personnel
2	Kaushik Sobhagchand Shah	Key Managerial Personnel
3	Ketan Sobhagchand Shah	Key Managerial Personnel
4	K Sobhagchand & Co.	Related Party
5	J Ketan Kumar & Co.	Related Party
6	VS Spices	Related Party
7	Smeet Shah	Relative of KMP
8	Jenish Shah	Relative of KMP
9	Lav Shah	Relative of KMP
10	K K Corporation	Related Party

(₹ in Lakhs)

Transactions during the year:	For the period ended September 30, 2024	For the Year Ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
<b>Director's Remuneration</b>				
Parth Ashish Mehta	6.00	3.00	3.00	-
Kaushik Sobhagchand Shah	6.00	12.00	12.00	-
Ketan Sobhagchand Shah	6.00	12.00	12.00	-
<b>Directors Loan Repaid</b>				
Parth Ashish Mehta	0.01	249.99	-	100.00
Kaushik Sobhagchand Shah	-	299.48	1.00	25.00
Ketan Sobhagchand Shah	-	164.00	25.00	
<b>Salary</b>				
Smeet Shah	3.76	4.80	4.80	-
Lav Shah	2.42	4.80	4.80	-
Jenish Shah	3.03	4.80	4.80	-
<b>Sale</b>				
K Sobhagchand & Co.	-	111.73	77.04	-
J Ketan Kumar & Co.	-	7.53	115.53	6.08
VS Spices	306.19	207.18	67.09	-
Smeet Shah	0.01	0.04	0.05	-
Jenish Shah	-	0.02	-	
B.J. Brothers	-	123.05		
Kaushik Sobhagchand Shah	-	-	0.01	-
Ketan Sobhagchand Shah	-	-	0.58	-
Parth Ashish Mehta	0.02	-	-	-
<b>Purchase</b>				
K Sobhagchand & Co.	-	358.81	355.84	83.42
J Ketan Kumar & Co.	-	226.10	332.92	-
B.J. Brothers	-	21.59	42.32	
VS Spices	210.65	89.41	275.03	-
Surplus International	-	25.03	-	-
<b>Brokerage</b>				
J Ketan Kumar & Co.	-	0.01	0.03	-
<b>Royalty</b>				
J Ketan Kumar & Co.	0.15	0.30	0.25	-
<b>Advances</b>				
<b>K K Corporation</b>	-	25.00	-	
<b>Rent</b>				
K K Corporation	0.90	1.80	1.80	-
<b>Directors Loan Taken</b>				
Kaushik Sobhagchand Shah	25.00	49.00	113.50	212.00
Ketan Sobhagchand Shah	-	24.00	25.00	164.00
Parth Ashish Mehta	-	-	-	350.00

Transactions during the year:	For the period ended September 30, 2024	For the Year Ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
<b>Unsecured Loan Taken</b>				
K Sobhagchand & Co.	6.27	-	-	-
J Ketan Kumar & Co.	19.45	-	-	-

*Figures shown above are exclusive of GST and TDS*

(₹ in Lakhs)

Outstanding Balance (Receivables)/Payable	For the period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Directors Loan				
<b>Parth Ashish Mehta</b>	-	0.01	250.00	250.00
Kaushik Sobhagchand Shah	74.02	49.02	299.50	187.00
Ketan Sobhagchand Shah	24.01	24.01	164.00	164.00
<b>Director's Remuneration</b>				
Parth Ashish Mehta	1.20	1.20	-	-
Kaushik Sobhagchand Shah	21.00	15.60	10.80	-
<b>Ketan Sobhagchand Shah</b>	27.00	21.60	10.80	-
<b>Salary</b>				
Smeet Shah	8.69	8.00	3.80	-
Lav Shah	5.24	4.80	-	-
Jenish Shah	8.16	8.16	4.80	-
<b>Debtors</b>				
J Ketan Kumar & Co.	-	-	6.37	-
VS Spices	474.85	184.66	0.07	-
Smeet Shah	0.02	0.01	0.05	-
Jenish Shah	0.01	0.01	-	-
Kaushik Sobhagchand Shah	-	-	0.01	-
Ketan Sobhagchand Shah	0.54	0.54	0.58	-
B.J. Brothers	-	13.03	-	-
Parth Ashish Mehta	0.02	-	-	-
<b>Creditors</b>				
K Sobhagchand & Co.	0.87	0.87	-	-
J Ketan Kumar & Co.	-	-	8.24	-
VS Spices	169.71	16.65	12.97	-
B.J. Brothers	-	4.83	15.43	-
<b>Brokerage Payable</b>				
J Ketan Kumar & Co.	-	0.01	0.03	-
<b>Royalty Payable</b>				
J Ketan Kumar & Co.	0.69	0.55	0.25	-
<b>Rent Payable</b>				
K K Corporation	2.70	1.80	-	-
<b>Advance</b>				
K K Corporation	-	25.00	-	-

<b>Outstanding Balance (Receivables)/Payable</b>	<b>For the period ended September 30, 2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Unsecured Loan</b>				
K Sobhagchand & Co.	6.27	-	-	-
J Ketan Kumar & Co.	19.45	-	-	-

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 187.

## **FINANCING ARRANGEMENTS**

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the relevant financing entity) during a period of six (6) months immediately preceding the date of this Prospectus.

## **WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS**

The weighted average cost of acquisition of Equity Shares by our Promoters in the last One (1) year preceding the date of this Prospectus set forth in the table below:

<b>Sr. No.</b>	<b>Name of the Promoters</b>	<b>Number of Equity Shares acquired in the one year preceding the date of this Prospectus</b>	<b>Weighted Average cost of Acquisition (in ₹) *</b>
1.	Mr. Kaushik Sobhagchand Shah	21,08,480	14.20
2.	Mr. Ketan Sobhagchand Shah	17,94,950	9.14
3.	Mr. Parth Ashish Mehta	20,04,960	12.47

*The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.*

*\*As certified by M/s Ratana Chandak & Co. LLP, Chartered Accountants, through their certificate dated August 27, 2024.*

## **AVERAGE COST OF ACQUISITION OF PROMOTERS**

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

<b>Sr. No.</b>	<b>Name of the Promoters</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in ₹) *</b>
1.	Mr. Kaushik Sobhagchand Shah	23,58,580	13.76
2.	Mr. Ketan Sobhagchand Shah	20,45,050	9.24
3.	Mr. Parth Ashish Mehta	22,59,250	12.19

*The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e., net of sale consideration is divided by net quantity of shares acquired.*

*\*As certified by M/s Ratan Chandak & Co. LLP, Chartered Accountants through their certificate dated August 30, 2024.*

## **DETAILS OF PRE-IPO PLACEMENT**

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

## **ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR**

Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 19, 2023	1,82,940	10/-	390/-	Conversion of Loan into Equity	Loan Converted	Mr. Parth Ashish Mehta	64,100
						Mr. Kaushik Sobhagchand Shah	76,790
						Mr. Ketan Sobhagchand Shah	42,050
January 18, 2024	1,11,95,520	10/-	Nil	Bonus Issue	Capitalization of Reserves	Ashish Jswantrai Mehta	26,160
						Parth Ashish Mehta	19,10,340
						Prashant Prataprai Mehta	1,50,600
						Paresh Jaswantrai Mehta	1,20,600
						Heena Mukesh Tolia	1,20,600
						Nishit Mukesh Tolia	12,00,600
						Chetana Nitinkumar Vora	3,00,600
						Nitinkumar Anantrai Vora	3,00,600
						Akshita Mihir Chauhan	60,300
						Kaushik Sobhagchand Shah	19,61,340
						Ketan Sobhagchand Shah	17,52,900
						Sweta Prashant Mehta	30,300
						Dharmi Paresh Mehta	60,300
						Parthasarathi Naik	72,060
						Anandalwar Krishna Naik	6,000
						Krishna Naik	12,000
						Kishore Gobindram Shahdadpuri	21,300
						Pratik Kishore Shahdadpuri	21,300
						Kusum Kishore Shahdadpuri	18,300
						Munnum Bajpai	60,300
						Prabha devi	2,10,300
						Narendra Pratap	2,10,300
						Vikramsingh Harmansingh Thakur	30,060
						Jogindar Gurudasram Pal	30,060
						Kamlesh Gopal Shahu	30,060
						Mohan naik	60,120
						Gauri Gajanan Dandekar	30,060
						Vilas Parshuram Jadhav	30,060
						Neela Mathre	15,000
						Srinivas Parthasarathi Naik	15,000
						Karishma Jignesh Desai	72,000
						Shrenik Kishorhai Vora	12,000
						Devanshi Shrenik Vora	12,000
						Hiral Kamleshbhai Madiya	24,000
						Darshana Saumin Shah	24,000
						Rupesh Soni	72,000
						Rakesh Sanghavi HUF	72,000
						Vijesh Chandrakant Shah	72,000
						Pravin Govindji Maru	48,000
						Maya Mulesh Savla	48,000
						Tanay Sudhir Bheda	72,000
						Kamlaben Vitthalbhai Patel	48,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Shailesh Hemant Dhamankar	48,000
						Shruti Milan Shah	24,000
						Milan Shah	24,000
						Anish B Shah	48,000
						Harsukh N Desai	24,000
						Aartie Sunil Anandpara	1,08,000
						Urvi Hemal Shah	1,08,000
						Hemang D Mehta	24,000
						Amit Shah	1,32,000
						Sejal Rohit Sanghvi	12,000
						Devanshi Dharmesh Sanghvi	12,000
						Devina Dharmesh Sanghvi	12,000
						Krishna Neerav Sanghvi	12,000
						Prachi Bhavan Mehta	12,000
						Rupal Parul Shah	84,000
						Khushman Ritesh Jain	24,000
						Neha Bhalla	48,000
						Varsha Bhatia	24,000
						Hena Nilesh Mota	12,000
						Ronak Shah	84,000
						Gaurav Shah	24,000
						Manoj Jayantilal Gandani	12,000
						Amita Hitesh Ghelani	24,000
						Ankit Kumar Yadav	60,000
						Esrarul Haque	96,000
						Ami Niraj Shah	6,00,000
						Shashikala Naik	36,000
						Tejas Jaysukh Shah	12,000
						Prerna Umesh Shah	12,000

#### **SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

### SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. See chapter titled “Forward Looking Statements” beginning on page 20.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 126, 222, 110 and 187 respectively of this Prospectus, together with all other Restated Financial Statements contained in this Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023, and 2022 as included in “Restated Financial Statements” beginning on page 187.

#### MATERIALITY

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

- Some events may have material impact quantitatively;
- Some events may have material impact qualitatively instead of quantitatively.
- Some events may not be material individually but may be found material collectively.
- Some events may not be material at present but may be having material impact in future.

#### INTERNAL RISKS

##### 1. ***We are a new player in the spice, dry fruits, frozen/semi fried and other grocery business and there is no assurance that we will be able to maintain or increase our revenue from operations in the long term.***

Our Company was incorporated in November 2019 and commenced business operations, specifically wholesale trading of whole spices, dry fruits, and other grocery products, during the financial years 2021 and 2022 due to the COVID-19 pandemic. In the financial year 2022-2023, we expanded into the manufacturing, processing, and marketing of blended spices under the brand name “VANDU” through our in-house production facility based in Thane, Mumbai.

In the financial year 2023-2024, we further ventured into retail, selling whole spices, ghee, and other grocery products alongside blended spices under the brand name “VANDU” and frozen/semi-fried products under the brand name “FRYD”. As a new entrant in the retail market for spices, dry fruits, frozen/semi-fried, and other grocery products, we have a limited

operating history. There is no assurance that we will be able to sustain our past growth rate and successfully realize our growth strategy. While we have experienced initial success, there is no guarantee of long-term success.

**2. Our Company, Promoters and Directors are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties/prosecutions and may adversely affect our business and results of operations.**

Our Company, Promoters and Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals, and government departments.

Litigations involving our Company: -

<b>Nature of Cases</b>	<b>No of Outstanding Cases</b>	<b>Amount involved (₹ in Lakhs)</b>
Criminal Proceedings against the Company	Nil	Nil
Criminal Proceedings filed by the Company	1	66.09
Statutory/ Regulatory Authorities	Nil	Nil
Tax Litigation		
IT	Nil	Nil
TDS	Nil	Nil
GST	Nil	Nil
Other Pending Litigation against the Company	Nil	Nil
Other Pending Litigation filed by the Company	Nil	Nil

Litigations involving Promoters and Directors: - Nil

For further details, see “*Outstanding Litigation and Material Developments*” beginning on page 232. Any adverse outcome from adjudication of these pending litigations in the future may have an impact on the Company’s profitability, revenue, operations, etc. If the courts or tribunals rule against our Company or our Promoters and Directors, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

**3. We derive a significant portion of our revenue from trading activities, for which we have to rely on third parties for sourcing of products.**

We derive a significant portion of our revenue from trading activities. For the period ended September 30, 2024 and for the financial years 2024, 2023 and 2022, our revenue from operations from trading activities were ₹ 1,415.23 lakhs, ₹ 4,797.33 lakhs, ₹ 3,159.51 lakhs, and ₹ 526.54 lakhs, which is 79.15 %, 77.17 %, 86.70 % and 100 % respectively of total revenue of our Company. During the aforementioned financial years, we have traded in multiple items which mainly included, frozen/semi fried products, whole spices such as ajwain, cardamom, black pepper, tailed pepper, dal chinni, cloves, tailed paper, black stone flower, fennel seeds, white pepper, fenugreek seeds, red chilli, whole sahijeera, sabja, kalonji, star aniseeds, kasturi methi, turmeric powder etc, dry fruits and other grocery products such as ghee, seasonings, chili flakes, garlic powder, black salt, chiz bites, dry ginger, nigella seeds, mace, nutmeg, poppy seeds, sesame seeds etc. Our reliance on the external vendors for procurement of products, exposes us to risks, that may include, but are not limited to, reductions, delay or failure on the part of our vendors to deliver products in a timely manner, product quality issues as we do not have control over the quality of such products, failure to negotiate favourable terms with the vendors, vendors changing their sales strategy or shifting focus to some other channel which could have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company.

**4. Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customers would have a material adverse effect on our business, cash flows, results of operations and financial condition.**

The substantial portion of our revenues has been dependent upon few customers. For instance, our top ten customers for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 is ₹ 1,668.76 lakhs, ₹ 2,753.05 lakhs, ₹ 1,562.23 lakhs and ₹ 485.50 lakhs accounted for 93.32 %, 44.29%, 42.87 % and 92.21 % of our revenue from operations for the respective year. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate

favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers.

We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

**5. *We have experienced negative cash flows from operations in the recent past, and we may have negative cash flows in the future.***

Our cash flows from operating activities, investing activities and financing activities for the period ended September 30, 2024 and for the Fiscal 2024, 2023 and 2022 are set forth below:

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash from operating activities	(642.62)	(1,457.04)	(818.00)	(270.40)
Net cash from investing activities	(58.03)	(29.34)	(139.02)	(382.25)
Net cash flow in financing activities	694.51	1,489.89	891.89	729.50

Cash flows of a company are a key indicator to show the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

**6. *Our future success depends on our ability to promote our brand and protect our reputation. Our failure to establish and promote our brand and any damage to our reputation will hinder our growth.***

Our company is engaged in manufacturing, processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name "VANDU" and frozen/semi fried products under the brand name of "FRYD". Our Company is dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale also. We believe that the market perception of our brands is one of the key factors for the sustained demand of our products amongst consumers. We engage in a wide range of marketing and advertising activities which enable us to maintain the popularity and recall the brand value. We also maintain an in-house team of sales and marketing personnel who continuously engage with various publications and advertisement agencies. We believe that our strategy to scale up branding, promotional and digital activities is crucial to our future success. We have invested, and will need to continue to dedicate, significant time, efforts and resources to advertising and market promotion initiatives. For further details, please refer the section titled "*Object of the Issue*" beginning on page 89. We may need to devote an even greater portion of our resources to continue to strengthen our brand recognition and build our user base, which may impact our profitability. We cannot guarantee that our marketing efforts will ultimately be successful, as it is affected by numerous factors, including the effectiveness of our marketing campaigns and our ability to provide consistent, high-quality products, variety of products, market penetration, accessibility of products from retailers etc.

Any negative publicity or perception of consumers relating to the quality of our products, range of our product portfolio, pricing strategy etc. regardless of whether such claims or perceptions are true, may adversely impact public perception of our brand could have an adverse impact on our brand, which may negatively affect our business and can significantly reduce our brand value and consumer trust. Allegations of low-quality products or misbranding, even when false or unfounded, could tarnish our brand.

**7. *We operate in highly competitive markets, and the scale and resources of some of our competitors may allow them to compete more effectively than we can, which could result in a loss of our market share and a decrease in our net revenues and profitability.***

Our industry is highly fragmented as there is competition from various organized and unorganized players. There are both organized and unorganized players. Other than the organized players we also face competition from unorganized local suppliers. The growth trajectory in the industry has encouraged new entrants to enter into this industry with new business models. In such highly competitive environment, to gain more market share the players are likely to reduce the pricing which is a challenge for the existing players. We face intense competition from other wholesalers and retailers that market products similar to ours. We compete in various aspects, including brand recognition, value for money, product quality and pricing and supply chain management etc. Intensified competition may result in pricing pressures and reduced profitability and may impede our ability to achieve sustainable growth in our revenues or cause us to lose market share. Our competitors may also engage in aggressive and negative marketing or public relations strategies which may harm our reputation and increase our marketing expenses. Any of these events could substantially harm our results of operations.

Some of our existing and potential competitors enjoy substantial competitive advantages, including: longer operating history, the capability to leverage their sales efforts and marketing expenditures across a broader portfolio of products, more established relationships with a larger number of suppliers, contract manufacturers and channel partners, access to larger and broader customer base, greater brand recognition, greater financial, marketing, distribution and other resources and larger intellectual property portfolios. We cannot assure you that we will compete with them successfully.

**8. *Our business is dependent on our manufacturing/processing unit and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.***

Our manufacturing/ processing unit is located at Thane in Maharashtra. Our business is dependent upon our ability to manage our manufacturing/ processing unit, which is subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe climate conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair breakdown of machinery in a timely manner or at all, our operations may need to be suspended until we procure new machinery to replace the same.

Our company has taken cold storage facility to store the perishable products. Certain of our raw materials are perishable products and consequently, any malfunction and break down of the cold storage facility may significantly impact on other raw materials could result in slow down or cessation of our operations which may adversely affect our business and prospects.

Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations.

Although we have not experienced any significant disruptions at our manufacturing/ processing unit in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or underutilization of our manufacturing/ processing unit, which in turn may have an adverse effect on our business, results of operations and financial condition.

**9. We do not manufacture some of our products such as ghee, flavored dry fruits and frozen/semi fried products in our own capacity but procure the same from third party suppliers.**

We do not manufacture some of our products such as ghee, flavoured dry fruits and frozen/semi fried products in our own capacity but procure the same from third party suppliers. Any decline in the quality of such products or delay in delivery of such products by such third parties or rise in their costs or charges may adversely affect our operations. Further there can be no assurance that such parties shall continue business with us or would cater to the demands of our competitors. We do not have any long-term arrangements with such suppliers and if such suppliers terminate their business or supply similar products to our competitors at better rates, our result of operations and future prospects may be adversely affected. Further we are also indirectly exposed to the risks at the third-party manufacturers' faces and hence any interruptions in the manufacturing operations at their end on account of natural disasters, labour problems, machinery breakdowns, etc. may adversely affect our supply chain and profit margins.

**10. The success of processing spices is dependent on the timely supply of raw materials to our processing unit, which are subject to various uncertainties and risks. Also, our material and traded products prices are subject to fluctuations.**

We are engaged in the business of wholesale and retail trading of whole spices and these whole spices being used as raw material for manufacturing/processing of blended spices. The prices of these raw materials and traded products are volatile and subject to fluctuations arising from changes in domestic and international supply and demand dynamics, labour costs, competition, market speculation, and government regulations. Rapid changes in the prices of such raw materials may affect the production cost and consequently the market price of our products may get affected, since the industry still faces the threat of inflation and increasing financing rates. We also face the risks associated with compensating for or passing on such increase in our cost of trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of traded products may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations.

We are dependent on third-party vendors for the supply of raw materials for further processing of finished products. We do not have long-term contracts with any of our third-party vendors for the supply of raw materials and traded products. We are significantly dependent on the timely and adequate availability of raw materials and traded products. We are subject to risks of shortages or discontinuation in supply, long lead times, cost increases and quality control issues with our suppliers. Further any adverse factors including seasonality of crops, natural disasters, changes in legislation or any other force majeure events may adversely impact procurement and availability of raw materials and traded products which may adversely affect our ability to meet client commitments and consequently our sales and profitability. It is also critical for us that our suppliers adhere to the quality standards and product specifications that have been furnished to them by us and failure by them to adhere to the same would adversely affect the quality and/or timely delivery of our products.

In addition, some of our suppliers may have more established relationships with our competitors, and as a result of these relationships, such suppliers may choose to limit or terminate their relationships with us or prioritize our competitors' orders in the case of supply shortages. The quality of our products is primarily derived from the quality of our raw materials, and any deterioration in the quality of raw materials supplied to us will have an adverse effect on the quality of our products, market reputation and sales volumes. There can be no guarantee that we will be able to maintain our current line-up of suppliers or adequate supply of such raw materials and traded products at all times. Our top 10 suppliers for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 is ₹ 1,499.99 lakhs, ₹ 2,328.49 lakhs, ₹ 1,947.08 lakhs and ₹ 840.36 lakhs accounted for 84.27%, 39.83%, 51.48 % and 94.78 % of our purchases for raw materials and traded products for respective years.

Further, any increase in the selling price of our products may adversely impact the demand for our products, our sales and consequently our profit margins. In the event of a component or raw material and traded products shortage or supply interruption from suppliers, we will need to identify alternative sources of supply, which can be time-consuming, difficult to locate, and costly. We may not be able to source these raw materials and traded products on terms that are acceptable to us, or at all, which may undermine our ability to meet our production requirements or to fill customer orders in a timely manner. This could harm our relationships with our customers and adversely affect our results of operations.

**11. The improper handling, processing or storage of our raw materials and traded products, or spoilage of and damage to such raw materials and traded products, or any real or perceived contamination in our products, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.**

All the products that we manufacture and trade are for human consumption and are subject to risks such as contamination, adulteration and product tampering during their manufacture, transport or storage. Although all our raw materials and finished products are extensively tested, we cannot assure you that the quality tests conducted by us will be accurate at all times. Also certain of our raw materials and our products such as frozen/semi fried products are required to be stored, handled and transported at specific temperatures and under certain food safety conditions. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any allegation that our products contain contaminants could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. Currently we are not having products liability insurance with respect to our products, we cannot assure you that we will not be subject to such product liability claims in the future. Any of our products be perceived or found to be contaminated, we may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

**12. *The Restated Financial Statements have been provided by Peer Reviewed Chartered Accountants who is not Statutory Auditor of our Company.***

The Restated Financial Statements of our Company for the period ended September 30, 2024 and for the financial years ended March 31 2024, 2023, 2022 has been provided by a Peer Reviewed Chartered Accountant, M/s. A Y & Co., Chartered Accountants (having Peer Review Certificate No. 017157) who is not the Statutory Auditor of our Company. For further details, please refer “*Restated Financial Statements*” on page 187.

**13. *Under-utilization of our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facility including due to interruptions in the supply of electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. For further information, see “*Our Business - Capacity and Capacity Utilization*” on page 126. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

**14. *We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our results of operations.***

We are subject to counterparty credit risk and a significant delay in receiving large payments or non-receipt of large payments may adversely impact our results of operations. Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. For the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 our trade receivables were ₹ 3,291.06 lakhs, ₹ 2,240.47 lakhs, ₹ 739.68 lakhs and ₹ 277.88 lakhs, respectively. There is no assurance that we will accurately assess the creditworthiness of our customers. Further, macroeconomic conditions which are beyond our control, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our customers, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of dues from customers also depends on our ability to complete our contractual commitments and subsequently bill for and collect from our clients. While we have not faced such incidents in the past, if we are unable to meet our contractual obligations, we may experience delays in the collection of, or be unable to collect, our customer balances, which could adversely affect our results of operations and cash flows.

**15. We derive a significant portion of our revenue from Maharashtra and failure to expand our operations into new geographic regions and markets may restrict our growth and adversely affect our business.**

Currently, we are supplying majority of our products mainly in the Maharashtra region and hence more than 90 % of our revenue for the last 3 financial year is generated from this region only. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in this region could adversely affect our business activities, result in modification of our business strategy, which will in turn have a material adverse effect on our business, financial condition & results of operations. Geographical and functional expansion of our business requires establishment of adequate network. As we seek to diversify our regional focus, we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. We have limited experience and knowledge of operating in other states, and our foray into new geographies or into new products in the existing geographies may be subject to high barriers to entry including existing competition, local laws and market dynamics. Our lack of exposure in geographical boundaries outside our operating regions could impact our future revenues, our operating results and financial conditions.

Further, we may not be able to effectively assess the level of promotional marketing required in a particular state, and the recognition of our brands and products in such states may not be in the manner or to the extent anticipated by us. Our expansion into new geographies may also be challenging on account of our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of brand recognition and reputation in such regions. We may also encounter other additional anticipated risks and significant competition in such markets.

**16. If we fail to successfully expand our product portfolio or fail to develop and commercialize new products that are well received by consumers in a timely manner, our operating results may be materially and adversely affected.**

Our ability to compete successfully depends in large part on our ability to continue to introduce new products as per consumer tastes and preferences that are well received by consumers in a timely manner which in turn can grow our household user base. Our ability to roll out new products depends on a number of factors, including significant quality control and packaging of our products and effective management of our supply chain. The execution of such initiatives can be complex and costly. As such, we could experience delays in completing the development and introduction of new products in the future. To the extent we are unable to execute our strategy of continuously introducing new products, diversifying our product portfolio and satisfying consumers' changing tastes and preferences, we may not be able to grow our household user base and our competitive position.

Further our expansion into new product categories and substantial increases in product lines may expose us to new challenges and more risks. Our potential lack of familiarity with new products and the lack of relevant customer data relating to these products may make it more difficult for us to anticipate user demand and preferences. We may misjudge market demand, resulting in inventory build-up and possible inventory write-downs. We may not be able to effectively control our costs and expenses in rolling out these new product categories and scenarios. We may have certain quality issues and experience higher return rates on new products or receive more customer complaints which would harm our brand and reputation as well as our financial performance.

Furthermore, we may need to price our new products more aggressively to penetrate new markets, and gain market share or remain competitive. It may be difficult for us to achieve profitability in the new product categories and our profit margin, if any, may be lower than we anticipate, which would adversely affect our overall profitability and results of operations.

**17. The markets in which we compete are characterized by consumers and their rapidly changing tastes and preferences and therefore as a result our Company may be affected by any disruptions in the industry.**

We are in the business of manufacturing, processing, trading and marketing of wide range of spices, dry fruits frozen/ semi fried products and other grocery products that is majorly used for commercial and household consumption. Thus, the markets in which we compete are characterized by changing consumer tastes, preferences, evolving industry standards and continuous improvements in product quality and variants. These conditions frequently result in short product life cycles. Moreover, we are dependent on the spending habits of the consumers in India. If the end-user demand is low for our products, we may see significant changes in orders from our customers and may experience greater pricing pressures. If technologies or standards supported by us become obsolete or fail to gain widespread commercial acceptance, we may

experience a reduced demand for our products which may result in a decline in sales and in operating margins depending on the nature of the product and the end user demand and all of these combined may gradually result in a loss to our business.

**18. *Certain aspects of our business, including procurement of raw materials and traded products are seasonal in nature.***

We are largely dependent on the agricultural industry for almost all of our raw materials and traded products including, whole spices, dry fruits and other grocery products. The agricultural industry is largely dependent on various factors including monsoon and weather conditions. Meteorologically, our country has diversified and different weather conditions that prevail at different places. Sometimes, one region receives very heavy rainfall whereas another region receives scant rainfall. Any vagaries of weather and abnormal monsoon may affect crop production, destroy crops and subsequently increase the prices of our raw materials and our traded products which can have an adverse effect on our results of operations and profit margins. Moreover, we purchase the raw materials in the harvest season and store them in cold storage for manufacturing consumption and sales throughout the year during off season.

Although the demand for our products is continuous throughout the year, we are affected by seasonality in procurement of raw materials and traded products. Therefore, our results of operations and cash flows across quarters in a fiscal may not be comparable and any such comparisons may not be meaningful, or may not be indicative of our annual financial results or our results in any future quarters or periods.

**19. *As we continue to grow, we may not be able to effectively manage our growth and the increased complexity of our business, which could negatively impact our brand and financial performance.***

Continued growth of our business and household user base requires us to expand our product portfolio, strengthen our brand recognition, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies, secure more space for our expanding workforce, and devote other resources to our business expansions, among others. As we continue to grow, managing our business will become more complicated as we develop a wider product mix, some of which we may have less experience in. In addition, as we increase our product offerings, we will need to work with a larger number of business partners and maintain and expand mutually beneficial relationships with our existing and new business partners. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budgeted estimates, or our inability to meet the expectations to track the changing preferences of our customers could have an adverse effect on our business, results of operations and financial condition.

We cannot assure you that we will be able to effectively manage our growth, that our current personnel, infrastructure, systems, procedures and controls or any measures to enhance them will be adequate and successful to support our expanding operations or that our strategies and new business initiatives will be executed successfully. If we are not able to manage our growth or execute our strategies effectively, our expansion may not be successful and our business and prospects may be materially and adversely affected.

**20. *Pricing pressure from our competitors may affect our ability to maintain or increase our product prices and, in turn, our revenue from product sales, gross margin and profitability may decline, which may materially and adversely affect our business, cash flows, financial condition and results of operations.***

We have uniform pricing across various product categories. Competitive pricing by our competitors may manifest in various forms, including, among others, through our competitors lowering their prices for similar products. This may lead to a decrease in our revenues and profits. Moreover, if we fail to follow our retail price stipulations, our brand value and the public perception of our brand positioning could be negatively affected. We may seek to reduce the price of our raw materials and production through negotiations with our suppliers and streamline product designs to offset the impact of pricing pressure. We cannot assure you that we will be able to avoid future pricing pressure from our competitors or offset the impact of any price reductions through improved operational efficiencies, cost-effective sourcing alternatives, new manufacturing processes, or other cost reductions through other productivity initiatives. If we were to face competitive pricing from our competitors, and the aforementioned measures or other steps we take fail to maintain or increase our margins and revenues from operations, our business, financial condition and results of operations may be adversely affected.

**21. *Our sale office is not owned by us and we have only lease rights over such premises. In the event we lose such rights or***

***are required to negotiate it, our cash flows, business, financial conditions and results of operations could be adversely affected.***

Our sale office situated at D-48, APMC Market I, Phase II, Sector 19, Vashi -400705, Navi-Mumbai, is taken on rent from our promoter group entity K.K. Corporation which is the sole proprietorship firm of one of our promoter Mr. Kaushik Sobhagchand Shah. Any adverse impact on the title /ownership rights/ development rights of our landlords may adversely affect our operations. Further in the event of non-renewal of these lease agreements, our operations and profitability may be adversely affected. We cannot assure you that we will be able to continue the above arrangement on commercially favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for sale office, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we do not comply with certain conditions of the lease, it may lead to termination of the lease which would have an adverse effect on our operations and there can be no assurance that renewal of lease agreement will be entered into. In the event of non- renewal of lease, we may be required to shift to our sale office to a new location and there can be no assurance that the arrangement our Company entered into in respect of new premises would be on such terms and conditions as the present one. For details on properties taken on lease by us please refer to the section titled “*Our Business*” beginning on page 126.

**22. *If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition.***

As of September 30, 2024 our Company had total indebtedness in the form of short term and long-term borrowings of ₹1670.06 lakhs. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements.

Many of our financing agreements also include various conditions and covenants that require us to obtain consent of the lenders prior to carrying out certain activities or entering into certain transactions. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer to chapter titled “*Financial Indebtedness*” beginning on page 219.

**23. *We may not be able to adequately protect or continue to use our intellectual property.***

The details of trademarks/ copyright registered and used by our Company are as under:

Sr No.	Name Applied	Nature	Application Date	Registration Number	Class	Present Status
1.		Copy Right	June 23, 2023	A-149951/2023*	Artistic work vandu presented in Unique writing style in red color with tagline	Registered*

Sr No.	Name Applied	Nature	Application Date	Registration Number	Class	Present Status
2.		Trademark	September 02, 2015	3046008	30	Registered**
3.		Device	November 30, 2023	6202960	29	Accepted & Advertised
4.		Device	November 30, 2023	6202959	30	Objected

\*The Copyright registered under No. A-149951/2023 is owned by Mr. Ketan Sobhagchand Shah, who has issued a No Objection Certificate (NOC) dated March 28, 2023, to our Company for using the said copyright.

\*\*The above Trademark bearing no. 3046008 is owned by J. Ketankumar & Company which is assigned to the company vide Trademark Licensing Agreement dated July 01, 2022.

There is a significant risk associated with the continued use of the Copyright and Trademark mentioned above, which currently grant us the rights to utilize them. These rights are contingent upon the continuation of the No Objection Certificate (NOC) and assignment provided by the original owner. If these agreements not be renewed or extended in the future, our company may face the possibility of losing the rights to these intellectual properties. This could have a substantial impact on our ability to maintain branding, product identification, and overall market presence, as the Copyright and Trademark are integral to our operations and public recognition. The loss of these rights could result in legal challenges, the need to rebrand, and potential financial losses associated with rebranding efforts and diminished market value.

There can be no assurance that our trademark application will be accepted and the trademark will be registered. Any other vendor in the similar line of business as ours may use the above-mentioned trademark and we may have a lesser recourse to initiate legal proceedings to protect our brand name. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of our trademark for which we have applied for registration, we may not be able to use such trademark and / or avail the legal protection or prevent unauthorised use of such trademark by third parties, which may adversely affect our goodwill and business.

The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration applications we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary rights could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

In particular, the use of similar trade names by third parties may result in confusion among our customers, and we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including imitation products, which may adversely affect sale of our products, resulting in a decrease in market share due to a decrease in demand for our products. Such imitation products may not only result in loss of sales but also adversely affect our reputation and consequently our future sales and results of operations. In the event of such unauthorized use, we may be compelled to pursue legal action for the protection of our brand and intellectual property, which may divert our attention and resources thereby affecting our business operations. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our

business operations or financial results. For any of these reasons, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

**24. *Our Company operates under “Vandu” Trademark, which is not owned by our Company. Revocation of the trademark license agreement may lead us to end up losing the authorization for usage, in such which event our business shall be adversely affected.***

Our business operations and turnovers are crucial to our brand names and as we operate under highly competitive markets, maintaining and protecting our brand names and other intellectual property rights is very crucial to the growth of our business. Our Company has entered into a Trademark License Agreement dated July 01, 2022 with M/s J Ketankumar & Co. (Proprietorship firm of one of our promoters, Mr. Ketan Sobhagchand Shah) to use the trademark “Vandu” and carry business by means of Royalty of fixed amount of ₹ 25,000/- per annum.

Any adverse impact on the title /ownership rights/ development rights of our licensor may adversely affect our operations. We cannot assure you that we will be able to continue the above arrangement on commercially favourable terms in future. Further in the event of non-renewal of the trademark license agreement, our operations and profitability may be adversely affected. For further details please refer to chapter titled “*Government and Other Approvals*” beginning on page 235.

**25. *We are subject to strict quality requirements and any failure by us to comply with quality standards may lead to cancellation of existing and future orders.***

Our business is subject to adherence with the quality standards as per market practices and the requirements of our customers. Any failure by us to achieve or maintain compliance with these requirements or standards may adversely affect our orders from our customers. Our customers may choose our competitors over us if we fail to meet the quality standards, which may in-turn harm our reputation. In case of degradation in quality, we may also become subject to legal proceedings and commercial or contractual disputes. Further, if we incur significant liabilities for which there is no or insufficient insurance coverage our business, financial condition and results of operations could be adversely affected.

**26. *Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.***

In particular, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes like Certificate of Registration as Exporter of Spices, FSSAI, Legal Metrology environmental licenses, among others which are regulated by multiple authorities. These approvals may contain conditions, some of which could be burdensome. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. As we expand into different geographies within India, we may become subject to additional state-specific laws and regulations. If we are unable to obtain the necessary approvals in a timely manner, or at all, this could pose a significant risk to our operations. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “*Government and Other Statutory Approvals*” on page 235. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected.

**27. *Stringent food safety, consumer goods, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.***

Our operations are subject to stringent health and safety laws as our products are for human consumption and are therefore subject to various industry specific regulations. We may also be subject to additional regulatory requirements due to

changes in governmental policies. Further, we may also incur additional costs and liabilities related to compliance with these laws and regulations that are an inherent part of our business. We are subject to various central, state and local food safety, consumer goods, health and safety and other laws and regulations. These relate to various issues, including food safety, food ingredients, and food packaging requirements, and the investigation and remediation of contamination. These laws and regulations are increasingly becoming stringent and may in the future create substantial compliance or remediation liabilities and costs. These laws may impose liability for non-compliance, regardless of fault. Other laws may require us to investigate and remediate contamination at our facility and production processes. While we intend to comply with applicable regulatory requirements, it is possible that such compliance may prove restrictive, costly and onerous and an inability to comply with such regulatory requirement may attract penalty. For details see, “*Government and Other Approvals*” beginning on pages 235.

**28. *Our operating results could be materially harmed if we are unable to accurately forecast consumer demand for our products or manage our inventory.***

We strive to keep optimum inventory to control our costs and working capital requirements. To maintain an optimal inventory, we monitor our inventory levels based on our projections of demand as well as on a real-time basis. Although our manufacturing/processing unit enables us to fulfil large orders from our distributors and super stockiest in minimal lead time, unavailability of products, due to high demand or inaccurate forecast, may result in loss of sales and adversely affect our customer relationships. We manage our inventory by constantly monitoring and tracking our current inventory levels, while keeping a small portion of reserve stock, based on our forecast for customer demand. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. Inventory levels in excess of customer demand may result in inventory write-offs and the sale of excess inventory at discounted prices, which may cause our gross margin to suffer and could impair the strength of our brand. On the other hand, in the case we experience shortage of products, we may be unable to meet the demand for our products, and our business and operating results could be adversely affected. Therefore, an inaccurate forecast can also result in an over-supply of products, which may increase inventory costs, negatively impact cash flow, reduce the quality of inventory, shrinkages and ultimately lead to reduction in margins. Further, some of our raw materials and traded products can become old and may lose its natural properties. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations and financial condition.

**29. *If we fail to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability.***

Our business has grown substantially in recent years, with the increase in our customer database. Our revenue from operations has grown from ₹ 523.54 lakhs in Financial Year 2022 to ₹ 3,643.96 Lakhs and ₹ 6,216.59 Lakhs in Financial Year 2023 and Financial Year 2024, respectively. However, we cannot assure you that our historical growth rates will be sustainable or achieved at all in the future. If we fail to acquire new consumers, or fail to do so in a cost-effective manner, we may not be able to increase our revenue or maintain profitability.

Furthermore, we may have to incur sustained advertising and promotional expenditures or offer more incentives than we anticipate in order to attract consumers and convert them into purchasing consumers. If one or more of our marketing efforts fails to deliver the expected outcome, our business, financial position and results of operations may be adversely affected.

**30. *Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

Our operations are subject to hazards inherent in manufacturing/processing unit such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our manufacturing/processing unit, and we have not experienced any such material incidents in the past, there can be no assurance that we will not face such disruptions in the future.

During the manufacturing process, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further,

in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our business, availability of insurance coverage in the future and our results of operations. The occurrence of any one of the above events may result in us being named as a defendant in lawsuits asserting claims for substantial damages, including for personal injury and property damage and fines and/or penalties.

While we believe that the insurance coverage that we maintain is in accordance with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all, or part of the losses incurred.

**31. *Our business is dependent on the adequate and uninterrupted supply of electrical power at a reasonable cost. Our Company does not have suitable power back-up to meet power failure exigencies. Failure on account of unavailability of electrical power may restrict us in utilizing our full capacity and, hence, may impact our business and results of operation.***

Adequate and cost-effective supply of electrical power is critical to our operations, which entails significant consumption of electrical power. Our manufacturing process requires uninterrupted supply of electrical power in order to ensure that we are able to manufacture our products. The shortage or non-availability of electrical power may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition. Currently, we source our power requirements from the state electricity board. There can be no assurance that electricity supplied will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. If the supply of electricity is not available for any reason, we will need to rely on alternative sources. Any failure on our part to obtain alternate sources of electricity, in a timely manner, and at an acceptable cost, may have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, if the per unit cost of electricity is increased by the state electricity board, our power cost will increase and it may not be possible to pass on any increase in our power cost to our customers, which may adversely affect our profit margins.

**32. *We are reliant on our relationships with our selling and distribution network includes wholesalers, distributors and super stockiest network. Disruptions to such relationships, changes in their business practices, their failure to meet payment schedules could adversely affect our business, cash flows and results of operations.***

We are reliant on our selling and distribution network includes wholesalers, distributors and super stockiest network. Also, our business depends on the performance of our wholesalers, distributors and super stockiest network for further sale of our products. We have not entered into long-term agreements with our selling and distribution network. Further, our distributors and super stockiest may unilaterally terminate their existing agreements with us at short notice, thereby adversely affecting our selling and distribution network and consequently, our business, cash flows and results of operations may be affected. We can give no assurance that the performance of such selling and distribution network will meet our required specifications or performance parameters. Our revenue through super stockist and distributors accounted, for 1.64%, 16.99% and 7.26 % of our revenue from operations for the period ended September 30, 2024 and Fiscals 2024 and 2023 respectively. There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers.

Purchase orders made by wholesalers, distributors, dealers and super stockiest may also be amended or cancelled prior to final dispatch. Further, most of our distributors and super stockiest are not contractually bound to provide us with a specific volume of business and can terminate our relationship with or without cause, with little or no advance notice and without compensation. Due to temporary changes in the operations of our customers, we may experience delays in collecting payments from such parties. We may face the pressure to modify our trading terms if our customers are unable or unwilling to continue our distribution model.

In order to expand the sales volume of our products, it is essential that we continue to expand the density as well as the geographical reach of our existing selling and distribution network and ensure that our products reach every market segment

and customer base. If we are unable to continue to expand our selling and distribution network, our business, cash flows and results of operations may suffer.

**33. *The orders placed by customers may be delayed, modified or cancelled, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control caused by matters such as acts of God, strikes, civil commotion, riots, war, revolution, acts of governments, lack of adequate production capacity, failure or delay in plant start up, breakdown and downtime of machinery, shortage of raw materials, etc. or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers' discretion or delay in procurement of raw material or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed.

**34. *We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products and traded products.***

Our success depends on the supply and transport of the various raw materials required for our manufacturing/processing unit and to deliver orders from our location to consumers, which are subject to various uncertainties and risks. While transportation restrictions, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be a delay in delivery of raw materials and traded products which may also affect our business and results of operations negatively. In the event we fail to maintain a sufficient volume of raw materials and delivery of such materials to us is delayed, we may be unable to meet our purchase orders in a timely manner or at all, which may result in loss of sales opportunities that our competitors may capitalize on, thereby adversely affecting our business, financial condition, results of operations, and cash flows. Any compensation received from insurers or third-party transportation providers and courier services may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers and distributors. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

**35. *We have in the past entered into related party transactions and may continue to do so in the future.***

Our Company has entered into various transactions with our directors, promoters and promoter group members/entities. These transactions, inter-alia includes, issue of shares, remuneration, loans and advances, purchase, sales, rent expenses, reimbursement of expenses etc. For details, please refer to "Annexure-IX- Related Party Transactions" under Section titled "Financial Information of the Company" and Chapter titled "Capital Structure" beginning on page 187 and 70 respectively. Our Company has entered into such transactions due to easy proximity and quick execution on arm's length price as per Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties. below mentioned are the details with regards to % contribution to the total Revenue from Operation in relation to related party transactions:

(₹ In Lakhs)

Year	Total Revenue from RPT (A)	Total Revenue of Operations (B)	% Share (A/B)
September 30, 2024	306.22	1788.12	17.13%
31-Mar-24	449.55	6216.59	7.23%
31-Mar-23	260.30	3643.96	7.14%
31-Mar-22	6.08	526.54	1.15%

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

**36. Some of our promoter group entities are engaged in similar line of business. Any conflict of interest in future may occur between our promoter group entities and us may adversely affect our business, prospects, results of operations and financial condition.**

Our promoter group entities namely M/s Sobhagchand & Sons, M/s K.K. Corporation, J Ketankumar Co., K Sobhagchand Co and V S Spices which are engaged in the similar line of business, primarily dealing in spices, grains and other grocery products. We will endeavour to take adequate steps to address any conflict of interest by adopting the necessary procedures and practices as permitted by applicable law, to address any conflict which may arise in the future. We cannot assure you that our Promoters will not favour the interests of our promoter group entities over our interests in future or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

**37. We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.**

Our business is working capital intensive. Summary of our working capital position as per our Restated Financial Information is given below: -

(₹ in Lakhs)					
Sr. No.	Particulars	Actual	Actual	Actual	Actual
		Fiscal 2022	Fiscal 2023	Fiscal 2024	September 30, 2024
<b>I</b>	<b>Current Assets</b>				
	Inventories	377.29	1,302.20	2,363.84	2,940.95
	Trade Receivables	277.88	739.68	2,240.47	3,291.06
	Cash and Cash Equivalents	77.35	12.22	15.72	9.61
	Short-Term Loans and Advances	65.18	80.21	97.80	179.05
	Other Current Assets	18.72	51.82	59.57	77.82
	<b>Total (A)</b>	<b>816.42</b>	<b>2,186.13</b>	<b>4,777.40</b>	<b>6,498.50</b>
<b>II</b>	<b>Current Liabilities</b>				
	Trade payables	439.22	388.96	595.90	1,474.90
	Other Current Liabilities	18.88	66.19	32.91	38.41
	Short term provisions	3.07	168.18	295.01	215.16
	<b>Total (B)</b>	<b>461.17</b>	<b>623.33</b>	<b>923.82</b>	<b>1,728.47</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>355.25</b>	<b>1,562.80</b>	<b>3,853.58</b>	<b>4,770.03</b>

Our business requires significant working capital including in connection with our trading operations, manufacturing operations, financing our inventory, purchase of raw materials which may be adversely affected by changes in terms of credit and payment. Delays in payment or reduction of advance payments and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded. We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, each of which may have a material adverse effect on our business, financial condition, prospects and results of operations. Continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations. If we decide to raise additional funds through the incurrence of debt, our

interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

**38. *Inventories and trade receivables form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.***

Our Company's business is working capital intensive and hence, inventories and trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the period ended September 30, 2024 and FY 2023-24, 2022-23 and 2021-22 our inventories were ₹ 2,940.95 lakhs, ₹ 2,363.84 lakhs, ₹ 1,302.20 lakhs and ₹ 377.29 lakhs. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the period ended September 30, 2024 and the FY 2023-24, 2022-23 and 2021-22 our trade receivables were ₹ 3,291.06 lakhs, ₹ 2,240.47 lakhs, ₹ 739.68 lakhs and ₹ 277.88 lakhs.

We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

**39. *Our manufacturing/processing activities require deployment of labour and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.***

Our manufacturing operations require deployment and our ability to retain labour. In case such labour workforce is unavailable, or we are unable to identify and retain such labour our business could be adversely affected. We hire daily labour from contractor as per our daily operational requirement. Our dependence on such contract labour may result in significant risks for our operations, relating to the availability of such contract labourers, as well as contingencies affecting availability of such contract labour during peak periods in labour intensive sectors such as ours. We cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may lead to increasing cost of compliance, wages, social security, occupational safety, health and working conditions. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase. Our employees are not unionized currently. However, there is no assurance that our employees will not seek unionization in the future. In the event that employees at our manufacturing facilities take any steps to unionise, it may become difficult for us to maintain flexible labour policies, and may increase our costs and adversely affect our business.

Any strikes or lock-outs, work stoppages, slowdowns, shut downs, supply interruptions or costs or other factors beyond our control, may disrupt our operations and could negatively impact our financial performance or financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have a material adverse effect on our business, financial condition and profitability. There can be no assurance that we will not experience slowdowns or shutdowns in the manner described above, or in any other manner, in the future, for reasons which are beyond our control. Any slowdown or shutdown will adversely impact our results of operations, market share and financial condition.

**40. *There are certain discrepancies noticed in some of our financial reporting and/or records relating to filing of returns with the taxation authority.***

In the past, our company has delayed in filing our Income Tax return for the assessment year 2024-25 as a result of which, we will be required to pay the late filing fees. Although the late filing fees to be levied is small, if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company till date, in respect of above. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

**41. *Changes in technology may render our current technologies obsolete or require us to make substantial investments.***

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the industry in which we operate, we may be required to implement new technology or upgrade the machineries and other equipment employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

**42. *Our lenders have charge over our immovable and movable properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable and immovable properties in respect of working capital loan and term loan availed by us from Bank of Baroda. We have been extended such loan against hypothecation of our Company's property and current assets. Any default in repayment of such loan can potentially lead to the lenders disposing off our assets. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter "*Financial Indebtedness*" beginning on page 219.

**43. *Our Company has taken unsecured loans that may be recalled by the lenders at any time.***

Our Company has availed unsecured loans which may be called by their lenders at any time. As on September 30, 2024, the unsecured loan amounting ₹ 163.16 lakhs were due to lenders. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Also, there is no formal agreement with any of our lenders. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled "*Financial Indebtedness*" beginning on page 219.

**44. *Excessive dependence on Bank of Baroda in respect of Loan facilities obtained by our Company.***

Our company has been sanctioned credit facilities by Bank of Baroda. The Company is dependent on such facility for its term loans, cash credit facilities and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

**45. *Our Promoters and Directors have provided personal guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our business and operations.***

Our Promoters and Directors have personally guaranteed the repayment of certain loan facilities taken by us. Our Promoters may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Directors may be invoked, which could negatively impact the reputation and net worth of our Promoters and Directors. In addition, our guarantors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company.

Furthermore, in the event that our Promoters and Directors withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay

outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

**46. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.**

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund-based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled “Financial Indebtedness” beginning on page 219.

**47. We are dependent on our promoters, our senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.**

Our performance depends largely on the efforts and abilities of our promoters, senior management and other key personnel. They have gained experience in this line of business and have over the years built relations with suppliers, third party manufacturers, customers and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our promoters, senior management, in particular, and other key personnel are valuable for product development and manufacturing activities, successful delivery of products and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see “Our Management” on page 166. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

**48. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.**

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**49. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.**

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

**50. Information relating to our installed capacities and the historical capacity utilization of our manufacturing facility included in this Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.**

Information relating to our installed capacities and the historical capacity utilization of our manufacturing facility included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and

operational efficiencies. Actual utilization rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facility. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilization information for our manufacturing facility included in this Prospectus.

**51. *Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history refer to the Section “*Dividend Policy*” on page 186.

**52. *Our promoter and the promoter group will jointly continue to retain majority shareholding in our Company after the Issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.***

Our promoter along with the promoter group will continue to hold collectively 38.11% of the post issue Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**53. *We have issued Equity Shares during the last one year at a price may be below the Issue price.***

Our Company had issued Bonus shares of 1,11,95,520 equity shares on January 18, 2024 in the ratio 6:1 in the last 12 months which may be at lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions, and passage of time. For further details, see “*Capital Structure*” on page 70.

**54. *Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.***

We propose to utilize the Net Proceeds towards utilization for the working capital requirement of our Company, branding, advertisement and marketing activities and general corporate purposes. For further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on page 89. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution.

In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

**55. *The Objects of the Issue for which funds are being raised, are based on our management estimates and the same have not been appraised by any bank or financial institution or any independent agency. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the “*Objects of the Issue*” on page 89 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our finances.

Further, we cannot assure that the actual costs or schedule of implementation as stated on page 89 under chapter “*Objects of the Issue*” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**56. *We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.***

The proposed fund requirement as detailed in the section titled “*Objects of the Issue*” is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “*Objects of the Issue*” beginning on page 89.

**57. *Any future issuance of our Equity Shares may dilute prospective investors' shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt-to-equity ratio to increase or require us to create charges or liens on our assets in favour of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company’s Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company’s Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company’s major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**58. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing is not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is determined by our Company in consultation with the Book Running Lead Manager through the Book Building Process. This price will be based on numerous factors, as described under *“Basis for the Issue Price”* on page 89 and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, 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. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

**59. *Investors other than retail (including non-institutional investors, QIBs and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an application.***

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an application. While our Company is required to complete Allotment pursuant to the Issue within three working days from the Issue Closing Date, events affecting the applicant's decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidder's ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

**60. *Non-compliance with increasingly health, environmental and labour laws and other applicable regulations, may adversely affect our business, results of operations, cash flows and financial condition.***

We are subject to various laws and government regulations, including in relation to health, environmental protection and labour. These laws and regulations impose controls on air and water discharge, storage, transport, handling, disposal and other aspects of our manufacturing operations. Improper handling or storage of these materials could result in accidents, injure our personnel, property and damage the environment. We obtain the requisite registrations and approvals from time to time and aim to maintain industrial hygiene assessments and employing other prescribed safety measures. The occurrence of any such event in the future could have an adverse effect on our business, results of operations, cash flows and financial condition. We may be impleaded in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations. In addition, environmental laws and regulations in India have increasingly become more stringent. The scope and extent of the new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and prospects.

**61. *Industry information included in this Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the

information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

## **EXTERNAL RISK FACTORS**

**62. *The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID- 19 will cause an economic slowdown and it is possible that it could cause a global recession.

**63. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investor's reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

**64. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "*Government and Other Statutory Approvals*" on page 235 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently.

Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see "*Outstanding Litigation and Material Developments*" on page 232. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India's Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies. Any such future amendments may affect other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would influence our profitability.

The Finance Act, 2022 ("Finance Act"), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax ("DDT"), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2023, which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

**65. Instability in financial markets could materially and adversely affect our results of operations and financial condition.**

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**66. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.**

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other

natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**67. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

**68. *Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE OF EQUITY SHARES BY OUR COMPANY IN TERMS OF THIS PROSPECTUS</b>	
<b>Equity Shares Issued</b> <sup>(1)(2)(3)</sup>	48,30,000*, Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹ 52.00 per Equity Share aggregating ₹2,511.60 Lakhs.
<i>Out of which:</i>	
<b>Issue Reserved for the Market Maker</b>	2,46,000 Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹ 52.00 per Equity Share aggregating ₹127.92 Lakhs.
<b>Net Issue to the Public</b>	45,84,000 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹52.00 per Equity Share aggregating ₹ 2,383.68 Lakhs.
<i>Out of which*</i>	
<b>A. QIB Portion</b> <sup>(4)(5)</sup>	Not more than 22,40,000 Equity Shares aggregating to ₹ 1,164.80 Lakhs.
<i>Of which:</i>	
i) Anchor Investor Portion	13,24,000 Equity Shares aggregating to ₹ 688.48 Lakhs.
ii) Net QIB Portion (Assuming Anchor Investor Portion is fully subscribed)	9,16,000 Equity Shares aggregating to ₹ 476.32 Lakhs.
<i>Of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	42,000 Equity Shares aggregating to ₹ 21.84 Lakhs.
(b) Balance of QIB Portion for all QIBs including Mutual Funds	8,74,000 Equity Shares aggregating to ₹ 454.48 Lakhs.
<b>B. Non-Institutional Portion</b>	Not less than 7,00,000 Equity Shares aggregating to ₹ 364.00 Lakhs.
<b>C. Retail Portion</b>	Not less than 16,44,000 Equity Shares aggregating to ₹ 854.88 Lakhs.
<i>Pre and Post – Issue Equity Shares</i>	
<b>Equity shares outstanding prior to the Issue</b>	1,30,61,440 Equity Shares of face value of ₹10/- each fully paid-up.
<b>Equity shares outstanding after the Issue</b>	1,78,91,440 Equity Shares of face value of ₹10/- each fully paid-up.
<b>Use of Net Proceeds</b>	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 89.

\*Subject to finalization of the Basis of Allotment.

#### **Notes:**

- (1) The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The Issue has been authorized by our Board pursuant to resolution passed on April 22, 2024 and the Issue has been authorized by our Shareholders pursuant to a resolution passed on May 06, 2024.
- (3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that: (a) not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders; (b) not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders; and (c) not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to bidders in the other category. Accordingly, we have allocated the Net Issue i.e., not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders; not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders and not more than 50% of the Net Issue to QIBs.

(4) *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

Our Company has in consultation with the Book Running Lead Manager, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 267.

**SUMMARY OF FINANCIAL INFORMATION**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	<b>Particulars</b>	<b>Note</b>	<b>September 30, 2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
1.	Shareholders' funds					
(a)	Share Capital	I.1	1,306.14	1,306.14	129.50	129.50
(b)	Reserves and surplus	I.2	2,271.29	2,084.12	370.41	6.95
	<b>Sub Total Shareholder's Funds (A)</b>		<b>3,577.44</b>	<b>3,390.26</b>	<b>499.91</b>	<b>136.45</b>
2.	Non-current liabilities					
(a)	Long-term borrowings	I.3	165.37	25.45	673.81	601.00
(b)	Other Non-current Liabilities	I.4	-	-	-	-
(c)	Deferred Tax liability	I.5	0.66	3.95	3.64	0.02
(d)	Long-term provisions	I.6	12.15	2.28	-	-
	<b>Sub Total Non-Current Liabilities (B)</b>		<b>178.18</b>	<b>31.68</b>	<b>677.44</b>	<b>601.02</b>
3.	Current liabilities					
(a)	Short-term borrowings	I.7	1,504.69	889.19	863.32	-
(b)	Trade payables	I.8				
i)	Due to MSME		1,366.62	421.54	259.19	-
ii)	Due to Others		108.29	174.36	129.77	439.22
(c)	Other current liabilities	I.9	38.41	32.91	66.19	18.88
(d)	Short-term provisions	I.10	215.16	295.01	168.18	3.07
	<b>Sub Total Current Liabilities (C)</b>		<b>3,233.16</b>	<b>1,813.01</b>	<b>1,486.66</b>	<b>461.17</b>
	<b>TOTAL (A+B+C)</b>		<b>6,988.78</b>	<b>5,234.95</b>	<b>2,664.01</b>	<b>1,198.64</b>
<b>II</b>	<b>ASSETS</b>					
1.	<b>Non-current assets</b>					
(a)	Property, Plant and Equipment and Intangible assets					
(i)	Property, Plant and Equipment	I.11	390.75	401.88	425.49	382.19
(ii)	Capital work-in-progress	I.11	-	-	-	-
(ii)	Intangible Asset	I.11	0.58	0.74		
(b)	Non-current investments	I.12	0.25	0.25	0.25	-
(c)	Long-term loans and advances	I.13	41.87	-	-	-
(d)	Deferred Tax Assets	I.5	-	-	-	-
(e)	Non-Current Assets	I.14	56.84	54.68	52.14	0.03
	<b>Total Non-Current Assets (A)</b>		<b>490.29</b>	<b>457.55</b>	<b>477.88</b>	<b>382.22</b>
2.	<b>Current assets</b>					
(a)	Inventories	I.15	2,940.95	2,363.84	1,302.20	377.29
(b)	Trade receivables	I.16	3,291.06	2,240.47	739.68	277.88
(c)	Cash and Bank Balances	I.17	9.61	15.72	12.22	77.35
(d)	Short-term loans and advances	I.18	179.05	97.80	80.21	65.18
(e)	Other Current Assets	I.19	77.82	59.57	51.82	18.72
	<b>Total Current Assets (B)</b>		<b>6,498.50</b>	<b>4,777.40</b>	<b>2,186.13</b>	<b>816.42</b>
	<b>TOTAL (A+B)</b>		<b>6,988.78</b>	<b>5,234.95</b>	<b>2,664.01</b>	<b>1,198.64</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	September 30, 2024	For the Year Ended On		
				March 31, 2024	March 31, 2023	March 31, 2022
<b>I</b>	Revenue from operations	II.1	1,788.12	6,216.59	3,643.96	526.54
<b>II</b>	Other Income	II.2	0.12	9.92	2.87	-
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,788.24</b>	<b>6,226.510</b>	<b>3,646.83</b>	<b>526.54</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	601.36	958.94	344.51	-
	(b) Purchases of stock-in-trade	II.4	879.94	4,575.23	3,276.59	886.63
	(c) Changes in inventories of finished goods and work-in-progress	II.5	(278.47)	(750.25)	(763.44)	(377.29)
	(d) Employee benefits expense	II.6	118.00	122.59	58.33	-
	(e) Finance costs	II.7	60.91	114.27	44.24	-
	(f) Depreciation and amortization expense	II.8	25.37	50.13	43.46	0.03
	(g) Other expenses	II.9	113.53	196.92	107.88	6.18
<b>IV</b>	<b>Total expenses</b>		<b>1,520.64</b>	<b>5,267.83</b>	<b>3,111.57</b>	<b>515.55</b>
<b>V</b>	<b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>		<b>267.60</b>	<b>958.68</b>	<b>535.26</b>	<b>10.99</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-	-
<b>VII</b>	<b>Profit /(Loss) before tax (V-VI)</b>		<b>267.60</b>	<b>958.68</b>	<b>535.26</b>	<b>10.99</b>
<b>VIII</b>	<b>Tax expense:</b>					
	(a) Current tax expense		80.10	294.66	168.18	3.07
	Less: MAT credit setoff		-	-	-	-
	(b) Short/(Excess) provision of tax for earlier years		-	-	-	-
	(c) Deferred tax charge/(credit)	II.10	0.33	0.33	3.61	0.02
			<b>80.42</b>	<b>294.99</b>	<b>171.79</b>	<b>3.09</b>
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>		<b>187.18</b>	<b>663.69</b>	<b>363.46</b>	<b>7.90</b>
<b>XII</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.11				
	(a) Basic (in ₹)		1.43	5.21	4.01	0.10
	(b) Diluted (in ₹)		1.43	5.21	4.01	0.10

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

<b>Particulars</b>	<b>For the period ended September 30, 2024</b>	<b>For the Year Ended On</b>		
		<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	267.60	958.68	535.26	10.99
Adjustment For:				
(a) Depreciation and Amortization	25.37	50.13	43.46	0.03
(b) Finance Charges	60.91	114.27	44.24	-
(c) Provision for Gratuity	10.78	2.29	-	-
(d) Interest & Other income	(0.08)	(0.45)	(0.10)	-
<b>Operating Profit before Working Capital Changes</b>	<b>364.58</b>	<b>1,124.92</b>	<b>622.86</b>	<b>11.02</b>
Adjustment For:				
(a) (Increase)/Decrease in Inventories	(577.11)	(1,061.64)	(924.91)	(377.29)
(b) (Increase)/Decrease in Trade Receivables	(1,050.59)	(1,500.79)	(461.80)	(277.88)
(c) (Increase)/Decrease in Loans & Advances	(81.25)	(17.59)	(15.03)	(65.18)
(d) (Increase)/Decrease in Other Assets	(18.25)	(7.76)	(33.10)	(18.72)
(e) Increase /(Decrease) in Trade Payables	879.00	206.94	(50.26)	439.22
(f) Increase /(Decrease) in Other Liabilities	5.50	(33.28)	47.31	18.43
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(478.11)</b>	<b>(1,289.20)</b>	<b>(814.93)</b>	<b>(270.40)</b>
Less: Direct Taxes paid (Net of Refund)	(164.50)	(167.84)	(3.07)	-
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>(642.62)</b>	<b>(1,457.04)</b>	<b>(818.00)</b>	<b>(270.40)</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(642.62)</b>	<b>(1,457.04)</b>	<b>(818.00)</b>	<b>(270.40)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(a) Purchase of Fixed Assets	(14.08)	(27.25)	(86.77)	(382.22)
(b) Sale of Fixed Assets	-	-	-	-
(c) (Increase) / Decrease in Investment	-	-	(0.25)	-
(d) (Increase) / Decrease in Long term loans and advances	(41.87)	-	-	-
(e) (Increase) / Decrease in Non -Current Assets	(2.16)	(2.54)	(52.11)	(0.03)
(f) Interest and other income	0.08	0.45	0.10	-
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(58.03)</b>	<b>(29.34)</b>	<b>(139.02)</b>	<b>(382.25)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
(a) Increase/(Decrease) in Long Term Borrowing	139.92	(648.36)	72.81	601.00
(b) Increase/(Decrease) in Short Term Borrowing	615.50	25.87	863.32	-
(d) Proceeds from Share Capital & Security Premium	-	2,226.65	-	128.50
(e) Interest Paid	(60.91)	(114.27)	(44.24)	-
<b>NET CASH FLOW IN FINANCING ACTIVITIES (C)</b>	<b>694.51</b>	<b>1,489.89</b>	<b>891.89</b>	<b>729.50</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A)+(B)+(C)</b>	<b>(6.12)</b>	<b>3.50</b>	<b>(65.13)</b>	<b>76.85</b>
<b>OPENING BALANCE – CASH &amp; CASH EQUIVALENT</b>	<b>15.72</b>	<b>12.22</b>	<b>77.35</b>	<b>0.50</b>
<b>CLOSING BALANCE - CASH &amp; CASH EQUIVALENT</b>	<b>9.61</b>	<b>15.72</b>	<b>12.22</b>	<b>77.35</b>

## GENERAL INFORMATION

### REGISTERED OFFICE OF OUR COMPANY

**Leo Dryfruits & Spices Trading Limited**

A 812, MIDC Kharane, Thane Belapur Rd,  
TTC Industrial Area, Koperkhairane, Thane,  
Maharashtra-400705, India.

**Tel No:** +91 9321126141

**Email:** [info@leodryfruitsandspices.com](mailto:info@leodryfruitsandspices.com)

**Website:** [www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com)

**CIN:** U10799MH2019PLC333102

**Registration Number:** 333102

For further details of incorporation, change in name and the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 162.

### REGISTRAR OF COMPANIES

**Registrar of Companies, Mumbai**

Ministry of Corporate Affairs,  
100, Everest, Marine Drive,  
Mumbai – 400 002, Maharashtra, India

**Tel No:** 022 – 2281 2627

**Fax:** 022 - 2281 1977

**Email:** [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### BOARD OF DIRECTORS

As on the date of this Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Kaushik Sobhagchand Shah	Chairman & Managing Director	09484633	B/401, Tulsi CHS, Plot No – 133/134, Near Tilak College Sector-28, Vashi, Navi Mumbai, Thane, Maharashtra – 400703, India.
Mr. Ketan Sobhagchand Shah	Whole Time Director	07503685	Shreenathjee CHS, 3 Floor, Flat no. 6, Plot no. 4, Behind Mari Mai Temple Sector – 14, Navi Mumbai, Vashi, Thane, Maharashtra- 400703, India.
Mr. Parth Ashish Mehta	Non-Executive Director	08613325	901, 9 Crystal, 60ft Road, R.B. Mehta Marg, Next to Anant Chhaya Derasar, Ghatkopar (East), Mumbai, Mumbai Suburban, Maharashtra – 400077, India.
Mr. Ankit Kumar	Non-Executive Independent Director	08346490	1801, Cypress Building, Adhiraj Gardens, Near Utsav Chowk Sector 5, Kharghar, Raigarh, Maharashtra - 410210, India.
Ms. Purvi Mahesh Gupta	Non-Executive Independent Director	10208800	Flat No. 1509, Building No 7 Highland Park, Kolshet Roa, Behind D Mart, Thane West, Thane, Maharashtra – 400607, India.
Ms. Satinder Kaur Sehra	Non-Executive Independent Director	10234804	A/104, Presidential Tower, L.B.S. Marg, Opp. R City Mall, Mumbai, Ghatkopar West, Mumbai, Maharashtra – 400086, India.

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 166.

### COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Pratibha Kumari Bharadia, is our company Secretary and Compliance Officer. Her contact details are as follows:

**Ms. Pratibha Kumari Bharadia**  
A812, MIDC Khairane, Thane Belapur Rd,  
TTC Industrial Area, Koperkhairane, Thane,  
Maharashtra-400705, India  
**Tel No:** +91 9321126141  
**Email:** [info@leodryfruitsandspices.com](mailto:info@leodryfruitsandspices.com)  
**Website:** [www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com)  
**CIN:** U10799MH2019PLC333102

#### **Investor grievances**

Investors may contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Issue in case of any pre-issue or post-issue related queries, grievances and for redressal of complaints including non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

All Issue-related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose a copy of the Acknowledgment Slip or provide the application number received from the Designated Intermediary(ies) in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All issue-related grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

#### **BOOK RUNNING LEAD MANAGER**

**Shreni Shares Limited**  
No. 217, Hive 67 Icon, Poisar Gymkhana Road,  
Lokmanya Tilak Nagar Poisar, Near Raghuleela Mall,  
Kandivali West, Mumbai – 400067, Maharashtra, India.  
**Tel No:** 022 - 2089 7022  
**Email:** [shrenishares@gmail.com](mailto:shrenishares@gmail.com)  
**Website:** [www.shreni.in](http://www.shreni.in)  
**Investor Grievance E-mail:** [info@shreni.in](mailto:info@shreni.in)  
**Contact Person:** Ms. Tanya Goyal  
**SEBI Registration No.:** INM000012759

#### **LEGAL ADVISOR TO THE ISSUE**

**Mindspright Legal**  
**Address:** 712-714, C-Wing, Trade World, Kamla City,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai-400013, Maharashtra, India.  
**Tel No.:** +91-22-42197000,  
**Email:** [ipo@mindspright.co.in](mailto:ipo@mindspright.co.in)  
**Contact Person:** Richa Bhansali  
**Website:** <https://mindspright.co.in>

## **BANKERS TO THE COMPANY**

### **HDFC Bank Limited**

Shop no. 1 and 2, Ground Floor Bhaveshwar Bldg No 3,  
Bhaveshwar Lane, Ghatkopar East Mumbai- 400077,  
Maharashtra, India

**Tel No.:** 022 2501 1017

**Email:** [Shrikant.agrawal@hdfcbank.com](mailto:Shrikant.agrawal@hdfcbank.com)

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

**Contact Person:** Shrikant Agrawal

## **REGISTRAR TO THE ISSUE**

### **Bigshare Services Private Limited**

Office No S6-2, 6th Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East) Mumbai – 400 093,  
Maharashtra, India

**Tel No:** 022 – 6263 8200

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Investor Grievance E-mail:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**Contact Person:** Mr. Babu Rapheal C

**SEBI Registration No.:** INR000001385

## **STATUTORY AUDITORS OF OUR COMPANY**

**M/S Ratana Chandak & Co.,** Chartered Accountants  
1701, Haware Infotech Park, Plot 39/3, Sector 30A, Vashi,  
Navi Mumbai – 400705, Maharashtra, India.

**Tel No.:** + 91 9870128754

**Email:** [info@vpalkar.com](mailto:info@vpalkar.com)

**Contact Person:** CA Jagadish Laxman Sate

**Membership No.:** 182935

**Firm Registration No.:** 108696W

## **PEER REVIEWED AUDITORS**

**M/s. A Y & Co.,** Chartered Accountants  
505, Fifth Floor, ARG Corporate Park  
Ajmer Road, Gopal Bari, Jaipur – 302006,  
Rajasthan, India

**Tel No.:** +91-9649687300

**Email:** [info@aycompany.co.in](mailto:info@aycompany.co.in)

**Contact Person:** Mr. Arpit Gupta

**Membership No.:** 421544

**Firm Registration No.:** 020829C

**Peer Review Registration No. –** 017157

*M/s. A Y & Company, Chartered Accountants hold a peer review certificate dated June 25, 2024 issued by the Institute of Chartered Accountants of India.*

## **BANKERS TO THE ISSUE / ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC ISSUE BANK**

### **Kotak Mahindra Bank Limited**

Kotak Infiniti, 6th Floor, Building No. 21,  
Infinity Park, Off Western Express Highway,

General AK Vaidya Marg, Malad (East).  
Mumbai – 400 097 Maharashtra, India.

**Tel No:** 022 69410636

**Email:** [cmsipo@kotak.com](mailto:cmsipo@kotak.com)

**Website:** [www.kotak.com](http://www.kotak.com)

**Contact Person:** Siddhesh Shirodkar

**SEBI Registration Number:** INBI00000927

**CIN:** L65110MH1985PLC038137

## SYNDICATE MEMBER

### **Shreni Shares Limited**

*(Formerly Known as Shreni Shares Private Limited)*

No. 217, Hive 67 Icon,

Poisar Gymkhana Road, Lokmanya Tilak

Nagar Poisar, Near Raghuleela Mall, Kandivali West,

Mumbai – 400067, Maharashtra, India.

**Tel No:** 022 - 20897022

**Email:** [shrenisharespvtltd@yahoo.in](mailto:shrenisharespvtltd@yahoo.in)

**Website:** [www.shreni.in](http://www.shreni.in)

**Contact Person:** Mr. Hitesh Punjani

**SEBI Registration No.:** INZ000268538

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Shreni Shares Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

## SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Applicant (other than an UPI Applicants using the UPI mechanism), not applying through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34) on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Applicants (other than UPI Applicants) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

## SCSBs AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time.

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read with other applicable UPI Circulars, UPI Bidders Bidding through UPI Mechanism may apply through the SCSBs and mobile applications, using UPI handles, whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public offers using UPI mechanism is provided in the list available on the website of SEBI at

[www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

## **SYNDICATE SCSB BRANCHES**

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

## **REGISTERED BROKERS**

Bidders (other than RIIs) can submit ASBA Forms in the Issue using the stockbroker network of the stock exchange, i.e., through the Registered Brokers at the Broker Centers. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.bseindia.com>, and on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

## **REGISTRAR AND SHARE TRANSFER AGENTS (“RTA”)**

The list of the RTAs eligible to accept ASBA Forms (other than RIIs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx>, and on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time.

## **COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchange at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## **CREDIT RATING**

This being an Issue of Equity Shares, credit rating is not required.

## **IPO GRADING**

Since the Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, there is no requirement of appointing an IPO Grading agency.

## **DEBENTURE TRUSTEES**

Since this is not a debenture issue, appointment of debenture trustee is not required.

## **MONITORING AGENCY**

Since our Issue size does not exceed ₹ 10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **APPRAISING ENTITY**

No appraising entity has been appointed in respect of any objects of this Issue.

## **FILING OF THE DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS**

The Draft Red Herring Prospectus has been filed with BSE through the BSE Listing portal at <https://listing.bseindia.com/home.htm> and will also be filed with BSE at the following address.

### **BSE SME**

### **BSE Limited**

25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001,  
Maharashtra, India

**Tel No:** 022 – 2272 1233/34

**Website:** [www.bseindia.com](http://www.bseindia.com)

The Draft Red Herring Prospectus shall not be filed with SEBI, nor SEBI will issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in/>.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 is filed with the RoC through the electronic portal at <http://www.mca.gov.in>, and a copy of Prospectus to be filed under Section 26 & 32 of the companies Act, 2013 is filed with the RoC through the electronic portal at <http://www.mca.gov.in>.

## **TYPE OF ISSUE**

The present Issue is considered to be 100% Book-Building Issue.

## **BOOK BUILDING PROCESS**

Book building, in the context of the offer, refers to the process of collection of Bids from bidders on the basis of the Prospectus, the Bid Cum Application Forms and the Revision Forms, if any, within the Price Band and the minimum Bid Lot, which will be decided by our company in consultation with the Book Running Lead Manager, and will be advertised in all editions of English national daily newspaper, Financial Express, all editions of Hindi national daily newspaper, Janasatta, editions of the Marathi daily newspaper, Pratahkal, (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/Issue Opening Date and has been made available to the Stock Exchange for the purpose of uploading on their respective website. The Issue price is determined by our company in consultation with the Book Running Lead Manager, after the Bid/Issue Closing Date. For details, see “*Issue Procedure*” beginning on page 267.

**All Bidders other than Anchor Investors participated through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs. In addition to this, the Retail Individual Investors may participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs or by using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 5.00 lakhs could use the UPI Mechanism and could also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Anchor Investors were not permitted to participate in the Issue through the ASBA process.**

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIIs, NIIs and the Anchor Investors, allocation in the offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis.

**Each Bidder by submitting a Bid in the Issue, will be deemed to have acknowledged the above restrictions and the terms of the Issue.**

For further details, see “*Terms of the Issue*”, “*Issue Structure*” and “*Issue Procedure*” beginning on pages 252, 262 and 267 respectively.

**The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Issue.**

Bidders should note that, the Issue is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment.

## **UNDERWRITING**

This Issue is 100.00 % Underwritten by Shreni Shares Limited in the capacity of underwriter to the Issue. The underwriting agreement is dated October 14, 2024 and Addendum to Underwriting Agreement dated December 17, 2024. Pursuant to the terms of the underwriting Agreement, the obligations of the underwriters are several and are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

(₹ in Lakhs)

<b>Details of the Underwriter</b>	<b>No. of Equity Shares Underwritten*</b>	<b>Amount Underwritten</b>	<b>% of total Issue size underwritten</b>
<b>Shreni Shares Limited</b> Office No. 217, Hive 67 Icon, Poisar Gymkhana Road Lokmanya Tilak Nagar, Poisar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India <b>Tel No:</b> 022 - 2089 7022 <b>Email:</b> <a href="mailto:shrenishares@gmail.com">shrenishares@gmail.com</a> <b>Website:</b> <a href="http://www.shreni.in">www.shreni.in</a> <b>Investor Grievance E-mail:</b> <a href="mailto:info@shreni.in">info@shreni.in</a> <b>Contact Person:</b> Ms. Tanya Goyal <b>SEBI Registration No.:</b> INM000012759	48,30,000*	2,511.60	100.00 %

\*Includes 2,46,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

## **CHANGES IN AUDITORS**

Except as disclosed below, there has been no change in the Statutory Auditors during the three years immediately preceding the date of this Prospectus.

<b>Name of the Auditor</b>	<b>Appointment/ Resignation</b>	<b>Date of Appointment / Resignation</b>	<b>Reason for change</b>
M/s. Rajesh Chheda & Co. Chartered Accountants <b>Address:</b> 201, 2 <sup>nd</sup> floor, Rangawala Apts, Sanatorium Lane, Ghatkoper (W), Mumbai-400086 <b>Tel:</b> 022 2511 4353/93222 35507 <b>Email:</b> chhedarm@yahoo.com <b>Firm Reg No:</b> 112887W	Resignation	September 01, 2022	Due to preoccupation in other professional work.

Name of the Auditor	Appointment/ Resignation	Date of Appointment / Resignation	Reason for change
M/s. R S Joisar & Co., Chartered Accountants <b>Address:</b> 228 & 230, Central Facility 02, Above G P Parsik Bank, Sector - 19, APMC Market, Vashi 400703 <b>Tel:</b> 91 88981 44750/90828 51107 <b>Email:</b> rsjoisar@gmail.com <b>Membership No:</b> 164454	Appointment	September 03, 2022	Appointment due to causal vacancy.
M/s. R S Joisar & Co., Chartered Accountants <b>Address:</b> 228 & 230, Central Facility 02, Above G P Parsik Bank, Sector - 19, APMC Market, Vashi 400703 <b>Tel:</b> 91 88981 44750/90828 51107 <b>Email:</b> rsjoisar@gmail.com <b>Membership No:</b> 164454	Tenure expired	September 30, 2022	Term Expired
M/s Ratana Chandak & Co., Chartered Accountants <b>Address:</b> 1701, Haware Infotech Park, Plot 39/3, Sector 30A, Vashi, Navi Mumbai – 400705, Maharashtra, India. <b>Tel:</b> + 91 9870128754 <b>Email:</b> <a href="mailto:info@vpalkar.com">info@vpalkar.com</a> <b>Firm Registration No.:</b> 108696W <b>Tenure:</b> 01.04.2022 to 31.03.2027	Appointment	September 30, 2022	Completion of term of Appointment of previous auditor.

## GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

## EXPERTS TO THE ISSUE

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from Peer Reviewed Auditor namely, M/s. A Y & Co.,Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated December 16, 2024 and the Statement of Possible Tax Benefits dated September 01, 2024 issued by them and included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## MARKET MAKER

### Rikhav Securities Limited

B/501-502, O2 Commercial Building, Asha Nagar, Mulund (W), Mumbai – 400080, Maharashtra, India.

**Tel No:** 022 - 69078300/400

**Email:** [info@rikhav.net](mailto:info@rikhav.net)

**Website:** [www.rikhav.net](http://www.rikhav.net)

**Contact Person:** Mr. Hitesh H Lakhani

**SEBI Registration No.:** INZ000157737

## DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations, we shall enter into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated October 14, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

Rikhav Securities Limited registered with BSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹ 52.00/- per share the minimum application lot size is 2,000 Equity Shares thus minimum depth of the quote shall be 2,000 until the same, would be revised by BSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
12. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

13. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.

14. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

15. **Risk containment measures and monitoring for Market Maker:** BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

16. **Punitive Action in case of default by Market Maker:** BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

17. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for offer size up to ₹250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

18. The following spread will be applicable on the BSE SME:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

19. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (Including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (Including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%

<b>Issue Size</b>	<b>Buy quote exemption threshold (Including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (Including mandatory initial inventory of 5% of the Issue Size)</b>
Above ₹80 Crore	12%	11%

20. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.

21. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to this Issue, is set forth below:

(₹ in Lakhs except no of shares)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
<b>A.</b>	<b>Authorized Share Capital</b>		
	2,50,00,000 Equity Shares of face value of ₹ 10/- each	2,500.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Equity Capital before the Issue</b>		
	1,30,61,440 Equity Shares of face value of ₹ 10/- each	1,306.14	-
<b>C.</b>	<b>Present Issue in Terms of this Prospectus</b>		
	Issue of 48,30,000 Equity Shares of face value of ₹ 10/- each	483.00	2511.60
	<i>Which Includes:</i>		
	2,46,000 Equity Shares of face value of ₹ 10/- each at a price of ₹ 52.00 per Equity Share reserved as Market Maker Portion	24.60	127.92
	Net Issue to Public of to 45,84,000 Equity Shares of ₹ 10/- each at a price of ₹ 52.00 per Equity Share to the Public	458.40	2,383.68
	<i>Of Which</i>		
	At least 16,44,000 Equity Shares aggregating to ₹ 854.88 Lakhs will be available for allocation to Retail Individual Investors	164.40	854.88
	At least 7,00,000 Equity Shares aggregating to ₹ 364.00 Lakhs will be available for allocation to Non-Institutional Investors	70.00	364.00
	Not more than 22,40,000 Equity Shares aggregating to ₹ 1,164.80 Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	224.00	1,164.80
<b>D.</b>	<b>Paid-up Equity Capital after the Issue</b>		
	1,78,91,440 Equity Shares of face value of ₹ 10/- each	17891.44	-
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	1,050.02	
	After the Issue	3,078.62	

*The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on April 22, 2024 and by our Shareholders pursuant to a Special Resolution passed at the Extra Ordinary General meeting held on May 06, 2024.*

### CLASS OF SHARES

As on the date of this Prospectus, our Company has only one class of share capital i.e., Equity Shares of ₹ 10/- each. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

- The initial authorized share capital of ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each.

- b) The Authorized Share Capital was increased from ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹10/- each to ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹ 10/- each vide Shareholders' Resolution dated January 21, 2022.
- c) The authorized share capital was further split/sub-divided in the face value of its equity shares from ₹10/- to ₹1/- each vide shareholders' resolution dated April 27, 2022.
- d) The authorized share capital was further Consolidated in the face value of its equity shares from ₹1/- to ₹10/- each vide shareholders' resolution dated November 24, 2022.
- e) The Authorized Share Capital was increased from ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each to ₹ 25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹ 10/- each vide Shareholders' Resolution dated July 19, 2023.

## 2. Equity Share Capital History of our Company

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Share Capital (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA <sup>(i)</sup>	10,000	1,00,000
March 31, 2022	12,84,980	10/-	10/-	Cash	Right Issue <sup>(ii)</sup>	12,94,980	1,29,49,800
	The Equity Shares of the Company was subdivided from existing 12,94,980 Equity Shares of ₹10.00 each into 1,29,49,800 Equity Shares of ₹1.00 each vide shareholders' resolution dated April 27, 2022. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 12,94,980 equity shares of ₹10.00 each to stood as 1,29,49,800 equity shares of ₹1.00 each.					1,29,49,800	1,29,49,800
	The Equity Shares of the Company was consolidated from existing 1,29,49,800 Equity Shares of ₹1.00 each into 12,94,980 Equity Shares of ₹10.00 each vide shareholders' resolution dated November 24, 2022. Accordingly, the issued and paid-up equity share capital of our Company was consolidated from 1,29,49,800 equity shares of ₹1.00 each to stood as 12,94,980 equity shares of ₹10.00 each.					12,94,980	1,29,49,800
October 19, 2023	1,82,940	10/-	390/-	Other than Cash	Conversion of Loan into Equity <sup>(iii)</sup>	14,77,920	1,47,79,200
November 17, 2023	3,88,000	10/-	390/-	Cash	Preferential Issue <sup>(iv)</sup>	18,65,920	1,86,59,200
January 18, 2024	1,11,95,520	10/-	Nil	Other than Cash	Bonus Issue <sup>(v)</sup>	1,30,61,440	13,06,14,400

(i) *Initial Subscribers to the Memorandum of Association of our company:*

Sr No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Mr. Ashish Jaswantrai Mehta	10/-	10/-	Subscription to MOA	5,000
2.	Mr. Parth Ashish Mehta	10/-	10/-		5,000
<b>Total</b>					<b>10,000</b>

(ii) *Right Issue of 12,84,980 Equity Shares of face value of ₹10/- each on the basis of existing shareholding as on March 02, 2022 as per the details given below:*

Sr. No	Names of Person	Equity Shares Offered	Equity Shares Received/ (Renounced)	Net Balance of Equity Shares	Equity Shares Subscribed/ Received by Renunciation	Lapse of Equity Shares
1.	Ashish Jaswantrai Mehta	5,60,251	(5,60,251)	-	-	-
2.	Parth Ashish Mehta	5,51,256	(3,01,256)	2,50,000	2,50,000	-
3.	Prashant Prataprai Mehta	12,850	12,150	25,000	25,000	-
4.	Paresh Jaswantrai Mehta	12,850	7,150	20,000	20,000	-
5.	Heena Mukesh Tolia	12,850	7,150	20,000	20,000	-
6.	Nishit Mukesh Tolia	12,850	1,87,150	2,00,000	2,00,000	-
7.	Chetana Nitinkumar Vora	12,850	37,150	50,000	50,000	-
8.	Nitinkumar Anantrai Vora	12,850	37,150	50,000	50,000	-
9.	Akshita Mihir Chauhan	6,425	3,575	10,000	10,000	-
10.	Kaushik Sobhagchand Shah	12,850	2,37,150	2,50,000	2,50,000	-
11.	Ketan Sobhagchand Shah	12,850	2,37,150	2,50,000	2,50,000	-
12.	Sweta Prashant Mehta	6,425	(1,425)	5,000	5,000	-
13.	Dharmi Paresh Mehta	6,425	3,575	10,000	10,000	-
14.	Parthasarthi Naik	1,285	10,715	12,000	12,000	-
15.	Anandalwar Krishna Naik	1,285	(295)	990	990	-
16.	Krishna Naik	1,285	705	1,990	1,990	-
17.	Kishore Gobindram Shahdadpuri	6,425	(2,925)	3,500	3,500	-
18.	Pratik Kishore Shahdadpuri	6,425	(2,925)	3,500	3,500	-
19.	Kusum Kishore Shahdadpuri	6,425	(3,425)	3,000	3,000	-
20.	Munmun Bajpai	6,425	3,575	10,000	10,000	-
21.	Prabha Devi	6,425	28,575	35,000	35,000	-
22.	Narendra Pratap	6,425	28,575	35,000	35,000	-
23.	Vikramsingh Harnamsingh Thakur	1,285	3,715	5,000	5,000	-
24.	Jogindar Gurudasram Pal	1,285	3,715	5,000	5,000	-
25.	Kamlesh Gopal Shahu	1,285	3,715	5,000	5,000	-
26.	Mohan Naik	2,570	7,430	10,000	10,000	-
27.	Gouri Gajanan Dandekar	1,285	3,715	5,000	5,000	-
28.	Vilas Parshuram Jadhav	1,285	3,715	5,000	5,000	-
29.	Neela Mathre	-	2,500	2,500	2,500	-
30.	Srinivas Parthsarthy Naik	-	2,500	2,500	2,500	-

(iii) Allotment of 1,82,940 Equity Shares pursuant to conversion of loan into equity, as under.:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Mr. Parth Ashish Mehta	10/-	390/-	Conversion of Loan into Equity	64,100
2.	Mr. Kaushik Sobhagchand Shah	10/-	390/-		76,790
3.	Mr. Ketan Sobhagchand Shah	10/-	390/-		42,050
<b>Total</b>					<b>1,82,940</b>

(iv) Preferential Allotment of 3,88,000 Equity Shares of Face Value of Rs. 10/- each fully paid at Issue Price of ₹ 390/- per equity share is as under:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Karishma Jignesh Desai	10/-	390/-	Preferential Issue	12,000

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
2.	Shrenik Kishorbhai Vora	10/-	390/-		2,000
3.	Devanshi Shrenik Vora	10/-	390/-		2,000
4.	Hiral Kamleshbhai Madiya	10/-	390/-		4,000
5.	Darshana Saumin Shah	10/-	390/-		4,000
6.	Rupesh Soni	10/-	390/-		12,000
7.	Rakesh Sanghavi HUF	10/-	390/-		12,000
8.	Vijesh Chandrakant Shah	10/-	390/-		12,000
9.	Pravin Govindji Maru	10/-	390/-		8,000
10.	Maya Mulesh Savla	10/-	390/-		8,000
11.	Tanay Sudhir Bheda	10/-	390/-		12,000
12.	Kamlaben Vitthalbhai Patel	10/-	390/-		8,000
13.	Shailesh Hemant Dhamankar	10/-	390/-		8,000
14.	Shruti Milan Shah	10/-	390/-		4,000
15.	Milan Shah	10/-	390/-		4,000
16.	Anish B Shah	10/-	390/-		8,000
17.	Harsukh N Desai	10/-	390/-		4,000
18.	Aartie Sunil Anandpara	10/-	390/-		18,000
19.	Urvi Hemal Shah	10/-	390/-		18,000
20.	Hemang D Mehta	10/-	390/-		4,000
21.	Amit Shah	10/-	390/-		22,000
22.	Sejal Rohit Sanghvi	10/-	390/-		2,000
23.	Devanshi Dharmesh Sanghvi	10/-	390/-		2,000
24.	Devina Dharmesh Sanghvi	10/-	390/-		2,000
25.	Krishna Neerav Sanghvi	10/-	390/-		2,000
26.	Prachi Bhavan Mehta	10/-	390/-		2,000
27.	Rupal Parul Shah	10/-	390/-		14,000
28.	Khushman Ritesh Jain	10/-	390/-		4,000
29.	Neha Bhalla	10/-	390/-		8,000
30.	Varsha Bhatia	10/-	390/-		4,000
31.	Hena Nilesh Mota	10/-	390/-		2,000
32.	Ronak Shah	10/-	390/-		14,000
33.	Gaurav Shah	10/-	390/-		4,000
34.	Manoj Jayantilal Gandani	10/-	390/-		2,000
35.	Amita Hitesh Ghelani	10/-	390/-		4,000
36.	Ankit Kumar Yadav	10/-	390/-		10,000
37.	Esrarul Haque	10/-	390/-		16,000
38.	Ami Niraj Shah	10/-	390/-		1,00,000
39.	Shashikala Naik	10/-	390/-		6,000
40.	Tejas Jaysukh Shah	10/-	390/-		2,000
41.	Prerna Umesh Shah	10/-	390/-		2,000
<b>Total</b>					<b>3,88,000</b>

(v) Bonus Issue of 1,11,95,520 Equity Shares of face value of ₹10/- each in the ratio of 6:1 i.e., 6 Bonus Equity Shares for 1 equity share held, as under:

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
1.	Ashish Jswantrai Mehta	10/-	Nil	Bonus Issue in the ratio of 6:1	26,160
2.	Parth Ashish Mehta	10/-	Nil		19,10,340
3.	Prashant Prataprai Mehta	10/-	Nil		1,50,600
4.	Paresh Jaswantrai Mehta	10/-	Nil		1,20,600
5.	Heena Mukesh Tolia	10/-	Nil		1,20,600
6.	Nishit Mukesh Tolia	10/-	Nil		12,00,600

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
7.	Chetana Nitinkumar Vora	10/-	Nil		3,00,600
8.	Nitinkumar Ananrrai Vora	10/-	Nil		3,00,600
9.	Akshita Mihir Chauhan	10/-	Nil		60,300
10.	Kaushik Sobhagchand Shah	10/-	Nil		19,61,340
11.	Ketan Sobhagchand Shah	10/-	Nil		17,52,900
12.	Sweta Prashant Mehta	10/-	Nil		30,300
13.	Dharmi Paresh Mehta	10/-	Nil		60,300
14.	Parthasarathi Naik	10/-	Nil		72,060
15.	Anandalwar Krishna Naik	10/-	Nil		6,000
16.	Krishna Naik	10/-	Nil		12,000
17.	Kishore Gobindram Shahdadpuri	10/-	Nil		21,300
18.	Pratik Kishore Shahdadpuri	10/-	Nil		21,300
19.	Kusum Kishore Shahdadpuri	10/-	Nil		18,300
20.	Munnum Bajpai	10/-	Nil		60,300
21.	Prabha devi	10/-	Nil		2,10,300
22.	Narendra Pratap	10/-	Nil		2,10,300
23.	Vikramsingh Harmansingh Thakur	10/-	Nil		30,060
24.	Jogindar Gurudasram Pal	10/-	Nil		30,060
25.	Kamlesh Gopal Shahu	10/-	Nil		30,060
26.	Mohan naik	10/-	Nil		60,120
27.	Gauri Gajanan Dandekar	10/-	Nil		30,060
28.	Vilas Parsuram Jadhav	10/-	Nil		30,060
29.	Neela Mathre	10/-	Nil		15,000
30.	Srinivas Parthasarathi Naik	10/-	Nil		15,000
31.	Karishma Jignesh Desai	10/-	Nil		72,000
32.	Shrenik Kishorbhai Vora	10/-	Nil		12,000
33.	Devanshi Shrenik Vora	10/-	Nil		12,000
34.	Hiral Kamleshbhai Madiya	10/-	Nil		24,000
35.	Darshana Saumin Shah	10/-	Nil		24,000
36.	Rupesh Soni	10/-	Nil		72,000
37.	Rakesh Sanghavi HUF	10/-	Nil		72,000
38.	Vijesh Chandrakant Shah	10/-	Nil		72,000
39.	Pravin Govindji Maru	10/-	Nil		48,000
40.	Maya Mulesh Savla	10/-	Nil		48,000
41.	Tanay Sudhir Bheda	10/-	Nil		72,000
42.	Kamlaben Vitthalbhai Patel	10/-	Nil		48,000
43.	Shailesh Hemant Dhamankar	10/-	Nil		48,000
44.	Shruti Milan Shah	10/-	Nil		24,000
45.	Milan Shah	10/-	Nil		24,000
46.	Anish B Shah	10/-	Nil		48,000
47.	Harsukh N Desai	10/-	Nil		24,000
48.	Aartie Sunil Anandpara	10/-	Nil		1,08,000
49.	Urvi Hemal Shah	10/-	Nil		1,08,000
50.	Hemang D Mehta	10/-	Nil		24,000
51.	Amit Shah	10/-	Nil		1,32,000
52.	Sejal Rohit Sanghvi	10/-	Nil		12,000
53.	Devanshi Dharmesh Sanghvi	10/-	Nil		12,000
54.	Devina Dharmesh Sanghvi	10/-	Nil		12,000
55.	Krishna Neerav Sanghvi	10/-	Nil		12,000
56.	Prachi Bhavan Mehta	10/-	Nil		12,000
57.	Rupal Parul Shah	10/-	Nil		84,000
58.	Khushman Ritesh Jain	10/-	Nil		24,000
59.	Neha Bhalla	10/-	Nil		48,000

Sr. No	Name	Face Value (₹)	Issue Price (₹)	Nature of Allotment	No of Equity Shares
60.	Varsha Bhatia	10/-	Nil		24,000
61.	Hena Nilesh Mota	10/-	Nil		12,000
62.	Ronak Shah	10/-	Nil		84,000
63.	Gaurav Shah	10/-	Nil		24,000
64.	Manoj Jayantilal Gandani	10/-	Nil		12,000
65.	Amita Hitesh Ghelani	10/-	Nil		24,000
66.	Ankit Kumar Yadav	10/-	Nil		60,000
67.	Esrarul Haque	10/-	Nil		96,000
68.	Ami Niraj Shah	10/-	Nil		6,00,000
69.	Shashikala Naik	10/-	Nil		36,000
70.	Tejas Jaysukh Shah	10/-	Nil		12,000
71.	Prerna Umesh Shah	10/-	Nil		12,000
<b>Total</b>					<b>1,11,95,520</b>

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
October 19, 2023	1,82,940	10/-	390/-	Conversion of Loan into Equity	Loan Converted	Mr. Parth Ashish Mehta	64,100
						Mr. Kaushik Sobhagchand Shah	76,790
						Mr. Ketan Sobhagchand Shah	42,050
January 18, 2024	1,11,95,520	10/-	Nil	Bonus Issue	Capitalization of Reserves	Ashish Jswantrai Mehta	26,160
						Parth Ashish Mehta	19,10,340
						Prashant Prataprai Mehta	1,50,600
						Paresh Jaswantrai Mehta	1,20,600
						Heena Mukesh Tolia	1,20,600
						Nishit Mukesh Tolia	12,00,600
						Chetana Nitinkumar Vora	3,00,600
						Nitinkumar Anantrrai Vora	3,00,600
						Akshita Mihir Chauhan	60,300
						Kaushik Sobhagchand Shah	19,61,340
						Ketan Sobhagchand Shah	17,52,900
						Sweta Prashant Mehta	30,300
						Dharmi Paresh Mehta	60,300
						Parthasarathi Naik	72,060
						Anandalwar Krishna Naik	6,000
						Krishna Naik	12,000
						Kishore Gobindram Shahdadpuri	21,300
						Pratik Kishore Shahdadpuri	21,300
						Kusum Kishore Shahdadpuri	18,300
						Munnum Bajpai	60,300

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Prabha devi	2,10,300
						Narendra Pratap	2,10,300
						Vikramsingh Harmansingh Thakur	30,060
						Jogindar Gurudasram Pal	30,060
						Kamlesh Gopal Shahu	30,060
						Mohan naik	60,120
						Gauri Gajanan Dandekar	30,060
						Vilas Parshuram Jadhav	30,060
						Neela Mathre	15,000
						Srinivas Parthasarathi Naik	15,000
						Karishma Jignesh Desai	72,000
						Shrenik Kishorbhai Vora	12,000
						Devanshi Shrenik Vora	12,000
						Hiral Kamleshbhai Madiya	24,000
						Darshana Saumin Shah	24,000
						Rupesh Soni	72,000
						Rakesh Sanghavi HUF	72,000
						Vijesh Chandrakant Shah	72,000
						Pravin Govindji Maru	48,000
						Maya Mulesh Savla	48,000
						Tanay Sudhir Bheda	72,000
						Kamlaben Vitthalbhai Patel	48,000
						Shailesh Hemant Dhamankar	48,000
						Shruti Milan Shah	24,000
						Milan Shah	24,000
						Anish B Shah	48,000
						Harsukh N Desai	24,000
						Aartie Sunil Anandpara	1,08,000
						Urvi Hemal Shah	1,08,000
						Hemang D Mehta	24,000
						Amit Shah	1,32,000
						Sejal Rohit Sanghvi	12,000
						Devanshi Dharmesh Sanghvi	12,000
						Devina Dharmesh Sanghvi	12,000
						Krishna Neerav Sanghvi	12,000
						Prachi Bhavan Mehta	12,000
						Rupal Parul Shah	84,000
						Khushman Ritesh Jain	24,000
						Neha Bhalla	48,000
						Varsha Bhatia	24,000
						Hena Nilesh Mota	12,000
						Ronak Shah	84,000
						Gaurav Shah	24,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Manoj Jayantilal Gandani	12,000
						Amita Hitesh Ghelani	24,000
						Ankit Kumar Yadav	60,000
						Esrarul Haque	96,000
						Ami Niraj Shah	6,00,000
						Shashikala Naik	36,000
						Tejas Jaysukh Shah	12,000
						Prerna Umesh Shah	12,000

- No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
- Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
- We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as disclosed below, we have not issued any Equity Shares at price that is below Issue price within last one year from the date of this Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
January 18, 2024	1,11,95,520	10/-	Nil	Bonus Issue	Capitalization of Reserves	Ashish Jswantrai Mehta	26,160
						Parth Ashish Mehta	19,10,340
						Prashant Prataprai Mehta	1,50,600
						Paresh Jaswantrai Mehta	1,20,600
						Heena Mukesh Tolia	1,20,600
						Nishit Mukesh Tolia	12,00,600
						Chetana Nitinkumar Vora	3,00,600
						Nitinkumar Anantrai Vora	3,00,600
						Akshita Mihir Chauhan	60,300
						Kaushik Sobhagchand Shah	19,61,340
						Ketan Sobhagchand Shah	17,52,900
						Sweta Prashant Mehta	30,300
						Dharmi Paresh Mehta	60,300
						Parthasarathi Naik	72,060
						Anandalwar Krishna Naik	6,000
						Krishna Naik	12,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Kishore Gobindram Shahdadpuri	21,300
						Pratik Kishore Shahdadpuri	21,300
						Kusum Kishore Shahdadpuri	18,300
						Munnum Bajpai	60,300
						Prabha devi	2,10,300
						Narendra Pratap	2,10,300
						Vikramsingh Harmansingh Thakur	30,060
						Jogindar Gurudasram Pal	30,060
						Kamlesh Gopal Shahu	30,060
						Mohan naik	60,120
						Gauri Gajanan Dandekar	30,060
						Vilas Parshuram Jadhav	30,060
						Neela Mathre	15,000
						Srinivas Parthasarathi Naik	15,000
						Karishma Jignesh Desai	72,000
						Shrenik Kishorbhai Vora	12,000
						Devanshi Shrenik Vora	12,000
						Hiral Kamleshbhai Madiya	24,000
						Darshana Saumin Shah	24,000
						Rupesh Soni	72,000
						Rakesh Sanghavi HUF	72,000
						Vijesh Chandrakant Shah	72,000
						Pravin Govindji Maru	48,000
						Maya Mulesh Savla	48,000
						Tanay Sudhir Bheda	72,000
						Kamlaben Vitthalbhai Patel	48,000
						Shailesh Hemant Dhamankar	48,000
						Shruti Milan Shah	24,000
						Milan Shah	24,000
						Anish B Shah	48,000
						Harsukh N Desai	24,000
						Aartie Sunil Anandpara	1,08,000
						Urvi Hemal Shah	1,08,000
						Hemang D Mehta	24,000
						Amit Shah	1,32,000

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
						Sejal Rohit Sanghvi	12,000
						Devanshi Dharmesh Sanghvi	12,000
						Devina Dharmesh Sanghvi	12,000
						Krishna Neerav Sanghvi	12,000
						Prachi Bhavan Mehta	12,000
						Rupal Parul Shah	84,000
						Khushman Ritesh Jain	24,000
						Neha Bhalla	48,000
						Varsha Bhatia	24,000
						Hena Nilesh Mota	12,000
						Ronak Shah	84,000
						Gaurav Shah	24,000
						Manoj Jayantilal Gandani	12,000
						Amita Hitesh Ghelani	24,000
						Ankit Kumar Yadav	60,000
						Esrarul Haque	96,000
						Ami Niraj Shah	6,00,000
						Shashikala Naik	36,000
						Tejas Jaysukh Shah	12,000
						Prerna Umesh Shah	12,000

## 8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this Prospectus.

Category (I)		Category of shareholder (II)		Nos. of shareholders (III)		No. of fully paid-up equity shares held (IV)		No. of Partly paid-up equity shares held (V)		No. of shares underlying Depository Receipts (VI)		Total nos. shares held (VII) = (IV)+(V)+(VI)		Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)		Class-Equity		No. of Voting Rights		Number of Voting Rights held in each class of securities (IX)								
A	Promoter & Promoter Group	4	68,18,980	-	-	68,18,980	52.2 1%	68,18,980	-	68,18,980	52.2 1%	-	68,18,980	52.2 1%	-	62,42,460	47.7 9%	62,42,460	-	62,42,460	47.7 9%	-	47.79%	-	-	-	-	68,18,980
B	Public	68	62,42,460	-	-	62,42,460	47.7 9%	62,42,460	-	62,42,460	47.7 9%	-	62,42,460	47.7 9%	-	52.21%	-	52.21%	-	52.21%	-	-	-	-	-	62,42,460		
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>72</b>	<b>1,30,61,440</b>	<b>-</b>	<b>-</b>	<b>1,30,61,440</b>	<b>100.00</b>	<b>1,30,61,440</b>	<b>-</b>	<b>1,30,61,440</b>	<b>100.00</b>	<b>-</b>	<b>1,30,61,440</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,30,61,440</b>			

9. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company having aggregate shareholding at least 80% of capital of our Company as on the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Kaushik Sobhagchand Shah	23,58,580	18.06%
2.	Parth Ashish Mehta	22,59,250	17.30%
3.	Ketan Sobhagchand Shah	20,45,050	15.66 %

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
4.	Ami Niraj Shah	7,00,000	5.36 %
5.	Heena Mukesh Tolia	6,07,600	4.65 %
6.	Amit Mukesh Tolia	4,66,900	3.57 %
7.	Disha Amit Tolia	4,66,900	3.57 %
8.	Nitinkumar Anantrai Vora	3,50,700	2.69 %
9.	Chetana Nitinkumar Vora	3,50,700	2.69 %
10.	Narendra Pratap	2,45,350	1.88 %
11.	Prabha Devi	2,45,350	1.88 %
12.	Prashant Prataprai Mehta	1,56,100	1.20 %
13.	Amit Chandrakant Shah	1,54,000	1.18 %
14.	Aartie Sunil Anandpara	1,26,000	0.96%
15.	Dharmik Dilip Shah	1,26,000	0.96%
<b>Total</b>		<b>1,06,58,480</b>	<b>81.59 %</b>

10. None of the shareholders of the Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre- Issue Equity Share Capital (%)
1.	Kaushik Sobhagchand Shah	23,58,580	18.06%
2.	Parth Ashish Mehta	22,59,250	17.30%
3.	Ketan Sobhagchand Shah	20,45,050	15.66 %
4.	Ami Niraj Shah	7,00,000	5.36 %
5.	Heena Mukesh Tolia	6,07,600	4.65 %
6.	Amit Mukesh Tolia	4,66,900	3.57 %
7.	Disha Amit Tolia	4,66,900	3.57 %
8.	Nitinkumar Anantrai Vora	3,50,700	2.69 %
9.	Chetana Nitinkumar Vora	3,50,700	2.69 %
10.	Narendra Pratap	2,45,350	1.88 %
11.	Prabha Devi	2,45,350	1.88 %
12.	Prashant Prataprai Mehta	1,56,100	1.20 %
13.	Amit Chandrakant Shah	1,54,000	1.18 %
<b>Total</b>		<b>1,06,58,480</b>	<b>79.67 %</b>

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre-Issue Equity Share Capital (%)
1.	Parth Ashish Mehta	3,18,390	17.06%
2.	Kaushik Sobhagchand Shah	3,26,890	17.52%
3.	Ketan Sobhagchand Shah	2,92,150	15.66%
4.	Nishit Mukesh Tolia	2,00,100	10.72%
5.	Chetana Nitinkumar Vora	50,100	2.69%
6.	Nitinkumar Anantrai Vora	50,100	2.69%
7.	Prabha devi	35,050	1.88%
8.	Narendra Pratap	35,050	1.88%
9.	Prashant Prataprai Mehta	25,100	1.35%
10.	Paresh Jaswantrai Mehta	20,100	1.08%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre-Issue Equity Share Capital (%)
11.	Heena Mukesh Tolia	20,100	1.08%
	<b>Total</b>	<b>11,90,190</b>	<b>73.59%</b>

13. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then pre-Issue Equity Share Capital (%)
1.	Parth Ashish Mehta	2,54,290	19.64%
2.	Kaushik Sobhagchand Shah	2,50,100	19.31%
3.	Ketan Sobhagchand Shah	2,50,100	19.31%
4.	Nishit Mukesh Tolia	2,00,100	15.45%
5.	Chetana Nitinkumar Vora	50,100	3.87%
6.	Nitinkumar Anantrai Vora	50,100	3.87%
7.	Prabha devi	35,050	2.71%
8.	Narendra Pratap	35,050	2.71%
9.	Prashant Prataprai Mehta	25,100	1.94%
10.	Paresh Jaswantrai Mehta	20,100	1.55%
11.	Heena Mukesh Tolia	20,100	1.55%
	<b>Total</b>	<b>11,90,190</b>	<b>91.91%</b>

14. Our Company has not made any public Issue (including any rights issue to the public) since its incorporation.

15. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening issue of the by way of split/consolidation of the denomination of Equity Shares or further Issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise., except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

#### 16. Shareholding of our Promoters.

As on the date of this Prospectus, our Promoters hold 51.01% of the pre- Issue, subscribed and paid-up Equity Share capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
<b>Mr. Kaushik Sobhagchand Shah</b>								
February 01, 2022	Transfer from Parth Ashish Mehta	Cash	100	100	10/-	10/-	Negligible	Negligible
March 31, 2022	Right Issue	Cash	2,50,000	2,50,100	10/-	10/-	1.91 %	1.40%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
October 19, 2023	Conversion of Loan into Equity	Other than Cash	76,790	3,26,890	10/-	390	0.59%	0.43%
January 18, 2024	Bonus Issue	Other than Cash	19,61,340	22,88,230	10	Nil	15.02%	10.96%
June 10, 2024	Transfer from Akshita Mihir Chauhan	Gift	70,350	23,58,580	10/-	Nil	0.54%	0.39%
	<b>Total</b>		<b>23,58,580</b>				<b>18.06%</b>	<b>13.18%</b>

**Mr. Ketan Sobhagchand Shah**

February 01, 2022	Transfer from Parth Ashish Mehta	Cash	100	100	10/-	10/-	Negligible	Negligible
March 31, 2022	Right Issue	Cash	2,50,000	2,50,100	10/-	10/-	1.91 %	1.40%
October 19, 2023	Conversion of Loan into Equity	Other than Cash	42,050	2,92,150	10/-	390	0.32%	0.24%
January 18, 2024	Bonus Issue	Other than Cash	17,52,900	20,45,050	10	Nil	13.42%	9.80%
	<b>Total</b>		<b>20,45,050</b>				<b>15.66%</b>	<b>11.43%</b>

**Mr. Parth Ashish Mehta**

On Incorporation	Subscription to MOA	Cash	5,000	5,000	10/-	10/-	0.04 %	0.03%
February 01, 2022	Transfer to Akshita Mihir Chauhan	Cash	(50)	4,950	10/-	10/-	Negligible	Negligible
	Transfer to Kaushik Sobhagchand Shah	Cash	(100)	4,850	10/-	10/-	Negligible	Negligible
	Transfer to Ketan Sobhagchand Shah	Cash	(100)	4,750	10/-	10/-	Negligible	Negligible
	Transfer to Sweta Prashant Mehta	Cash	(50)	4,700	10/-	10/-	Negligible	Negligible
	Transfer to Dharmi Pares Mehta	Cash	(50)	4,650	10/-	10/-	Negligible	Negligible

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
March 01, 2022	Transfer to Parthasarathi Naik	Cash	(10)	4,640	10/-	10/-	Negligible	Negligible
	Transfer to Anandalwar Krishna Naik	Cash	(10)	4,630	10/-	10/-	Negligible	Negligible
	Transfer to Krishna Sampat Naik	Cash	(10)	4,620	10/-	10/-	Negligible	Negligible
	Transfer to Kishore Gobindram Shahdadpuri	Cash	(50)	4,570	10/-	10/-	Negligible	Negligible
	Transfer to Pratik K Shahdadpuri	Cash	(50)	4,520	10/-	10/-	Negligible	Negligible
	Transfer to Kusum K Shahdadpuri	Cash	(50)	4,470	10/-	10/-	Negligible	Negligible
	Transfer to Munmun Bajpai	Cash	(50)	4,420	10/-	10/-	Negligible	Negligible
	Transfer to Prabha Devi	Cash	(50)	4,370	10/-	10/-	Negligible	Negligible
	Transfer to Narendra Pratap	Cash	(50)	4,320	10/-	10/-	Negligible	Negligible
	Transfer to Gouri Gajanan Dandekar	Cash	(10)	4,310	10/-	10/-	Negligible	Negligible
March 31, 2022	Transfer to Vilas Parshuram Jadhav	Cash	(10)	4,300	10/-	10/-	Negligible	Negligible
	Transfer to Mohan Naik	Cash	(10)	4,290	10/-	10/-	Negligible	Negligible
October 19, 2023	Conversion of Loan into Equity	Other than Cash	64,100	3,18,390	10/-	390	0.49%	0.36%
January 18, 2024	Bonus Issue	Other than Cash	19,10,340	22,28,730	10/-	Nil	14.63%	10.68%
June 12, 2024	Transfer from Ashish	Gift	30,520	22,59,250	10/-	Nil	0.23%	0.17%

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
	Jaswantrai Mehta							
	<b>Total</b>		<b>22,59,250</b>				<b>17.30%</b>	<b>12.63%</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, our Promoters have not pledged any of the Equity Shares that they hold in our Company.

17. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group.

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
<b>Promoters</b>				
Mr. Kaushik Sobhagchand Shah	23,58,580	18.06%	23,58,580	13.18%
Mr. Ketan Sobhagchand Shah	20,45,050	15.66%	20,45,050	11.43%
Mr. Parth Ashish Mehta	22,59,250	17.30%	22,59,250	12.63%
<b>Promoter Group</b>				
Mr. Prashant P Mehta	1,56,100	1.20 %	1,56,100	0.87%
<b>Total</b>	<b>68,18,980</b>	<b>52.21%</b>	<b>68,18,980</b>	<b>38.11%</b>

18. We have 72 (Seventy-two) Shareholders as on the date of filing of this Prospectus.

19. None of our Promoter(s) and Promoter Group, Directors of our Company and their relatives has purchased/sold equity shares during last six months from the date of this Prospectus.

20. None of our Promoter, Promoter Group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

21. **Promoter Contribution and Lock-in details**

***Details of Promoter's Contribution locked-in for three (3) years***

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoter shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Prospectus, our Promoters holds 66,62,880 Equity Shares constituting 37.24% of the Post Issue Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoter Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters Contribution and their lock-in details are as follows:

Name of Promoters	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Mr. Kaushik Sobhagchand Shah	January 18, 2024	12,04,950	12,04,950	10/-	Nil	Bonus Issue	6.73%	3 Years
Mr. Ketan Sobhagchand Shah	January 18, 2024	17,52,900	20,45,050	10/-	Nil	Bonus Issue	11.43%	3 Years
	October 19, 2023	42,050				Conversion of Loan into Equity		
	March 02, 2022	2,50,000				Right Issue		
	February 01, 2022	100				Transfer from Parth Ashish Mehta		
Mr. Parth Ashish Mehta	January 18, 2024	5,00,000	5,00,000	10/-	Nil	Bonus Issue	2.79%	3 Years

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- Equity Shares acquired three years preceding the date of this Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoter Contribution.
- The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in this issue is not part of the minimum promoter's contribution.
- The Equity Shares held by the Promoter and issued for minimum 20% Promoter's Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoter for inclusion of 37,50,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20 % of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoter Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoter under the SEBI ICDR Regulations.
- We further confirm that our Promoters' contribution of minimum 20% of the post offer Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least five per cent of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s).

#### ***Equity Shares locked-in for one year other than Minimum Promoter Contribution***

Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoter, which will be locked-in as minimum Promoters contribution for three years, all pre-issue 93,11,440 Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

### ***Inscription or recording of non-transferability***

In terms of Regulation 241 of the SEBI ICDR Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” and specify the lock - in period and in case such equity shares are dematerialized, the Company shall ensure that the lock - in is recorded by the Depository.

### ***Pledge of Locked in Equity Shares***

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- (a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan;
- (b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

### ***Transferability of Locked in Equity Shares***

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

22. Neither the Company, nor it's Promoters, Directors or the Book Running Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.

23. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Bidders will be issued fully paid-up Equity Shares.

24. As on the date of this Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

25. As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “*Basis of Allotment*” in the chapter titled “*Issue Procedure*” beginning on page 267. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI ICDR Regulations, as amended from time to time.

27. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
28. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
31. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
32. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of the Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
33. Our Promoters and Promoter Group will not participate in the Issue.
34. There are no safety net arrangements for this Public Issue.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### **REQUIREMENT OF FUNDS**

The Issue comprises of fresh issue of 48,30,000 Equity Shares by our Company aggregating to ₹ 2,511.60 Lakhs.

Our Company proposes to utilize the Net Proceeds from the Issue towards funding the following objects:

1. Funding working capital requirements of our company;
2. Branding, Advertisement and Marketing activities;
3. General corporate purposes.

(Collectively, referred to herein as the “*Objects of the Issue*”).

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company believes that listing will enhance our Company’s corporate image, brand name and create a public market for its Equity Shares in India.

#### **ISSUE PROCEEDS**

The details of the proceeds of the Fresh Issue are set forth in the table below:

(₹ in Lakhs)

<b>Particulars</b>	<b>Amount</b>
Gross Proceeds of the Issue	2,511.60
Less: Issue related Expenses	316.21
<b>Net Proceeds of the Issue</b>	<b>2,195.39</b>

#### **UTILISATION OF NET PROCEEDS**

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

(₹ in Lakhs)

<b>Sr. No</b>	<b>Particulars</b>	<b>Estimated Amount</b>	<b>% of Gross Proceeds</b>	<b>% of Net Proceeds</b>
1.	Funding working capital requirements of our company	1,500.00	59.72	68.32
2.	Branding, Advertisement and Marketing activities	425.00	16.92	19.36
3.	General corporate purposes <sup>#</sup>	270.39	10.77	12.32
<b>Total</b>		<b>2,195.39</b>	<b>87.41</b>	<b>100.00</b>

<sup>#</sup>The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the Issue.

#### **PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS**

The Net Proceeds of the Issue are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

<b>Sr. No.</b>	<b>Object</b>	<b>Amount to be financed from Net Proceeds</b>	<b>Estimated Utilization of Net Proceeds in F. Y. 2024-25</b>	<b>Estimated Utilization of Net Proceeds in F. Y. 2025-26</b>
1.	Funding working capital requirements of our company	1,500.00	1,500.00	-
2.	Branding, Advertisement and Marketing activities	425.00	200.00	225.00

Sr. No.	Object	Amount to be financed from Net Proceeds	Estimated Utilization of Net Proceeds in F. Y. 2024-25	Estimated Utilization of Net Proceeds in F. Y. 2025-26
3.	General corporate purposes <sup>#</sup>	270.39	270.39	-
	<b>Total</b>	<b>2195.39</b>	<b>1,970.39</b>	<b>225.00</b>

*#The amount utilized for general corporate purpose shall not exceed 25% of the gross proceeds of the issue*

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and circumstances, management estimates, prevailing market conditions and other external commercial and technical factors including interest rates, exchange rate fluctuations and other charges, which are subject to change from time to time. However, such fund requirements and deployment of funds have not been verified or appraised by any bank, financial institution, or any other external agency or party. We may have to revise our funding requirements and deployment schedule on account of a variety of factors such as our financial and market condition, business and strategy, competition, contractual terms and conditions and negotiation with lenders, variation in cost estimates and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. For details in relation to the discretion available to our management in respect of use of the Net Proceeds. For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “*Risk Factors*” on page 30.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal 2025 and 2026. In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws.

## MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net worth and existing debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

## DETAILS OF THE OBJECTS OF THE ISSUE

### 1. Funding working capital requirements of our company

Our business is working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and financing from banks. As on September 30, 2024, the aggregate amount sanctioned by the banks to our Company under the fund-based cash credit facilities amounted to ₹ 1,516.50 Lakhs. For details of facilities availed by us, see chapter titled “*Financial Indebtedness*” beginning on page 219 of this Prospectus. We propose to utilise ₹ 1,500.00 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Year 2025.

#### Existing Working Capital requirements:

The proposed working capital requirements, as approved by the Board pursuant to a resolution dated September 01, 2024 and key assumptions with respect to the determination of the same are mentioned below. Our Company’s composition of working capital as at September 30, 2024, March 31, 2022, March 31, 2023 and March 31, 2024 on the basis of restated financial statements and expected working capital requirements for Fiscal 2025 and Fiscal 2026 are as set out in the table below:

(₹ in Lakhs)							
Sr. No.	Particulars	Actual	Actual	Actual	Actual	Provisional	Projected
		Fiscal 2022	Fiscal 2023	Fiscal 2024	September 30, 2024	Fiscal 2025	Fiscal 2026
<b>I</b>	<b>Current Assets</b>						
	Inventories	377.29	1,302.20	2,363.84	2,940.95	3,000.00	3,600.00
	Trade Receivables	277.88	739.68	2,240.47	3,291.06	4,200.00	3,675.00
	Cash and Cash Equivalents	77.35	12.22	15.72	9.61	265.00	143.86
	Short-Term Loans and Advances	65.18	80.21	97.80	179.05	550.00	600.00
	Other Current Assets	18.72	51.82	59.57	77.82	425.00	650.00
	<b>Total (A)</b>	<b>816.42</b>	<b>2,186.13</b>	<b>4,777.40</b>	<b>6,498.50</b>	<b>8,440.00</b>	<b>8,668.86</b>
<b>II</b>	<b>Current Liabilities</b>						
	Trade payables	439.22	388.96	595.90	1,474.90	225.00	75.00
	Other Current Liabilities	18.88	66.19	32.91	38.41	25.00	25.00
	Short term provisions	3.07	168.18	295.01	215.16	396.08	611.18
	<b>Total (B)</b>	<b>461.17</b>	<b>623.33</b>	<b>923.82</b>	<b>1,728.47</b>	<b>646.08</b>	<b>711.18</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>355.25</b>	<b>1,562.80</b>	<b>3,853.58</b>	<b>4,770.03</b>	<b>7,793.92</b>	<b>7,957.68</b>
<b>IV</b>	<b>Funding Pattern</b>						
	Short Term Borrowings	-	863.32	889.19	1,504.69	1,500.00	650.00
	IPO Proceeds	-	-	-	-	1,500.00	-
	<b>Internal Accruals</b>	<b>355.25</b>	<b>699.48</b>	<b>2,964.39</b>	<b>3,265.34</b>	<b>4,793.92</b>	<b>7,307.68</b>

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

#### Assumptions for working capital projections made by our Company

Our primary objective is to expand our product portfolio to enhance our market presence and capture future growth opportunities. By broadening our range of offerings, we aim to meet the diverse needs of our customers and tap into new market segments. We have appointed various distributors and super stockists to fulfil timely supply of our products. Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits, frozen/semi fried products and other grocery products. With our focus on quality, sustainability, and customer satisfaction, we are committed to delivering products of relevant quality that meet our industry standards, ensuring customer satisfaction and trust.

Presently most of our sales is derived from the state of Maharashtra. Recently we have generated sales from Delhi, Gujarat, Haryana, Karnataka, Maharashtra, Tamil Nadu and Uttar Pradesh etc. during financial year ended March 31, 2024. We gradually intend to expand our business operations to other states of the country and into global markets also to sell products to end consumers, we intend to use modern trade channels, which comprise supermarkets, hyper-markets and general trade channels that include smaller retail stores. We plan to continue our strategy of diversifying and expanding our presence in other states for the growth of our business. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas. Appointment of distributors across India to undertake our stocking and distribution enables us to reach our customers faster by reducing transportation time, optimise inventory and limit trade over-dues.

We have consistently focused on expanding and optimising our product range to offer a wide range of culinary options for Indian Kitchen. Spices have a long and ancient history, especially in India, where they are a part of life and heritage. In

every home & in every province across the country, different spices and blends are used to create different and distinctive tastes in dishes. Several decades ago, housewives used to grind their spices manually at home and make their own blends for use in their cooking. Recently we have introduced frozen/ semi fried products under brand “FRYD” into our product portfolio. We seek to develop new products to cater to the evolving requirements of a large customer base and cover newer customer segments.

We believe that we continuously seek new ways to improve our products and processes staying ahead of market trends and customer demands. Our processing unit and sale office are strategically located near the local APMC market thus facilitating easy and quick access to raw materials which reduces the transportation costs as well. Hence reducing the cost of transportation without compromising on the quality of the material procured which also ensures a continuous supply of products. Such streamlined supply chain operations provide a significant competitive advantage in our industry, where timeliness and efficiency are crucial factors. A streamlined supply chain enables the company to adjust its operations promptly, ensuring it meets evolving customer needs. By consistently delivering quality products and maintaining customer satisfaction, our Company fosters long-term success.

#### **Rationale for Increase in Working Capital Requirements**

Our company engaged in the manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. The nature of our business involves procuring raw materials from various suppliers and process our products with utmost care without using artificial preservatives or chemicals except fumigation, thereby creating a product portfolio which carry the freshness and goodness of each ingredient. For further details of our business model and product portfolio, please refer the section titled “Our Business” on page 126.

Our need for incremental working capital is briefly explained below:

#### **Expanding Retail Presence:**

Our company has strategically expanded its retail presence, through distributors, super stockists and our supply in hyper markets/super markets. The growth in the number of retail points in the future increases the demand for inventory and working capital to maintain optimal stock levels and meet customer expectations efficiently.

#### **Expanding Geographical Presence:**

We plan to continue our strategy of diversifying and expanding our presence in other states for the growth of our business. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas.

#### **Enhanced Product Portfolio:**

Our primary objective is to expand our product portfolio to enhance our market presence and capture future growth opportunities. In upcoming period, we intend to increase our product portfolio by adding snacks and other products as we grow our presence in retail segment.

#### **Seasonal Fluctuations:**

The nature of our business is influenced by seasonal fluctuations and crop variability, particularly in the case of whole spices. These factors can impact the availability of materials and cost of raw materials, necessitating a higher working capital to manage procurement during periods of price volatility and to ensure uninterrupted supply.

Further In third quarter of the year, our revenue growth is higher comparative to the other quarters as we supply gift hampers to our corporate and other clients during the festive seasons.

#### **Composite Supply Chain:**

We procure raw materials and ingredients, in addition to bearing operational expenses related to manufacturing and distribution. A larger working capital is needed to cover expenses until the final sale and payment since the entire realization of income is frequently dependent on the sale of finished goods.

**Quality Assurance and Compliance:**

Ensuring regulatory compliance and quality standards is crucial for food processing companies. This dedication to quality can result in higher testing, certification, and health and safety standard compliance expenses, which would raise the need for working capital.

In summary, our business model's intricacy, along with the demands of expanding retail operations, controlling seasonality, and upholding strict quality standards, make a larger working capital investment necessary for the fiscal 2025 and 2026. With this additional funding, we will be able to take advantage of the market's current growth potential, maintain effective operations, acquire raw materials on schedule, and maintain the standards and quality that our partners and customers have come to expect.

**The table below sets forth the details of holding levels (in days) for Fiscal 2022, Fiscal 2023, Fiscal 2024 as well as projections for Fiscal 2025 and 2026:**

<b>Particulars</b>	<b>Actual</b>	<b>Actual</b>	<b>Actual</b>	<b>Provisional</b>	<b>Projected</b>
	<b>FY 2021-22</b>	<b>FY 2022-23</b>	<b>FY 2023-24</b>	<b>FY 2024-25</b>	<b>FY 2025-26</b>
Debtor Holding Days	96	51	87	118	96
Creditor Holding Days	157	53	38	19	5
Inventory Holding Days	135	107	140	124	101

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

**Justification:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Justification</b>
1.	Inventories	The company's historic holding days of inventories has been in range of 135 days to 107 and 140 days in Fiscal year FY 2021-22, 2022-23 and Fiscal year 2023-24 respectively. With the perspective to increase business operations and our company is focusing on retail business segment now, the Company estimates reduction in inventories holding days to 140 and 124 days in fiscal 2025 and 101 in fiscal 2026. This decrease in inventory days is attributed to the rise in purchases and which has additionally contributed to higher turnover. However, the transition from wholesale to retail has allowed for faster turnover of stock, leading to a shorter inventory holding period compared to previous years i.e 140 days to 124 days in Fiscal year 2024 and Fiscal 2025 and 101 in Fiscal 2026 respectively.
2.	Trade receivable Days	In fiscal 2024, trade receivable holding days has been in range of 87 days, with anticipated further increase to 118 days in fiscal 2025 and decrease to 96 fiscal 2026. This increase in days is influenced by the major shift in our product mix from the wholesale segment to the retail segment resulting increase our share of business in retail, we will have to extend credit period and this was majorly because the company moved from B2B to B2C segment. Furthermore, we have enrolled ourselves with various Police Canteens and Indian Naval Canteen to supply our products and is in process of obtaining approval from various other canteens for which the application has already been made and once received we are expecting the credit period to come down to 96 days in fiscal 2026.
3.	Trade Payables	As our company is focusing on retail business segment now, this will result in decrease in trade payables from 36 days to 12 days compared to the fiscal 2023 to fiscal 2024 respectively. Trade Payables days is 19 days for fiscal 2025 which is decrease further to 5 days in fiscal 2026. With additional working capital funding, our Company intends to reduce trade payables to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. A combination of lesser credit terms and increased business volume with our suppliers will help us secure better prices from them. The company has maintained and have secured several purchase orders and submitted applications for further opportunities. We believe that our company has fostered positive

Sr. No.	Particulars	Justification
		relationships with its vendors and adheres to the policy of making payments within the allowed credit period to enjoy better operational margins.
5.	Short term loans and advances	Short Term loans and Advances includes advance given to suppliers. It is likely to rise from ₹ 97.80 Lakhs to ₹ 550 lakhs and 600 lakhs for fiscal 2024, fiscal 2025 fiscal 2026. This increase will give an edge to the company for more favourable pricing and the company will be able to avail additional cash discounts.
6.	Other current assets	Other current assets include duties and taxes receivables and prepaid expenses. It is likely to increase as fixed deposit will be created against the bank guarantee to be taken for the upcoming contracts.
7.	Cash and Cash equivalents	Cash and cash equivalents are projected to rise from ₹ 15.72 lakhs to ₹ 265.00 lakhs for fiscal 2024 and fiscal 2025 respectively. The increase is mainly due to IPO funds. The IPO funds will be allocated for advertising and marketing and be deposited as fixed deposits in the bank which is to be used for working capital purpose in near future.

## **2. Branding, Advertisement and Marketing activities**

Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Our company is currently engaged in supplying of various whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes.

In the industry in which we operate, awareness of consumers regarding products is a significant factor contributing to market share. Branding, marketing and advertising activities provide a means of creating such product awareness and educating a potential consumer to make a purchase decision. Since our products are manufactured for human consumption, we are required to consistently focus on branding and promotional activities to enhance our visibility and trust in the spices and food industry. Our marketing initiatives are focused on customer development and maintaining customer relationship. To further create brand visibility, we also participate in exhibitions and fairs which give us a platform to exhibit our products. Moreover, we seek to continue to enhance brand awareness and customer loyalty through our promotional and marketing efforts also by increasing our digital presence and engagements. We have initiated sales from our website and through some e-commerce platforms such as Amazon, Flipkart and intend to add our products in similar platforms in future as well. Our intent to reach out to customers through the digital platform and social media will enable us to reach and engage with a wider audience. We intend to expand our offline marketing initiatives including display of banners and hoardings, road show marketing, advertisements in theatres, newspapers, TV channels etc to focus on brand building initiatives of the company. For details on our sales and marketing initiatives, see “*Our Business- Sales and Marketing*” on page 126.

For the period ended September 30, 2024 and for the financial year ended March 31, 2024 and 2023, we had incurred ₹ 17.17 lakhs, ₹ 0.70 lakhs and ₹ 0.81 lakhs, respectively, on advertisement activities, which constituted 0.96%, 0.01% and 0.02% of our total revenue for these fiscal years respectively.

Our Board in its meeting dated September 01, 2024 has decided to earmarked funds of ₹ 425.00 lakh for the branding, advertising and marketing campaign which involve Mall Branding, Airport Branding, Cinema Advertisement, Print Media, Outdoor Hoarding, social media, YouTube, Google Pmax Campaign, OTT, Influencer Marketing, E-mail Marketing etc from the net proceeds.

We have received a quotation dated November 09, 2024 from Khushi Advertising Ideas Private Limited, whereby Khushi Advertising Ideas Private Limited will provide various branding, marketing and advertisement services to our Company in relation to our products. Khushi Advertising Ideas Private Limited is not related to the promoters or promoter group in any manner. The quotation is valid till March 31, 2025 from the date of the quotation. The breakup of the branding, marketing and advertisement expenses to be incurred by our Company from IPO proceeds are as follows:

Sr. No.	Particulars		(₹ in Lakhs)	
			Fiscal 2024-2025	Fiscal 2025-2026
1.	Mall Branding		24.00	30.00
2.	Airport Branding		26.00	34.00
3.	Cinema Advertisement		22.00	28.00
4.	Print Media		30.00	40.00
5.	Outdoor Hoarding		18.00	28.00
6.	Social media	Meta (Insta & FB)	9.00	12.00
7.	YouTube	YouTube Ad Campaign	7.50	10.50
8.	Google Pmax Campaign		6.00	8.00
9.	OTT		3.00	5.50
10.	Influencer Marketing		3.00	5.50
11.	E-mail Marketing		1.50	3.50
12.	Advertisement Production & Creative		30.00	40.00
	<b>Total</b>		<b>180.00</b>	<b>245.00</b>
	<b>Total estimated cost for Fiscal 2025 and 2026</b>			<b>425.00</b>

*Note:*

1. GST payable on such expenses will be paid from our internal accruals.
2. The above estimates are based on quotations which are valid as on date of this Prospectus. However, we have not entered into any definitive agreements with the vendor and there can be no assurance that the same vendor would be engaged to eventually incur the expense at the same costs. If we engage someone other than the vendor from whom we have obtained quotation or if the quotation obtained would be expired, such vendor estimates and actual costs for the services may differ from the current estimates. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

#### **Details of activities:**

**1. Mall Branding-** Placing ads on walls, floors, and ceilings to capture shoppers' attention; using digital displays for interactive content and promotions; setting up branded booths or pop-up stores for hands-on experiences; sponsoring mall events or special campaigns for visibility; and utilizing escalator wraps, elevator branding, or digital screens in high-traffic areas to maintain brand presence.

**2. Airport Branding-** Placing large-format ads and digital screens in key airport areas like terminals, baggage claim, and check-in counters; using branded signage for seamless wayfinding; associating the brand with lounges, gates, or airport transport for increased visibility; engaging passengers with floor stickers, ceiling banners, or interactive installations; and partnering with airlines or duty-free stores for exclusive co-branded offers.

**3. Cinema Advertising-** Showing video or interactive ads before films to capture the audience's attention; using posters, digital screens, and displays in the lobby to engage moviegoers; sponsoring screenings or events (like premieres) to create buzz; creating branded content that blends with trailers; and partnering with movie releases for cross-promotions, themed merchandise, or experiences.

**4. Print Media:** Advertisements in leading national newspapers, regional publications, and industry-specific magazines, ensuring wide coverage, including full-page ads in top-tier national and regional newspapers and magazines, with a focus on brand storytelling and listener-engagement.

**5. Outdoor Hoarding:** Placing large, attention-grabbing billboards in high-traffic areas like highways, streets, or landmarks; using digital screens for rotating ads, videos, and interactive content; targeting locations relevant to the brand's audience, such as shopping centers and transit hubs; and customizing hoarding content for seasonal promotions or major events to boost relevance and impact.

**6. Social media:** Extensive Social Media campaigns with a focus on multimedia content, platform-specific strategies, and paid advertising across Meta (Facebook & Instagram), Twitter and LinkedIn, Large scale social media campaigns, influencer collaborations, and user generated content initiatives across all major platforms.

**7. YouTube:** Running short skippable or non-skippable video ads before content plays for broad awareness; creating engaging video ads like product demos, testimonials, or behind-the-scenes stories; YouTube Ad Campaign; partnering with influencers for branded content or reviews; and using banner or overlay ads on YouTube videos or the homepage to drive traffic to specific promotions or websites.

**8. Google Pmax Campaign:** Leverage Google's network to run ads across multiple platforms, reaching users at key touchpoints. Use AI to optimize targeting, bids, and creative combinations (text, images, videos) for better results. Promote your brand through various ad formats, including text, image, video, and local inventory ads, while ensuring a consistent brand message. Upload diverse creative assets for Google's AI to generate the most effective ad combinations.

**9. OTT:** Running targeted video ads before, during, or after content, with skippable or non-skippable options to engage viewers at key moments. Collaborating with streaming platforms or creators to produce branded shows or exclusive content. Seamlessly integrating products within movies, TV shows, or web series for natural brand association. Creating impactful pre-roll ads tailored to the platform's style and audience.

**10. Influencer Marketing:** Collaboration with top tier influencers across platforms like Instagram, YouTube and Tik Tok to reach a wide audience.

**11. Email Marketing:** Personalizing emails based on subscriber preferences, behavior, and demographics for a tailored experience. Sending regular newsletters with brand updates, promotions, and valuable content that reflect the brand's voice. Segmenting the email list by factors like location and purchase history to send targeted messages.

**12. Advertisement Production & Creative:** Developing creative concepts that align with the brand's values, target audience, and goals, ensuring a clear and compelling message. Crafting emotional, engaging narratives that resonate with the audience and strengthen brand affinity. Ensuring the ad's design, colors, typography, and aesthetics are consistent with the brand's visual identity.

Our company intends to deploy Net Proceeds aggregating to ₹ 425.00 Lakh in Fiscal 2025 and 2026. Our deployment of Net Proceeds towards the said object is contingent on various factors, such as the nature of the advertising campaign, ratings of programs or segments, penetration levels, specific media, expected viewership of our advertisements, expected growth of the Indian economy and our business and marketing plans. Accordingly, we may choose to purchase more advertising time/space for certain specific desirable media, channels or segments and less advertising time in others, subject to the overall deployment of the Net Proceeds for this purpose. Further, our deployment of advertising campaigns is based on management estimates, current circumstances of our business and prevailing market conditions and contingent on various factors. Any additional expenses which may be incurred by our Company towards branding, marketing and advertisement expenses would be funded through internal accruals of the Company or means other than the Net Proceeds.

### **3. General Corporate Purpose**

Our management will have flexibility to deploy the balance Net Proceeds of the Issue towards general corporate purposes, to be deployed towards including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes shall not exceed 25.00% of the gross proceeds of the issue

### **ESTIMATED ISSUE RELATED EXPENSES**

The details of the estimated issue related expenses are tabulated below:

(₹ in Lakhs)

Particulars	Amount (₹ in Lakhs)	As a % of Estimates Expenses	As a % of Issue Size
Book Running Lead Manager Fees including underwriting commission	281.16	88.92%	11.19%
Brokerage, selling, commission and upload fees	0.70	0.22%	0.03%
Registrar to the Issue	2.00	0.63%	0.08%
Legal Advisors	3.00	0.95%	0.12%
Advertising and Marketing expenses	3.00	0.95%	0.12%
Regulators including stock exchanges	4.10	1.30%	0.16%
Printing and distribution of offer stationery	1.00	0.32%	0.04%
Others, if any (market making, depositories, marketing fees, secretarial, peer review etc.)	21.25	6.72%	0.85%
<b>Total</b>	<b>316.21</b>	<b>100.00%</b>	<b>12.59%</b>

*The fund deployed out of internal accruals up to is ₹ 10.85 Lakhs towards issue expenses vide certificate dated December 17, 2024 received from M/s Ratan Chandak & Co. LLP Chartered Accountants.*

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

- 1) *SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms only for the Successful Allotments procured by other Application Collecting Intermediary and submitted to them.*
- 2) *Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.*
- 3) *No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.*
- 4) *The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Book Running Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*
- 5) *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

### BRIDGE LOANS

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds of the Issue.

### MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹10,000 lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under

applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

### **INTERIM USE OF FUNDS**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board. In accordance with Section 27 of the Companies Act, 2013, our company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

### **VARIATION IN OBJECTS**

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the Objects without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. In addition, the notice offered to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

### **OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS**

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

## BASIS FOR ISSUE PRICE

*The Price Band and Issue Price is 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 through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is 5.1 times of the face value at the lower end of the Price Band and 5.2 times of the face value at the upper end of the Price Band.*

*Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 30, 187, 219 and 126 respectively, to get a more informed view before making any investment decisions.*

### QUALITATIVE FACTORS

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Experienced promoters and management team
- Diversified product portfolio
- In house manufacturing and processing capabilities
- Value proposition for consumers
- Wide spread customer base across various segments

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 126.

### QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements for the period ended September 30, 2024 and for the financial year ended March 31 2024, 2023 and 2022 prepared in accordance with Indian GAAP. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 187.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

#### 1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”), as adjusted for changes in capital

*As per Restated Financial Statements – Post Bonus*

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2024	5.21	3
March 31, 2023	4.01	2
March 31, 2022	0.10	1
<b>Weighted Average</b>	<b>3.96</b>	
For the period ended September 30, 2024 (Not annualised)	1.43	

*Notes:*

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- (2) Earnings per Equity Share = Profit for the period/year / Weighted average number of equity shares outstanding during the period/year.
- (3) Basic and diluted Earnings per Equity Share are computed in accordance with Accounting Standard 20.

(4) The basic and diluted Earnings per Equity Share for the current period and previous period/year presented have been calculated/restated after considering the bonus issue.

(5) The face value of each Equity Share is ₹10/-.

## 2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹ 51.00 to ₹ 52.00 per Equity Share

Particulars	(P/E) Ratio at the Floor Price (no. of times)	(P/E) Ratio at the Cap Price (no. of times)
<b>Based on Restated Financial Statements</b>		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	9.79	9.98
P/E ratio based on the Weighted Average Basic & Diluted EPS	12.88	13.13

*Note: P/E ratio has been computed dividing the price per share by Earnings per Equity Share.*

## 3. Industry P/E Ratio

Particulars	P/E Ratio
Highest	156.43
Lowest	24.65
Average	71.10

*Notes:*

(1) The industry high and low has been considered from the industry peer set provided later in this section. The industry average has been calculated as the arithmetic average P/E of the industry peer set provided later in this section.

(2) The industry P / E ratio mentioned above is for the financial year ended March 31, 2024.

(3) All the financial information for listed industry peers mentioned above is sourced from the audited financial results of the relevant companies for Fiscal 2024, as available on the website of the Stock Exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

## 4. Return on Net worth (RoNW)

*As per Restated Financial Statements*

Particulars	RONW (%)	Weights
March 31, 2024	19.58%	3
March 31, 2023	72.71%	2
March 31, 2022	5.79%	1
<b>Weighted Average</b>	<b>34.99%</b>	
For the period ended September 30, 2024 (Not annualised)	5.23%	

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

## 5. Net Asset Value (NAV)

*As per Restated Financial Statements – Post Bonus*

Financial Year	NAV (₹)
March 31, 2024	26.63
March 31, 2023	5.51
March 31, 2022	1.75
For the period ended September 30, 2024 (Not annualised)	27.39
Net Asset Value per Equity Share after the Issue at Floor Price	22.99

Financial Year	NAV (₹)
Net Asset Value per Equity Share after the Issue at Cap Price	23.26
Issue Price	52.00

**Notes:**

(1) *Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the period/year.*

## 6. Comparison of accounting ratios with listed industry peers

Name of Company	CMP (₹)	Face Value (₹)	Basic EPS (₹)	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
Leo Dryfruits & Spices Trading Limited	52.00	10	5.21	9.98	19.58%	26.63
<b>Peer Group</b>						
Jetmall Spices and Masala Limited	10.95	10	0.07	156.43	0.44%	16.22
HOAC Foods India Limited	125.00	10	3.88	32.22	30.53%	12.69
Madhusudan Masala Ltd	203.85	10	8.27	24.65	19.97%	35.70

Source: [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com).

**Notes:**

- (1) The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024 after considering the bonus issue.
- (2) The figures for the Peer Group are based on the Standalone Financial Statements filed for the financial year ended March 31, 2024.
- (3) P/E Ratio for HOAC Foods India Limited and Madhusudan Masala Ltd has been computed based on their respective closing market price on December 16, 2024 and for Jetmall Spices and Masala Limited on it's closing market price on December 02, 2024 as divided by the Basic EPS as on March 31, 2024.
- (4) CMP of HOAC Foods India Limited and Madhusudan Masala Ltd is the closing prices or the last traded price of respective scripts as on December 16, 2024 and December 02, 2024 for Jetmall Spices and Masala Limited.
- (5) The Price Band determined by our Company in consultation with the Book Running Lead Manager is justified by our Company in consultation with the Book Running Lead Manager on the basis of the above parameters.
- (6) The face value of our share is ₹10/- per share and the Issue Price is of ₹ 52.00 per share are 5.2 times of the face value.

Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 30 and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 187.

## 7. Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 16, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Prospectus. Further, the KPIs herein have been certified by Peer review Auditors by their certificate dated December 16, 2024.

The KPIs of our Company have been disclosed in the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators" on pages 126 and 219 of this Prospectus, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled "Objects of the Issue", whichever is later or for such other duration as may be required

under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

**a) Key Performance Indicators of our Company**

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Financial KPIs</b>				
Revenue from Operations <sup>(1)</sup>	1,788.12	6,216.59	3,643.96	526.54
EBITDA <sup>(2)</sup>	353.76	1,113.16	620.09	11.02
EBITDA Margin (%) <sup>(3)</sup>	19.78%	17.91%	17.02%	2.09%
PAT	187.18	663.69	363.46	7.90
PAT Margin (%) <sup>(4)</sup>	10.47	10.68	9.97	1.50
Return on equity (%) <sup>(5)</sup>	5.23%	34.12%	114.23%	11.57%
Return on capital employed (%) <sup>(6)</sup>	6.26%	33.52%	41.57%	2.98%
Debt-Equity Ratio (times) <sup>(7)</sup>	0.47	0.27	3.07	4.40
Current Ratio (times) <sup>(8)</sup>	2.01	2.64	1.47	1.77
Net profit ratio (%) <sup>(9)</sup>	10.47	10.68	9.97	1.50
EPS <sup>(10)</sup>	1.43	5.21	4.01	0.10

\*As certified by Peer review Auditor, M/s A Y & Company, Chartered Accountants by way of their certificate dated December 16, 2024.

*Notes:*

- (1) Revenue from operation means revenue from sale of our products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- (6) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)
- (7) Debt to Equity ratio is calculated as Total Debt divided by equity
- (8) Current Ratio is calculated by dividing Current Assets to Current Liabilities
- (9) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations
- (10) Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

**b) Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company**

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Financial Information. We use these KPIs to evaluate our performance. Some of these KPIs are not defined under applicable Accounting Standards and are not presented in accordance with applicable Accounting Standards. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing results, when taken collectively with financial measures prepared in accordance with applicable Accounting Standards.

**Explanations for the certain financial data based on Restated Financial Statements**

Key Financial Performance	Explanations
Financial KPIs	
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business

Key Financial Performance	Explanations
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Return on equity (%)	Return on equity (ROE) provides how efficiently our company generates profits from shareholders' funds.
Return on capital employed (%)	Return on capital employed provides how efficiently our Company generates earnings from the capital employed in the business.
Debt-Equity Ratio (times)	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Net fixed asset turnover ratio (times)	Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations
Current Ratio (times)	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year
Net profit ratio (%)	Net Profit Margin ( <i>also known as "Profit Margin" or "Net Profit Margin Ratio"</i> ) is a financial ratio used to calculate the percentage of profit our company produces from its total revenue

**c) Comparison with Listed Industry Peers**

**As on March 31, 2024:**

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicators	Leo Dryfruits & Spices Trading Limited	Jetmall Spices and Masala Limited	HOAC Foods India Limited	Madhusudan Masala Ltd
Revenue from Operations <sup>(1)</sup>	6,216.59	131.17	1,562.94	16,221.98
EBITDA <sup>(2)</sup>	1,113.16	10.99	181.71	1,732.01
EBITDA Margin <sup>(3)</sup>	17.91%	8.38%	11.63%	10.68%
PAT	663.69	4.29	102.35	919.73
PAT Margin <sup>(4)</sup>	10.68%	3.27%	6.55%	5.67%

**As on March 31, 2023:**

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicators	Leo Dryfruits & Spices Trading Limited	Jetmall Spices and Masala Limited	HOAC Foods India Limited	Madhusudan Masala Ltd
Revenue from Operations <sup>(1)</sup>	3,643.96	363.68	1,210.09	12,721.60
EBITDA <sup>(2)</sup>	620.09	11.06	114.77	1,138.93
EBITDA Margin <sup>(3)</sup>	17.02%	3.04%	9.48%	8.95%
PAT	363.46	29.25	50.47	575.45
PAT Margin <sup>(4)</sup>	9.97%	8.04%	4.17%	4.52%

**As on March 31, 2022:**

(₹ in Lakhs, otherwise mentioned)

Key Performance Indicators	Leo Dryfruits & Spices Trading Limited	Jetmall Spices and Masala Limited	HOAC Foods India Limited	Madhusudan Masala Ltd
Revenue from Operations <sup>(1)</sup>	526.54	300.86	1,080.38	2,816.95
EBITDA <sup>(2)</sup>	11.02	(1.55)	52.66	118.16
EBITDA Margin <sup>(3)</sup>	2.09%	-0.52%	4.87%	4.19%
PAT	7.90	0.83	26.04	48.37
PAT Margin <sup>(4)</sup>	1.50%	0.28%	2.41%	1.72%

**Notes:**

- (1) *Revenue from operation means revenue from sale of products.*
- (2) *EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses-other income.*
- (3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.*
- (4) *PAT Margin is calculated as PAT for the period/year divided by revenue from operations.*
- (5) *Financial information for Leo Dryfruits & Spices Trading Limited is derived from the Restated Financial Statements.*
- (6) *All the financial information for listed industry peers mentioned above is on a standalone basis and is sourced from the annual reports as available of the respective company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to stock exchanges.*
- (7) *Listed peers are as identified by us on the basis of similar line of business with our Company, however not comparable with size of our Company.*

## 8. Justification for Basis for Issue price

- a) **The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares**

Except as mentioned below, there has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Certificate, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of this Prospectus (calculated based on the pre-offer capital before such transaction(s) and excluding Bonus Issue of Shares, employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

(₹ In Lakhs)

Date of Allotment	No. of Equity Shares allotted	Face Value	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Amount
October 19, 2023	1,82,940	10	390/-	Other than Cash	Conversion of Loan into Equity	713.47
November 17, 2023	3,88,000	10/-	390/-	Cash	Preferential Issue	1,513.20
<b>Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)</b>						<b>390.00</b>
<b>Weighted average cost of acquisition (WACA) after giving effect of Bonus Issue (in ₹ per Equity Share)</b>						<b>55.71</b>

- b) **The price per share of our Company based on the secondary sale / acquisition of shares (equity shares)**

There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the 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 Prospectus, 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 share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) **Since there is an eligible transaction of our Company reported in (a) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations and no transaction to report under (b) therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities, or Shareholder(s) having the right to nominate director(s) on the Board are a party to the transaction) not older than three years prior to the date of this Prospectus, irrespective of the size of transactions, has not been computed.**

- d) **Weighted average cost of acquisition, Issue Price**

Weighted average cost of acquisition of Equity Shares based on primary/ secondary transaction(s), as disclosed in paragraph above, are set out below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share) **	Floor Price (₹ 51.00) times the weighted average cost of acquisition (WACA)	Cap Price (₹ 52.00) times the weighted average cost of acquisition (WACA)
Weighted average cost of acquisition of primary issuances as per paragraph 8(a) above	390.00	0.13	0.13
Weighted average cost of acquisition of primary issuances as per paragraph 8(a) above after giving effect of Bonus Issue	55.71	0.91	0.93
Weighted average cost of acquisition for secondary transactions as per paragraph 8(b) above	Nil	NA	NA

\*\*As certified by M/s Ratana Chandak & Co. LLP, Chartered Accountants, through their certificate dated August 27, 2024.

**Explanation for Cap Price being 5.2 times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the period ended September 30, 2024 and Fiscals 2024, 2023 and 2022 and in view of the external factors which may have influenced the pricing of the Issue, are provided below:**

- We have enrolled ourselves with various Police Canteens and Indian Naval Canteen to supply our products. Our main objective is to equip our nation's heroes, frontline officers, who are serving the nation and society with quality products at affordable prices. Expanding our reach, we have also associated with Canteen Store Department (CSD), which is catering the need of our soldiers PAN India.
- Our company has been appointed as a sole and exclusive distributor vide agreement dated December 01, 2024 for a period of 5 years by M/s. Munchin Foods (manufacturer of variety of food products, specifically various types of Namkeen's, Indian Snacks, under the brand name "MUNCHIN") for distribution of "MUNCHIN" products in domestic and international market.
- Our product portfolio comprises various types of whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes. We believe that our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments.
- We are equipped with plant and machinery which enables processing, grading and packaging of manufactured spices all in a hygienic way. Our manufacturing/processing unit is accredited with FSSAI license under Food Safety and Standards Act 2006. We believe that we have trained and experienced staff manning infrastructure in terms of cleaning, sorting and packing facilities and hygienic storages.
- We have shown consistent financial growth in recent years, with our Restated EBITDA and EBITDA margins growing from Rs. 11.02 Lakhs to Rs 1,113.16 Lakhs and 2.09% to 17.91% for Fiscal 2022 to Fiscal 2024, respectively. Further, our Restated PAT and PAT margins growing from Rs. 7.90 Lakhs to Rs. 663.69 Lakhs and 1.50% to 10.68% for Fiscal 2022 to Fiscal 2024, respectively.

**e) The Issue Price is 5.2 times of the face value of the equity shares**

The face value of our share is ₹10/- per share and the Issue Price is of ₹ 52.00 per share are 5.2 times of the face value. Our Company in consultation with the Book Running Lead Manager believes that the Issue Price of ₹52.00 per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 30 and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 187.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The board of directors,  
Leo Dryfruits & Spices Trading Limited  
A 812, MIDC Khairane,  
Thane Belapur Rd, TTC Industrial Area,  
Koperkhairane, Thane,  
Maharashtra, India, 400705

Dear sir,

**SUB: - Statement of Special tax benefits (“The Statement”) available to Leo Dryfruits & Spices Trading Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Reference - Proposed Initial Public Offering of Leo Dryfruits & Spices Trading Limited (The “Company”).**

1. We hereby confirm that the enclosed Annexure I, prepared by Leo Dryfruits & Spices Trading Limited ('the Company'), which provides the Special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 and relevant to the financial year 2024-25 available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
  - i. the Company or its shareholders will continue to obtain these benefits in future;
  - ii. the conditions prescribed for availing the benefits would have been met with; and
  - iii. the revenue authorities courts will concur with the views expressed herein.

6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
7. No assurance is given that the revenue authorities/ Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.
8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed offer of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For M/s. A Y & Company**

**Chartered Accountants**

**Firm's Registration No: 020829C**

**CA Arpit Gupta**

**Partner**

**Membership No. 421544**

**UDIN: 24421544BKFPNN2300**

**Place: Mumbai**

**Date: September 01, 2024**

## **ANNEXURE I TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

The information provided below sets out the possible tax benefits available to the Company and its Shareholders under the Income-tax Act, 1961 (the “Act”) as amended by Finance Act, 2024 i.e. applicable for the Financial Year 2024-25 relevant to Assessment Year 2025-26.

#### **1. SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY**

The following benefits are available to the Company while computing its total taxable income, after fulfilling conditions, as per the applicable provisions of the Act:

##### **1.1. Lower Corporate tax rate under Section 115BAA of the Act**

Section 115BAA was inserted in the Act by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') w.e.f. April 1, 2020 (Assessment Year 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess).

Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax ('MAT') on their 'book profit' under section 115JB of the Act. However, such a company will no longer be eligible to avail certain specified exemptions / incentives under the Act and will also need to comply with certain other conditions specified in section 115BAA of the Act.

If a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it was entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

#### **2. SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY= NIL**

#### **3. DIRECT TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS:**

**NIL**

Under the current taxation regime, all healthcare services doctors and hospitals provide are exempt from GST. The healthcare services delivered by clinical establishments authorised medical practitioners or paramedics are exempt under GST. The healthcare services offered in the form of a patient's transportation in an ambulance, excluding those services mentioned in point (a) above, are also exempt from GST levy.

Notes:

1. The above statement of Direct and Indirect Tax Benefits sets out the special tax benefits available to the Company, its shareholders under the current tax laws presently in force in India.
2. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. This statement does not discuss any tax consequences in the country outside India of an investment in the Shares. The subscribers of the Shares in the country other than India are urged to consult their own professional advisers regarding possible income-tax consequences that apply to them.
4. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. The views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

#### GLOBAL ECONOMIC OVERVIEW

##### The Global Economy in a Sticky Spot.

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity becomes better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. Upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

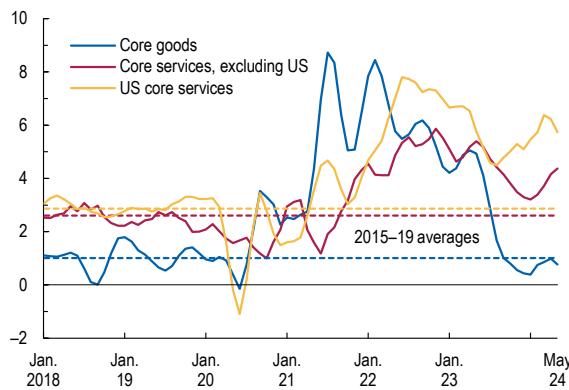


Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year's rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above

target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies' currencies against the dollar.

**Figure 1. Sequential Core Inflation**  
(Percent; three-month-over-three-month, annualized)



Sources: Haver Analytics; and IMF staff calculations.

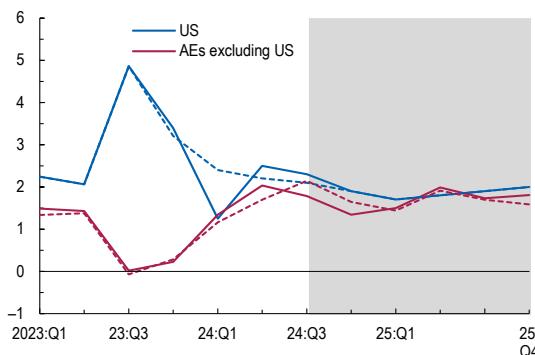
Note: The two aggregates are the purchasing-power-parity-weighted averages. Sample includes 11 advanced economies and 9 emerging market and developing economies that account for approximately 55 percent of 2021 world output at purchasing-power-parity weights.

from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

**Growth is expected to remain stable.** At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April (Table 1). Under the hood, however, offsetting growth revisions have shifted the composition.

Among advanced economies, growth is expected to converge over the coming quarters (Figure 2). In the United States, projected growth is revised downward to 2.6 percent in 2024 (0.1 percentage point lower than projected in April), reflecting the slower-than-expected start to the year. Growth is expected to slow to 1.9 percent in 2025 as the labor market cools and consumption moderates, with fiscal policy starting to tighten gradually. By the end of 2025, growth is projected to taper to potential, closing the positive output gap.

**Figure 2. Growth Revisions since April**  
(Percent; solid = July 2024 WEO Update, dashed = April 2024 WEO)



Source: IMF staff calculations.

Note: Shaded areas denote projections. Data for 2024:Q2 are estimates. AEs = advanced economies; WEO = World Economic Outlook.

## Global financial conditions remain accommodative

Although longer-term yields have generally drifted upward, in tandem with the repricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative, broadly at the level of the April WEO (see Box 1). The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

## A Waxing and Waning Outlook

IMF staff projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, less than projected in the April WEO, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure

from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

In the euro area, activity appears to have bottomed out. In line with the April 2024 projection, a modest pickup of 0.9 percent is expected for 2024 (an upward revision of 0.1 percentage point), driven by stronger momentum in services and higher-than-expected net exports in the first half of the year; growth is projected to rise to 1.5 percent in 2025. This is underpinned by stronger consumption on the back of rising real wages, as well as higher investment from easing financing conditions amid gradual monetary policy loosening this year. Continued weaknesses in manufacturing suggest a more sluggish recovery in countries such as Germany.

In Japan, the strong shunto wage settlement is expected to support a turnaround in private consumption starting in the second half. But the expectation for 2024 growth is revised downward by 0.2 percentage point, with the downward adjustment largely reflecting temporary supply disruptions and weak private investment in the first quarter.

The forecast for growth in emerging market and developing economies is revised upward; the projected increase is powered by stronger activity in Asia, particularly China and India. For China, the growth forecast is revised upward to 5 percent in 2024, primarily on account of a rebound in private consumption and strong exports in the first quarter. In 2025, GDP is projected to slow to 4.5 percent, and to continue to decelerate over the medium term to 3.3 percent by 2029, because of headwinds from aging and slowing productivity growth. The forecast for growth in India has also been revised upward, to 7.0 percent, this year, with the change reflecting carryover from upward revisions to growth in 2023 and improved prospects for private consumption, particularly in rural areas.

With regard to Latin America and the Caribbean, growth has been revised downward for 2024 in Brazil, reflecting the near-term impact of flooding, and in Mexico, due to moderation in demand. However, growth has been revised upwards in 2025 for Brazil to reflect reconstruction following the floods and supportive structural factors (for example, acceleration in hydrocarbon production). For the Middle East and Central Asia, oil production and regional conflicts continue to weigh on prospects. The growth forecast for 2024 in Saudi Arabia has been revised downward by 0.9 percentage point; the adjustment reflects mainly the extension of oil production cuts. Projected growth in Sudan is revised markedly downward, as persisting conflict takes a larger toll on the economy. The forecast for growth in sub-Saharan Africa is revised downward, mainly as a result of a 0.2 percentage point downward revision to the growth outlook in Nigeria amid weaker than expected activity in the first quarter of this year.

Trade makes a recovery. World trade growth is expected to recover to about 3½ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although cross border trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

Global inflation will continue to decline. In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to prepandemic levels for the median emerging market and developing economy.

Overall, risks to the outlook remain balanced, as in the April 2024 WEO, but some near-term risks have gained prominence. These include upside risks to inflation that stem from a lack of progress on services disinflation and price pressures emanating from renewed trade or geopolitical tensions. Risks of persistent inflation in the services sector are tied to both wage and price setting, given that labor accounts for a high share of the costs in that sector. Higher nominal wage growth, which in some cases reflects the catch-up of real wages, if accompanied by weak productivity, could make it difficult for firms to moderate price increases, especially when profit margins are already squeezed. This could lead to further stickiness in wage and price inflation. The escalation of trade tensions could further raise near-term risks to inflation by increasing the cost of imported goods along the supply chain. Bumpiness along the remaining disinflation path could destabilize the return to price stability if short term expectations spike upward as a result of disappointing inflation data.

The risk of elevated inflation has raised the prospects of higher-for-even-longer interest rates, which in turn increases external, fiscal, and financial risks. Prolonged dollar appreciation arising from rate disparities could disrupt capital flows and impede planned monetary policy easing, which could adversely impact growth. Persistently high interest rates could raise borrowing costs further and affect financial stability if fiscal improvements do not offset higher real rates amid lower potential growth.

The potential for significant swings in economic policy as a result of elections this year, with negative spillovers to the rest of the world, has increased the uncertainty around the baseline. These potential shifts entail fiscal profligacy risks that will worsen debt dynamics, adversely affecting long-term yields and ratcheting up protectionism. Trade tariffs, alongside a scaling up of industrial policies worldwide, can generate damaging cross-border spillovers, as well as trigger retaliation, resulting in a costly race to the bottom. By contrast, policies that promote multilateralism and a faster implementation of macrostructural reforms could boost supply gains, productivity, and growth, with positive spillovers worldwide. (Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024> )

## INDIAN ECONOMY OVERVIEW

### Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

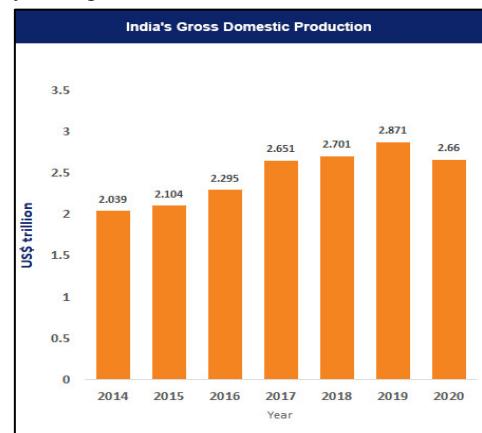
India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

### Market Size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.



### Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

### **Government Initiatives**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'AtmaNirbhar Bharat' and 'Local goes Global'.

- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.

- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the

GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.

- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

### **Road Ahead**

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall. (Source: <https://www.ibef.org/economy/indian-economy-overview> )

### **GLOBAL FOOD INDUSTRY**

The global food industry is a multi-trillion-dollar sector encompassing agriculture, production, distribution, and consumption, with trends indicating the increasing importance of sustainability and health-conscious preferences among consumers.

**The global food and beverage industry is estimated to be worth around \$9 trillion annually.**

The statistic that the global food and beverage industry is estimated to be worth around \$9 trillion annually in 2022 highlights the immense economic significance and scale of this industry on a global level. This valuation encompasses various sectors such as agriculture, food processing, food service, and beverage production, showcasing the widespread

demand and consumption patterns across different regions of the world. The size of this industry underscores the essential role it plays in providing sustenance and employment opportunities to billions of people worldwide. Furthermore, this statistic underscores the competitive landscape and potential for growth and innovation within the food and beverage sector, making it a critical component of the global economy.

**The global food and agriculture industry represents around 10% of global gross domestic product (GDP).**

The statistic “The global food and agriculture industry represents around 10% of global gross domestic product (GDP)” implies that the combined economic value generated by activities related to food production, distribution, and consumption accounts for approximately one-tenth of the total economic output of all countries worldwide. This highlights the significant contribution of the food and agriculture sector to the global economy, playing a crucial role in driving economic growth, providing employment opportunities, and ensuring food security for populations around the world. The statistic underscores the importance of this industry in terms of its sheer scale and impact on global economic development.

**The global food service market size was valued at \$3.4 trillion in 2018, and is projected to reach \$4.2 trillion by 2026.**

The statistic indicates that the global food service market was estimated to be worth \$3.4 trillion in 2018 and is expected to grow to \$4.2 trillion by 2026, representing a projected increase in market size over that period. This suggests a positive trend of growth in the food service industry, reflecting increasing consumer demand for food services worldwide. The anticipated growth in market size could be due to various factors such as rising disposable incomes, changing consumer lifestyles, and evolving preferences for dining out or ordering food. It implies potential opportunities for businesses within the food service sector to expand their operations and cater to a growing market.

**Processed food sales worldwide are approximately \$2.8 trillion each year.**

The statistic stating that processed food sales worldwide are approximately \$2.8 trillion each year indicates the significant economic impact of the processed food industry on a global scale. This figure represents the total value of processed food products sold to consumers across different markets and regions. The sheer size of this sales figure highlights the widespread consumption of processed foods and the reliance of many individuals and households on these products as part of their daily diet. Furthermore, the statistic underscores the profitability and growth potential of the processed food sector, making it a key player in the global food industry and economy.

**The Global Online Food Delivery Services Market is expected to grow from \$115.07 Billion in 2019 to \$192.16 Billion by the end of 2025.**

The statistic indicates a significant growth projection for the Global Online Food Delivery Services Market between 2019 and 2025, with an expected increase in market size from \$115.07 billion to \$192.16 billion. This growth suggests a rising consumer interest in online food delivery services, likely driven by factors such as convenience, changing consumer preferences, and technological advancements in the industry. Such growth projections can provide insights for businesses operating in this sector, highlighting opportunities for expansion, innovation, and strategic investments to capitalize on the increasing demand for online food delivery services globally.

**The global food waste per year is approximately 1.3 billion tons.**

The statistic that the global food waste per year is approximately 1.3 billion tons highlights the significant and widespread issue of inefficiencies in the food supply chain. Despite millions of people around the world suffering from hunger and malnutrition, a staggering amount of food is wasted annually. This waste not only represents a loss of valuable resources such as water, labor, and energy, but it also contributes to environmental degradation through greenhouse gas emissions and landfills. Addressing this massive amount of food waste requires coordinated efforts across all sectors of the food industry, from production and distribution to consumption and disposal, in order to mitigate the social, economic, and environmental impacts of such waste on a global scale.

**The global organic food market is expected to reach \$679 billion by 2027.**

This statistic indicates the projected size of the global organic food market by the year 2027, reaching an estimated value of \$679 billion. This forecast suggests a growing demand for organic food products worldwide, driven by factors such as increasing awareness of health and environmental concerns, changing consumer preferences towards natural and sustainable products, and a rising emphasis on adopting healthier dietary choices. The expanding market size reflects a shift towards more conscious consumption patterns and a potential shift in the food industry towards more sustainable

practices, offering opportunities for businesses and stakeholders in the organic food sector to cater to the evolving needs of consumers seeking healthier and environmentally friendly food options.

**Globally, around 60% of the population are employed within the food industry.**

The statistic that globally around 60% of the population are employed within the food industry indicates the significant role that this sector plays in the world economy. This high percentage suggests that a substantial portion of the global workforce is involved in food production, distribution, and related activities. The food industry encompasses a wide range of jobs, from farmers and processors to retailers and food service workers, highlighting the diverse nature of employment opportunities within this sector. The statistic also underscores the importance of ensuring food security and sustainability to support both the workforce and the broader population's access to safe and nutritious food.

**In 2019, the global fast food industry was worth around \$647.7 billion.**

The statistic states that in the year 2019, the global fast food industry's total value was approximately \$647.7 billion. This figure represents the collective revenue generated by all fast food establishments worldwide during that year. The fast food industry encompasses a wide range of establishments offering quick-service meals such as burgers, pizzas, fried chicken, and sandwiches. The substantial value of \$647.7 billion reflects the widespread popularity and significant consumer demand for fast food products across various regions and countries. This statistic highlights the economic importance and scale of the fast food industry on a global scale in 2019.

**China is the world's leading country in the food industry, with over \$626 billion in revenue in 2018.**

The statistic that China is the world's leading country in the food industry, generating over \$626 billion in revenue in 2018, highlights China's significant economic impact and dominance in the global food market. This statistic indicates that China plays a crucial role in shaping the food industry landscape, both domestically and internationally. With such a substantial revenue figure, China's food industry not only contributes significantly to the country's GDP but also reflects its extensive agricultural production, diverse food processing capabilities, and growing consumer market. The statistic underscores China's position as a key player in the global food industry, with the potential to influence market trends and supply chains worldwide.

**By 2030, the global packaged food industry will reach \$3 trillion in sales.**

The statistic 'By 2030, the global packaged food industry will reach \$3 trillion in sales' projects a robust growth trajectory for the industry over the next decade. This forecast suggests a significant expansion in consumer demand for packaged food products worldwide, driven by factors such as changing dietary preferences, urbanization, and increased disposable incomes in emerging markets. The projected sales figure of \$3 trillion underscores the industry's critical role in the global economy and highlights opportunities for food companies to capitalize on evolving consumer trends and preferences. It also signals the potential for increased competition and innovation within the sector as businesses strive to capture a larger share of the market and meet the evolving needs of consumers.

**The global frozen food market is projected to reach \$366.4 billion by 2023.**

The statistic "The global frozen food market is projected to reach \$366.4 billion by 2023" represents the estimated value of the worldwide frozen food industry by the year 2023. This projection suggests a significant growth opportunity in the frozen food sector driven by various factors such as changing consumer lifestyles, increasing demand for convenience foods, and advancements in freezing technologies. The market forecast reflects the anticipated revenue generated by the sales of frozen food products across different regions and segments, indicating a thriving and expanding market landscape for manufacturers, retailers, and other stakeholders in the frozen food industry.

**The global snack food industry is expected to reach \$656.3 billion by 2023.**

This statistic indicates the projected growth of the global snack food industry in terms of revenue, with an estimated value of \$656.3 billion by the year 2023. This figure suggests a significant expansion compared to the current size of the industry, reflecting an increasing demand for snack foods worldwide. Factors driving this growth could include changing consumer preferences towards convenience foods, busier lifestyles leading to more on-the-go snacking, and a rising trend in indulgent or gourmet snack options. The forecasted value highlights the industry's potential for continued success and profitability in the coming years, indicating opportunities for businesses within the snack food sector to capitalize on this trend and further innovate to meet consumer needs.

### **The global dairy market is estimated to grow at 5.2% CAGR from 2020 to 2025.**

The statistic indicates that the global dairy market is projected to experience a Compound Annual Growth Rate (CAGR) of 5.2% from 2020 to 2025. This suggests that the dairy industry is anticipated to expand steadily over this period. A CAGR of 5.2% means that, on average, the dairy market's size is expected to increase by 5.2% each year for the next five years. This growth rate reflects the rising demand for dairy products worldwide, driven by factors such as population growth, changing dietary preferences, and increasing disposable incomes. It also implies opportunities for dairy producers to capitalize on this growth trend and potentially expand their market share.

### **Roughly 35% of the global food industry is contributed by the United States and China.**

The statistic that roughly 35% of the global food industry is contributed by the United States and China indicates the significant impact these two countries have on the world's food production and distribution. This percentage underscores the dominant roles that the United States and China play in shaping the global food market, influencing prices, supply chains, and trade dynamics. With both countries having large agricultural sectors and being major exporters of food products, their combined contribution highlights their crucial position in meeting the food demands of populations around the world. Additionally, it suggests the considerable influence these two countries may have on food security, sustainability, and market trends on a global scale.

### **The global sugar market size was valued at \$127.9 billion in 2020 and is expected to grow at a CAGR of 2.2% from 2021 to 2027.**

The statistic on the global sugar market indicates that in 2020, the total market value of sugar was \$127.9 billion. Furthermore, it suggests that this market is projected to increase steadily with a compound annual growth rate (CAGR) of 2.2% from 2021 to 2027. This growth trend implies that the demand for sugar products is expected to rise over the next few years, reflecting potential shifts in consumer preferences, increasing population, economic development, and other factors influencing the market. The CAGR provides insight into the year-over-year growth rate of the market, indicating a positive outlook for the sugar industry in the foreseeable future.

### **The global meat market was valued at \$945.7 billion in 2020 and is predicted to grow at a CAGR of 3% from 2021 to 2028.**

The statistic indicates that the global meat market had a total value of \$945.7 billion in 2020 and is expected to see continued growth over the forecast period from 2021 to 2028, with a compound annual growth rate (CAGR) of 3%. This suggests that the market is projected to increase steadily at a rate of 3% per year on average during this period. The growth in the global meat market reflects factors such as increasing consumer demand for meat products, evolving dietary preferences, population growth, and economic development in various regions around the world. The predicted growth trajectory implies opportunities for stakeholders in the meat industry to capitalize on this trend by expanding production, developing new products, and exploring potential markets for further market expansion and profitability.

## **Conclusion**

The data and trends highlighted in this blog post demonstrate the significant impact and complexities within the global food industry. As consumption patterns change, technology advances, and sustainability becomes a growing concern, businesses and policymakers must stay informed and adapt to ensure a resilient and efficient food system for the future. By leveraging these statistics, stakeholders can make informed decisions to drive innovation, address challenges, and promote a more sustainable and inclusive food industry.

(Source: <https://gitnux.org/global-food-industry/>)

## **GLOBAL SPICES INDUSTRY**

The spices industry is expected to continue growing globally due to increasing demand for flavor-enhancing ingredients in various food products and the rising popularity of ethnic cuisines.

The statistic indicates that the total market value of spices and seasonings worldwide was \$13.77 billion in the year 2019. This figure represents the collective revenue generated by sales of various spices and seasonings across different regions and markets globally during that year. The market size serves as a key indicator of the economic significance and consumer

demand for spices and seasonings on a global scale, highlighting the substantial value and market opportunity within this industry. This data can be used by businesses, industry analysts, and policymakers to understand the size and growth trajectory of the spices and seasonings market, informing strategic decisions and investment opportunities in the sector. Healthy investment from the OTC market (also referred to as 'off exchange' trading which takes place directly between two parties, unlike exchange trading which is conducted via an exchange), persistent central bank buying, and higher demand from Asian buyers, helped drive the gold price to a record quarterly average of US\$2,070/oz—10% higher year-on-year and 5% higher quarter-on-quarter.

**The global spice market is expected to grow at a CAGR of 4.7% from 2021 to 2026.**

The statistic that the global spice market is expected to grow at a compound annual growth rate (CAGR) of 4.7% from 2021 to 2026 indicates that the market for spices is projected to increase steadily at an average annual rate of 4.7% over the specified period. This growth rate suggests a positive trend in the demand for spices on a global scale, potentially driven by factors such as increasing consumer awareness of health benefits, evolving culinary preferences, and expanding food industry applications. The CAGR serves as a useful metric to assess the market's growth trajectory over time, providing insights into the expected expansion and opportunities within the spice industry for stakeholders and businesses in the coming years.

**Pepper was the most heavily exported spice from India in 2020, at approximately 281 thousand metric tons.**

The statistic indicates that in 2020, pepper emerged as the spice with the highest export volume from India, amounting to approximately 281 thousand metric tons. This data highlights the significant role of pepper as a major spice commodity in the international market and underscores India's strong position as a leading exporter of this spice. The substantial export volume also points towards the demand for Indian pepper globally, reflecting its popularity and widespread use in various cuisines worldwide. Additionally, the statistic signifies the economic significance of pepper exports for India's agricultural sector, contributing to the country's export revenue and trade balance.

**As of 2016, China produced approximately 5 million metric tons of dried, crushed, and ground spices.**

The statistic indicates that in the year 2016, China's production of dried, crushed, and ground spices amounted to around 5 million metric tons. This information highlights the significant scale of the spice industry in China and underscores the country's role as a major player in global spice production. The data suggests that China's spice production is substantial and plays a crucial role in meeting both domestic and international demand for spices. Additionally, it gives insight into the important contribution that the spice industry makes to China's economy and its position in the global market for spices. **The consumption of spices globally is expected to reach 350,000 tons by 2020.**

The statistic that the consumption of spices globally is expected to reach 350,000 tons by 2020 indicates a significant increase in the demand for spices worldwide. This projection suggests a growing preference for spices in various cuisines and food products across different regions. Factors contributing to this expected rise in consumption could include shifting consumer tastes towards more diverse and exotic flavors, as well as increasing awareness of the health benefits associated with the use of certain spices. The data also highlights the potential opportunities for spice producers and suppliers to capitalize on this trend by expanding their production capacities and distribution networks to meet the growing demand for spices in the market.

**The United States is the largest importer of spices globally, importing 1.1 billion pounds in 2019.**

The statistic that the United States is the largest importer of spices globally, importing 1.1 billion pounds in 2019, highlights the significant role that the country plays in the global spice market. This data point indicates that the United States has a high demand for spices, whether for culinary, medicinal, or other purposes. The sheer volume of spice imports underscores the diversity of cuisines and cultural influences present in the country, as spices are essential ingredients in a wide range of dishes. Additionally, the statistic suggests that the United States holds considerable purchasing power in the global spice trade, potentially influencing prices and sourcing practices in spice-producing regions around the world.

**The spices market in the Asia Pacific region is expected to grow at a CAGR of 5.0% during the period 2018-2023.**

This statistic states that the spices market in the Asia Pacific region is forecasted to experience a Compound Annual Growth Rate (CAGR) of 5.0% between 2018 and 2023. The CAGR represents the steady annual growth rate that would be required

for the market to reach its predicted size at the end of the period. In this case, a 5.0% CAGR indicates that the market is expected to expand by an average of 5.0% per year over the next five years. This suggests a positive trend in the demand for spices in the Asia Pacific region, indicating potential opportunities for market players and reflecting a growing consumer preference for these products.

**The cardamom market size was valued at USD 647.64 million in 2019.**

The statistic “The cardamom market size was valued at USD 647.64 million in 2019” indicates the total estimated worth of the cardamom market in terms of US dollars for the year 2019. This figure represents the value of all cardamom products sold and traded within that market during that specific time frame. Market size is a key metric used to understand the scale and importance of an industry, and in this case, it highlights the significant economic impact of the cardamom market globally. Tracking market size over time allows analysts and policymakers to assess trends, make informed decisions, and develop strategies to support the growth and sustainability of the industry.

**The chili & pepper segment held the largest share of 60.8% in terms of revenue in 2019 in the spices and seasonings market.**

The statistic “The chili & pepper segment held the largest share of 60.8% in terms of revenue in 2019 in the spices and seasonings market” highlights the dominance of the chili and pepper category within the spices and seasonings industry during the specified year. This means that out of all the different types of spices and seasonings available in the market, chili and pepper products accounted for the majority of revenue generated. The high market share of 60.8% suggests that consumers have a strong preference for chili and pepper-based seasonings, indicating their popularity and widespread use in various cuisines and food preparations. This statistic underscores the significant role that chili and pepper play in the spices and seasonings market, both in terms of consumer demand and economic value.

**As of 2019, Vietnam was the world's leading producer of pepper, with a production volume of about 273,000 metric tons.**

The statistic indicates that in 2019, Vietnam held the top position as the leading producer of pepper globally, with a production volume of around 273,000 metric tons. This signifies that Vietnam significantly contributes to the overall pepper production output in the world. The high production volume suggests that Vietnam has a competitive advantage in pepper cultivation, potentially due to factors such as favorable climate, soil conditions, and agricultural practices. Being the top producer of pepper also implies that Vietnam likely plays a crucial role in the international pepper market, influencing prices and supply dynamics. Overall, this statistic highlights Vietnam's strong position in the global pepper industry and its importance as a major player in meeting the worldwide demand for this commodity.

**During 2020, over 136,000 metric tons of seed spices were exported from India.**

The statistic states that in the year 2020, India exported more than 136,000 metric tons of seed spices. This quantity of seed spices encompasses a significant portion of India's agricultural production and showcases the country's prominence as a major player in the global spice market. The export of such a substantial amount of seed spices highlights the importance of this industry to India's economy and trade relationships with other countries. Additionally, this statistic provides insight into the scale of India's spice production capabilities and its role as a key supplier of spices to international markets.

**Wholesale spices market reached a value of nearly USD 12.7 billion in 2019.**

The statistic “Wholesale spices market reached a value of nearly USD 12.7 billion in 2019” indicates the total revenue generated from the wholesale trading of spices in the market during the year 2019. This figure reflects the significant economic activity in the wholesale spices industry, highlighting the large scale of transactions and the monetary value associated with the buying and selling of spices in bulk quantities. The high value of USD 12.7 billion showcases the importance of the spice market in the global economy, pointing towards the demand for spices both domestically and internationally, and suggesting potential growth opportunities in the industry.

**In 2020, dry omega spices accounted for a 74.7% share of the total omega spice market, in terms of revenue.**

The statistic indicates that in 2020, dry omega spices made up 74.7% of the total revenue generated in the omega spice market. This suggests that dry omega spices were the dominant product within the market during that year, outperforming

other types of omega spices in terms of generating revenue. The high market share of dry omega spices could be attributed to factors such as consumer preferences, ease of storage and transportation, longer shelf-life, or specific uses in culinary and medicinal applications. This statistic provides valuable insights into the competitive landscape of the omega spice industry and sheds light on the popularity and economic significance of dry omega spices within the market.

### **The US spice and extract manufacturing industry revenue was USD 6bn in 2021.**

The statistic indicates that the revenue generated by the spice and extract manufacturing industry in the United States amounted to USD 6 billion in the year 2021. This figure represents the total sales income generated by companies within this industry through the production and sale of spices and extracts during that specific period. The revenue figure gives insight into the economic performance and significance of the industry, showcasing its contribution to the overall market and economy. This statistic can be used to analyze trends, market share, and growth opportunities within the spice and extract manufacturing sector.

### **Demand for ethnic food, which often require a wider and more exotic range of spices, is expected to fuel a 5% annual growth in the spice market from 2018 through 2022.**

The statistic suggests that the growing demand for ethnic food, which typically involves a diverse and exotic range of spices, is projected to drive a 5% annual growth in the spice market over the period of 2018 to 2022. This growth in demand for spices can be attributed to the increasing popularity of ethnic cuisines and the exploration of global culinary flavors by consumers. The trend indicates a shift towards more adventurous and diverse food preferences, leading to an expanded market for spices catering to a variety of cuisines. The projected growth highlights the potential opportunities for spice producers and suppliers to capitalize on the rising demand for ethnic flavors and ingredients in the food industry.

### **The Indian spices industry attained a growth of 8% in volume terms and 20% in value terms in 2020-2021.**

The statistic indicates that the Indian spices industry experienced significant growth in both volume and value terms during the 2020-2021 period. Specifically, the industry expanded by 8% in terms of volume, suggesting an increase in the quantity of spices produced or traded. Additionally, there was a notable 20% growth in value terms, implying that the industry saw a substantial rise in the overall worth or revenue generated from the sale of spices. This robust growth underscores the strong performance and demand for Indian spices during the specified period, reflecting positive market dynamics and consumer preferences for these products.

## **Conclusion**

The spices industry is a thriving sector with impressive statistics that showcase its growth and importance in various global markets. By examining key figures and trends, it is evident that consumers have a strong demand for spices, leading to increased production and trade. With advancements in technology and changing consumer preferences, the industry is poised for further expansion and innovation in the years to come. (Source: <https://gitnux.org/spices-industry/>)

## **INDIAN SPICES INDUSTRY**

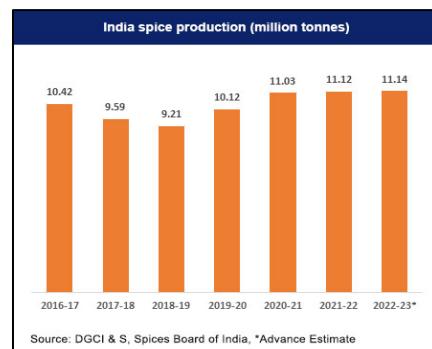
### **Introduction**

India is the world's largest spice producer. It is also the largest consumer and exporter of spices. The production of different spices has been growing rapidly over the last few years. Production in 2022-23 stood at 11.14 million tonnes compared to 11.12 million tonnes in 2021-22. During 2022-23, the export of spices from India stood at US\$ 3.73 billion from US\$ 3.46 billion in 2021-22.

During 2021-22, the single largest spice exported from India was chilli followed by spice oils and oleoresins, mint products, cumin, and turmeric.

India produces about 75 of the 109 varieties which are listed by the International Organization for Standardization (ISO). The most produced and exported spices are pepper, cardamom, chilli, ginger, turmeric, coriander, cumin, celery, fennel, fenugreek, garlic, nutmeg & mace, curry powder, spice oils and oleoresins. Out of these spices, chilli, cumin, turmeric, ginger and coriander makeup about 76% of the total production.

The largest spices-producing states in India are Madhya Pradesh, Rajasthan, Gujarat, Andhra Pradesh, Telangana, Karnataka, Maharashtra, Assam, Orissa, Uttar Pradesh, West Bengal, Tamil Nadu and Kerala.



## Exports Trend

India is the largest exporter of spice and spice items. During 2023-24 (until February 2024), the country exported spices worth US\$ 3.67 billion.

For FY23, the country exported spices worth US\$ 3.73 billion. In July 2023, the exports of spices from India increased to US\$ 298.77 million from US\$ 293.84 million in June 2023. From 2016-17 to 2022-23, the total exported quantity from India grew at a CAGR of 5.85%.

For FY23, total volumes of chilli, cumin, turmeric, and ginger exports were 0.51, 0.18, 0.17 and 0.05 million tonnes.

During 2022-23, the export of turmeric, coriander, garlic, curry powder, other spices such as asafoetida, tamarind, etc., expanded both in value and volume as compared to 2021-22.

## Major Export Destinations

India exported spices and spice products to 159 destinations worldwide as of 2023-24 (until February 2024). The top destinations among them were China, the USA, Bangladesh, the UAE, Thailand, Malaysia, Indonesia, the UK, and Sri Lanka. These nine destinations comprised more than 70% of the total export earnings in 2023-24 (until February 2024).

China imported spice valued at US\$ 725.76 million from India, while the USA imported spices worth US\$ 515.91 million. Bangladesh imported spices amounting to US\$ 296.55 million. Additionally, the UAE imported spices worth US\$ 214.76 million from India during 2023-24 (up to February 2024). Chilli was the most exported spice from India. During 2022-23, China imported US\$ 409.44 million in chilli. During the same period, the USA imported US\$ 96.38 million in chilli.

The main products imported by the USA are celery, cumin, curry powder, fennel, fenugreek, garlic, chilli, and mint products.

## Government Initiatives

### Export Development and Promotion of Spices

This initiative by the Spices Board of India aims to support the exporter to adopt high-tech processing technologies and upgrade the existing level of technology for the development of industry and to meet the changing food safety standards of the importing countries. The initiative provides benefits of infrastructure development, promoting Indian spice brands abroad, setting up infrastructure in the major spice growing centres, promoting organic spices and special programmes for north-eastern entrepreneurs.

### Setting up and maintenance of infrastructure for common processing (Spices Parks)

Spices Board has launched eight crop-specific Spices Parks in key production/market centres intending to facilitate the farmers to get an improved price realization and wider reach for their produce. The purpose of the park is to have an integrated operation for cultivation, post-harvesting, processing, value-addition, packaging and storage of spices and spice products. The common processing facilities for cleaning, grading, packing, and steam sterilization will help the farmers to enhance the quality of the produce, resulting in better price realization.

### **Spice Complex Sikkim**

Spices Board submitted a project proposal to the state's cell for setting up a Spice Complex in Sikkim seeking financial assistance for facilitating and demonstrating common processing and value addition in spices to help farmers and other stakeholders in the state.

### **Governing Body**

The Spices Board of India is set up for the development and global promotion of Indian spices. It acts as a link between Indian exporters and importers abroad. The main activities of the board involve promotion, maintenance and monitoring of quality, development of better production methods, guidance, financial and material support to growers, infrastructure facilitation and research. This board has been spearheading activities for the excellence of Indian spices, involving every segment of the industry. (Source: <https://www.ibef.org/exports/spice-industry-india>)

## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 30, 187 and 222 respectively.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for the period ended September 30, 2024 and for the Financial Years ended on March 31, 2024, 2023 and 2022 included in this Prospectus. For further information, see “Restated Financial Statements” beginning on page 187.*

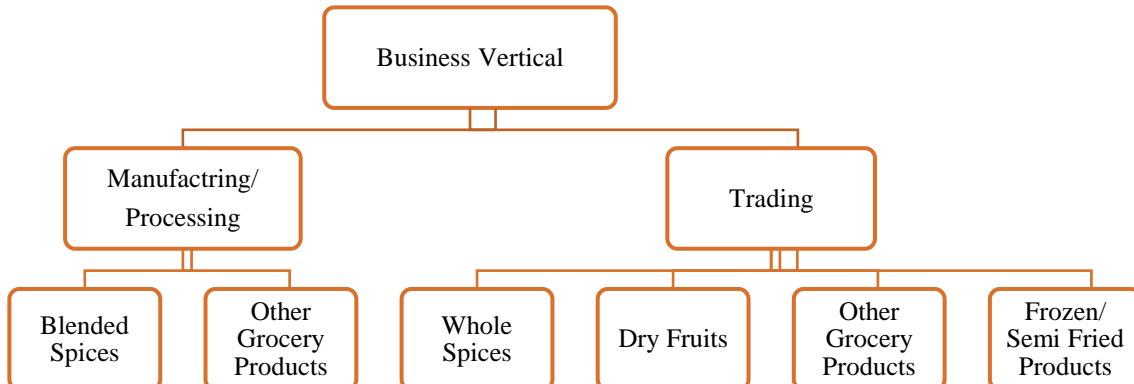
### OVERVIEW

Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Our company is currently engaged in supplying of various whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes.

To expand our product range, we are selling ghee under our brand name “VANDU” which is manufactured and packed by reliable manufacturer that adhere to follow strict quality standards along with the necessary approvals to ensure our customers receive the same level of quality and excellence expected from our brand. Our Company is also dealing in other grocery products such as seasonings, chili flakes, garlic powder, asafoetida (hing), black salt, pulses, dry ginger, fennel seeds, fenugreek seeds, nigella seeds, mace, nutmeg etc. which are sourced from third party producers or wholesalers and sell under “Vandu” brand. Also, we are acting as anchor distributor to re distribute the soft drink named campa cola. We do not have any long-term agreement with any of such vendors for supply of ghee or any of the grocery products.

Our company is doing its business in two verticals i.e., trading and manufacturing/processing of wide range of spices, dry fruits, frozen/semi fried products and other grocery products. Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Under our manufacturing/processing division, we are processing blended spices and other grocery products such as chiz bites and seasoning at our manufacturing/processing unit located at Thane, Maharashtra.

Following is the graphical presentation of our business verticals.



Following is the breakup of our revenue as per our business verticals:

Particulars	September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	₹ in Lakhs	% of total revenue	₹ in Lakhs	% of total revenue	₹ in Lakhs	% of total revenue	₹ in Lakhs	% of total revenue
Trading	1,415.23	79.15	4,797.33	77.17	3,159.51	86.70	526.54	100.00
Manufacturing/Processing	372.89	20.85	1,419.26	22.83	484.45	13.29	-	-
<b>Total</b>	<b>1788.12</b>	<b>100%</b>	<b>6,216.59</b>	<b>100.00</b>	<b>3,643.96</b>	<b>100.00</b>	<b>526.54</b>	<b>100.00</b>

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

Our manufacturing/processing unit is situated at A 812, MIDC Kharane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Thane, Maharashtra-400705, India and is strategically located near the local APMC market thus facilitating easy and quick access to raw materials which reduces the transportation costs as well. Our manufacturing/processing unit is equipped with plant and machinery to facilitate efficient production process of cleaning, grading, blending, grinding and packaging etc. All products are processed at our unit with utmost care and by way of natural process with scientific methods so as to retain the natural properties of the food like color & odor with time. Our manufacturing/processing unit is accredited with FSSAI license under Food Safety and Standards Act 2006.

Our Company is currently promoted by Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah have experience of 26 years and 9 years respectively into the spices and dry fruits trading business. We believe that our success is the result of sustained efforts over the years in key aspects of our business, such as process improvements and increased scale of operations. For more details, please see the chapter titled, "*Our Management*" and "*Our Promoter and Promoter Group*" on page 166 and 181.

We are catering B2B, B2C and D2C segment where under B2B segment, our company is engaged in wholesale trading, where we are selling various types of whole spices and dry fruits in bulk quantity under unbranded sale to various traders for further sale. Under B2C segment, our company is engaged in retail segment where, we are selling the whole spices, blended spices, dry fruits and other grocery products under our brand name "VANDU" through various distributors, super stockists, E-commerce platforms such as Amazon, Flipkart and our own website. Under D2C segment we are selling our products through our website and on direct order receive from the customers. For further details with regards to revenue bifurcation, please refer to Page no. 130 of the prospectus.

Furthermore, we have enrolled ourselves with various Police Canteens and Indian Naval Canteen to supply our products. Our main objective is to equip our nation's heroes, frontline officers, who are serving the nation and society with quality products at affordable prices. Expanding our reach, we have also associated with Canteen Store Department (CSD), which is catering the need of our soldiers PAN India. We have appointed M/s J Ketankumar Co, a sole proprietorship of one of our promoters Mr. Ketan Sobhagchand Shah to work as sole selling agent of our Company to supply our products exclusively to Kendra Police Kalyan Bhandar (KPKB). Our company has been appointed as a sole and exclusive distributor vide agreement dated December 01, 2024 for a period of 5 years by M/s. Munchin Foods (manufacturer of variety of food products, specifically various types of Namkeen's, Indian Snacks, under the brand name "MUNCHIN") for distribution of "MUNCHIN" products in domestic and international market.

The principal raw materials required for processing of blended spices is whole spices such as chilli, coriander seeds, cumin seeds, turmeric etc. which is majorly procured from the domestic market. Our company also procure the raw material from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. We have a quality control and assurance division at our manufacturing/processing unit which carries out the required tests on the materials received including raw materials which are used in the manufacturing/processing and also on the final products. Our quality division also carries out tests on all the stages of manufacturing/processing to ensure that the quality is built through the process.

Currently majority of our sales is derived from the state of Maharashtra. For the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023 and 2022, our sales were ₹ 1,777.35 Lakhs, ₹ 6,011.99 Lakhs, ₹ 3,368.88 Lakhs and ₹ 489.70 Lakhs from Maharashtra which constitutes 99.40%, 96.71%, 92.45% and 93.00% respectively of the Revenue from operations. We gradually intend to expand our business operations to other states of the country as well as into global markets also.

For the period ended September 30, 2024 and for the financial year ended 2024, 2023 and 2022, our revenue from operations was ₹ 1,788.12 Lakhs, ₹ 6,216.59 Lakhs, ₹ 3,643.96 Lakhs and ₹ 526.54 Lakhs, respectively. Our EBITDA (earnings before interest, depreciation and tax excluding other income) for the period ended September 30, 2024 and for the financial year ended 2024, 2023 and 2022 was ₹ 353.76 Lakhs, ₹ 1,113.16 Lakhs, ₹ 620.09 Lakhs and ₹ 11.02 Lakhs, respectively, while our profit after tax for the period ended September 30, 2024 and for the financial year ended 2024, 2023 and 2022 was ₹ 187.18 Lakhs, ₹ 663.69 Lakhs, ₹ 363.46 Lakhs and ₹ 7.90 Lakhs, respectively.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Financial KPIs</b>				
Revenue from Operations <sup>(1)</sup>	1,788.12	6,216.59	3,643.96	526.54
EBITDA <sup>(2)</sup>	353.76	1,113.16	620.09	11.02
EBITDA Margin (%) <sup>(3)</sup>	19.78%	17.91%	17.02%	2.09%
PAT	187.18	663.69	363.46	7.90
PAT Margin (%) <sup>(4)</sup>	10.47	10.68	9.97	1.50
Return on equity (%) <sup>(5)</sup>	5.23%	34.12%	114.23%	11.57%
Return on capital employed (%) <sup>(6)</sup>	6.26%	33.52%	41.57%	2.98%
Debt-Equity Ratio (times) <sup>(7)</sup>	0.47	0.27	3.07	4.40
Current Ratio (times) <sup>(8)</sup>	2.01	2.64	1.47	1.77
Net profit ratio (%) <sup>(9)</sup>	10.47	10.68	9.97	1.50
EPS <sup>(10)</sup>	1.43	5.21	4.01	0.10

\*As certified by Peer review Auditor, M/s A Y & Company, Chartered Accountants by way of their certificate dated December 16, 2024

### Notes:

- (1) Revenue from operation means revenue from sale of our products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income.
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity
- (6) Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)
- (7) Debt to Equity ratio is calculated as Total Debt divided by equity
- (8) Current Ratio is calculated by dividing Current Assets to Current Liabilities
- (9) Net profit ratio is calculated by dividing Net Profit to Revenue from Operations
- (10) Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

## OUR LOCATIONS

Unit Name	Address
Manufacturing/Processing Unit and Registered Office	A812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane-400705 Thane, Maharashtra, India.
Sales Office	D-48, APMC Market I, Phase II, Sector 19, Vashi 400705, Navi-Mumbai, Maharashtra, India

For further details, kindly refer to the section titled; "Our Properties" mentioned below.

## OUR COMPETITIVE STRENGTH

### 1. Experienced promoters and management team

Our Company is currently promoted by Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Mr. Kaushik Sobhagchand Shah and Mr. Ketan Sobhagchand Shah have experience of 26 years and 9 years respectively into the spices and dry fruits trading business. Mr. Parth Ashish Mehta is having experience of 4 years in branding and related services. Their vast experience gives them an advantage of immense knowledge of the industry, high contacts with clients and suppliers and better decision-making power. They are involved in the day-to-day business and management of our Company. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. For details regarding the management team, please refer to chapter titled "Our Management" on page 166.

## 2. Diversified product portfolio

We believe that our understanding of the consumer's culinary taste complements our product development capabilities, which has allowed us to develop a comprehensive portfolio of a variety of spices, dry fruits and other products. Our product portfolio comprises various types of whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes. We believe that our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments.

We have launched packages of various sizes for our products. Our whole spices are available in packaging size varying from 50gm to 1 kg, blended spices from 8gm to 1 kg, dry fruits from 12gm to 1kg, Frozen/ Semi Fried Products from 250gm to 1kg and other grocery product from 13gm to 15kg. Following are the details of our product wise revenue breakup:

(₹ in Lakhs)

Product Category	For the period Ended		For the Year ended					
	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Whole Spices	1,583.90	88.58%	4,850.09	78.02%	2,957.04	81.15%	477.84	90.75%
Blended Spices	21.62	1.21%	31.11	0.50%	15.10	0.41%	NA	NA
Dry fruits	155.46	8.69%	1,241.04	19.96%	652.99	17.92%	48.70	9.25%
Frozen/Semi Fried Products	2.82	0.16%	2.47	0.04%	NA	NA	NA	NA
Others grocery products	24.32	1.36%	91.88	1.48%	18.83	0.52%	NA	NA
<b>Total</b>	<b>1,788.12</b>	<b>100%</b>	<b>6,216.59</b>	<b>100.00%</b>	<b>3,643.96</b>	<b>100.00%</b>	<b>526.54</b>	<b>100.00%</b>

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

## 3. In house manufacturing and processing capabilities

We grind and blend spices at our manufacturing/processing unit. Blended spices are the mixture of spices that is required to make a dish in its most authentic form. We are equipped with plant and machinery which enables processing, grading and packaging of manufactured spices all in a hygienic way. Our manufacturing/processing unit is accredited with FSSAI license under Food Safety and Standards Act 2006. We believe that we have trained and experienced staff manning infrastructure in terms of cleaning, sorting and packing facilities and hygienic storages. Experienced manpower does a quality check of the whole spices and ensure they are properly stored in cold storage to keep seasonal deterioration and insects at bay.



## 4. Value proposition for consumers

We plan to grow our business primarily by growing the number of client relationships, as we believe that increased client relationships will add stability to our business. We believe that our brand equity has increased over the years, driven by product innovation and cost efficiencies in our production and distribution operations, and offering better value proposition

for consumers, through a wide range of our products. We are catering B2B, B2C and D2C segment which give us the advantage of wide spread customer network. We seek to build on existing relationships and also focus on bringing into our portfolio more clients. Our Company believes that business is a by-product of relationship. Our Company believes that a long-term client relationship with large clients reap fruitful returns. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

##### **5. Wide spread customer base across various segments**

We follow both offline and online model for sale of our products. We are catering B2B, B2C and D2C segment where under B2B segment, our company is engaged in wholesale trading, where we are selling various types of whole spices and dry fruits in bulk quantity under unbranded sale to various traders for further sale. Under B2C segment, our company is engaged in retail segment where, we are selling the whole spices, blended spices, dry fruits and other grocery products under our brand name “VANDU” through various distributors, super stockists, E-commerce platforms such as Amazon, Flipkart and our own website. Under D2C segment we are selling our products through our website and on direct order receive from the customers.

(₹ in Lakhs)

Particulars	For the period Ended September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%
Direct revenue through Wholesale distribution under B2B	1,695.19	94.80%	4,798.01	77.18%	3,159.56	86.71%	526.54	100%
Direct Sale through B2C through super stockist and distributors	29.25	1.64%	1,056.25	16.99%	264.45	7.26%	Nil	Nil
Direct Sale to customers under D2C	63.68	3.56%	362.33	5.83%	219.95	6.04%	Nil	Nil
<b>Total</b>	<b>1,788.12</b>	<b>100%</b>	<b>6,216.59</b>	<b>100.00%</b>	<b>3,643.96</b>	<b>100.00%</b>	<b>526.54</b>	<b>100.00%</b>

As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.

## **OUR BUSINESS STRATEGIES**

### **1. Expand our market presence to other states of India and overseas and increase our distribution reach.**

Presently most of our sales is derived from the state of Maharashtra. Recently we have generated sales from Delhi, Gujarat, Haryana, Karnataka, Maharashtra, Tamil Nadu and Uttar Pradesh etc. during financial year ended March 31, 2024. We gradually intend to expand our business operations to other states of the country and into global markets also to sell products to end consumers, we intend to use modern trade channels, which comprise supermarkets and hyper-markets and general trade channels that include smaller retail stores. We plan to continue our strategy of diversifying and expanding our presence in other states for the growth of our business. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas. Appointment of distributors across India to undertake our stocking and distribution enables us to reach our customers faster by reducing transportation time, optimise inventory and limit trade over-dues. For further details, see “*Objects of the Issue*” beginning on page 89.

Our key focus is to increase our penetration in the markets where we currently operate by replicating the same proposition that has helped us grow our brand. We believe that there is an increasing trend toward modern retail trade in the urban markets due to the availability of multiple brands and varieties, offers and discounts, and the option to purchase all products under one roof.

We are looking forward to enter into global markets and we plan to target countries where we can leverage our track record and experience in India to compete effectively and expand our revenue base. These measures will enable us to increase the availability of our products which will in turn increase brand awareness and revenue.

### **2. Scale up branding, promotional and digital activities**

Since our products are manufactured for human consumption, we are required to consistently focus on branding and promotional activities to enhance our visibility and trust in the spices and food industry. Our marketing initiatives are focused on customer development and maintaining customer relationship. To further create brand visibility, we also participate in exhibitions and fairs which give us a platform to exhibit our products. Moreover, we seek to continue to enhance brand awareness and customer loyalty through our promotional and marketing efforts also by increasing our digital presence and engagements. We have initiated sales from our website and through some e-commerce platforms such as Amazon, Flipkart and intend to add our products in similar platforms in future as well. Our intent to reach out to customers through the digital platform and social media will enable us to reach and engage with a wider audience. We intend to expand our offline marketing initiatives including display of banners and hoardings, road show marketing, advertisements in theatres, newspapers, TV channels etc to focus on brand building initiatives of the company. For further details of the proposed objects of the Issue, see "*Objects of the Issue*" beginning on page 89.

### **3. *Improving Efficiency***

Our company intends to improve operating efficiencies to achieve cost reductions so that they can be competitive. Higher operational effectiveness results in greater production volumes and higher sales and allow us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We will continue to invest in automation, contemporary technology, and equipment to improve operating efficiency while also upgrading our products, particularly their quality, to meet changing customer demands.

### **4. *Quality Assurance***

We place significant importance on quality checks and controls and have a well-defined documented quality control system which is monitored at various stages, right from the procurement of raw material to processing, packaging and dispatch of our products. We have obtained FSSAI certificate from Food Safety and Standards (FSS Act) 2006. The quality of our products is critical to our success, and we are committed to maintaining quality standards with respect to the quality of the raw materials which we use. Further regular checks for quality review are also undertaken before the packaging stage at our processing facility to ensure the quality of the final products being packed and sold.

### **5. *Continue to strengthen our existing product portfolio and diversify into products with attractive growth and profitability prospects***

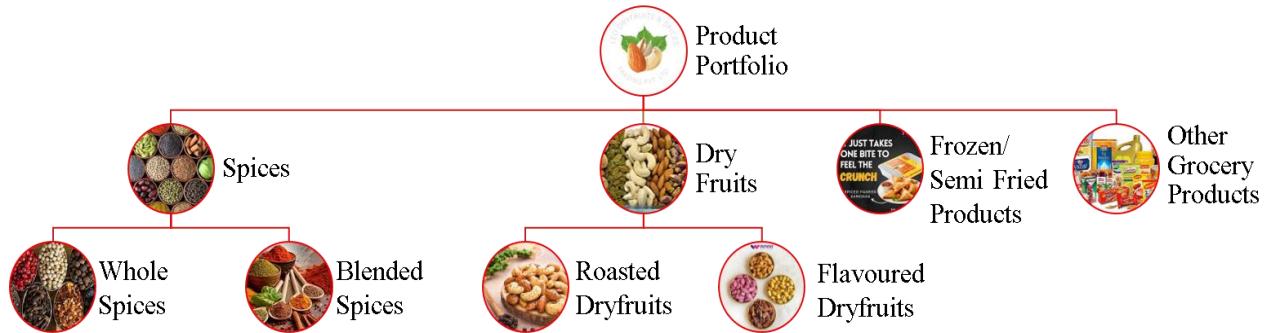
We have consistently focused on expanding and optimising our product range to offer a wide range of culinary options for Indian Kitchen. Spices have a long and ancient history, especially in India, where they are a part of life and heritage. In every home & in every province across the country, different spices and blends are used to create different and distinctive tastes in dishes. Several decades ago, housewives used to grind their spices manually at home and make their own blends for use in their cooking. Recently we have introduced frozen/ semi fried products under brand "FRYD" into our product portfolio. We seek to develop new products to cater to the evolving requirements of a large customer base and cover newer customer segments.

### **6. *Leveraging our market skills and relationships***

This is a continuous process in our organization and the skills that we impart in our people, gives importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

## OUR PRODUCT PORTFOLIO

Our company has diversified product portfolio which is as follows:



The following infographic sets forth few of our product categories:

### SPICES

#### WHOLE SPICES:

Whole spices offer the most intense and prominent taste and they last longer. Our range of whole spices comprise of ajwain, cardamom, black pepper, tailed pepper, dal chinni, cloves, black stone flower, sesame seeds white, nutmeg, fennel seeds, white pepper, fenugreek seeds, red chilli, whole sahijeera, sabja, kalonji, dry ginger, star aniseeds, kasturi methi, turmeric powder etc.

We are engaged in trading of whole spices procured from wholesalers from the domestic market for further sell in wholesale market in bulk quantities under unbranded sale and in retail market under the brand name of “**Vandu**” as per the customer’s requirement. Our Company also procure the whole spices from the international market considering factors such as quality, price, lead time, inventory levels and credit terms.

**Vertical:** Whole Spices are offering under trading vertical only.

**Packaging Sizes:** These whole spices are available in different packaging sizes ranging from 50gm to 1 kg under “Vandu” brand. The whole spices are available in bulk quantities as per the customers need.

Products			
			
Ajwain	Black Cardamom	Black Cardamom	Dal Chinni (Cassia)

			
<b>Cloves</b>	<b>Tailed Pepper</b>	<b>Black Stone Flower</b>	<b>Fennel Seeds</b>
			
<b>Dry Ginger</b>	<b>Green Cardamom</b>	<b>Mace Spice</b>	<b>Jeera</b>

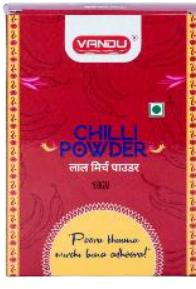
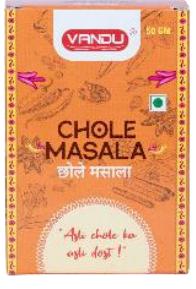
#### **BLENDED SPICES:**

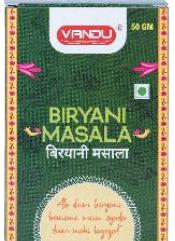
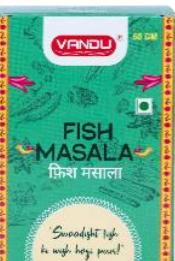
We procure whole spices which undergoes for quality check and through a defined process of sorting, cleaning, grinding and blending. These freshly blended spices are then further mixed with different other powdered spices to get the desired recipe. Blended spices are the mixture of spices that is required to make a dish in its most authentic form. Our range of products includes Tea Masala, Kitchen King Masala, Chole Masala, Butter Milk Masala, Garam Masala, Shikanji Masala, Sambhar Masala, Pav Bhaji Masala, Curry Masala, Biryani Masala etc.

We are engaged in manufacturing and processing of blended spices in bulk quantity as well as retail market as per customer's requirement only under our brand name "Vandu".

**Vertical:** Blended Spices are offering under manufacturing/processing vertical only.

**Packaging Sizes:** These blended spices are available in different packaging sizes ranging from 8 gm to 1 kg.

Products			
			
<b>Tea Masala</b>	<b>Turmeric Powder</b>	<b>Chili Powder</b>	<b>Chole Masala</b>

			
<b>Chaas Masala</b>	<b>Biryani Masala</b>	<b>Garam Masala</b>	<b>Coriander Powder</b>
			
<b>Egg Curry Masala</b>	<b>Fish Masala</b>	<b>Kitchen Queen Masala</b>	<b>Shahi Paneer Masala</b>

### **DRY FRUITS:**

We are offering wide range of dry fruits in different categories such as plain dry fruits, roasted dry fruits and flavoured dry fruits. We believe that we have differentiated ourselves through introduction of new products which includes launching innovative flavoured dry fruits which are targeted at addressing consumer taste, market trends and providing better value to consumers. A healthy organic diet with a handful of dry fruits provides essential nutrients and delicious flavour. Our diversified product portfolio which enables us to cater to a wide range of taste preferences and consumer segments includes of Schezwan Almonds, Paneer Tikka Almonds, Peri Peri Cashews, Pudina Cashews, Pistachios, Raisins, Malamal Dry fruit Bhel, Rose Cashews, etc.

We supply dry fruits to job workers for roasting and flavouring. Once the flavour is approved at our end, the job worker performs the task of roasting and further coating in the required flavours. Once coating is done the final product is transport at our manufacturing/processing unit for quality check and packaging for further sale. We are engaged in wholesale trading of plain dry fruits in bulk quantities and in retail segment we are offering plain, roasted and flavoured dry fruits under the brand name of "Vandu".

**Vertical:** Dry Fruits are offering under trading vertical and under manufacturing vertical through job worker.

**Packaging Sizes:** These dry fruits are available in different packaging sizes ranging from 12 gm to 1kg.

Products		
		
<b>Almonds</b>	<b>Black Raisins</b>	<b>Cashew nuts</b>

		
<b>Makhana</b>	<b>Malamal</b>	<b>Munakka Raisins</b>
		
<b>Paneer Tikka Almonds</b>	<b>Peri Peri Cashews</b>	<b>Roasted and Salted Pistachios</b>

#### FROZEN/SEMI FRIED:

We are offering frozen/semi fried products under the brand name of “FRYD”. It is a range of delicious, premium Indian fusion instant food and ready-to-heat semi-fried food perfect for busy lifestyles.

We market these products under the brand name of “FRYD”, which is manufactured by reliable vendor that adhere to follow strict quality standards along with the necessary approvals. We procured these products from the reliable vendor, repack at our end for further sale. We have not entered into any long-term agreements with such vendor. The shelf life of these products is very less therefore we keep the inventory based on our demand forecast as per the previous sale trend. Our company is also having 2 refrigerators at our manufacturing/processing unit to store these products.

**Vertical:** Frozen/semi fried products are offering under trading vertical only.

**Packaging Sizes:** These products are available in different packaging Sizes ranging from 250gm to 1kg.

Products			
			

#### OTHER GROCERY PRODUCTS:

We are engaged in whole sale and retail trading of other grocery products as per customer’s requirement. We offer wide range of products including ghee, seasonings, chili flakes, garlic powder, asafoetida (hing), black salt, pulses, nigella seeds, mace, nutmeg, chiz bites etc. We are selling ghee under our brand name “VANDU” which is manufactured and packed by reliable manufacturer that adhere to follow strict quality standards along with the necessary approvals to ensure our

customers receive the same level of quality and excellence expected from our brand. We do not have a long-term contract with the manufacturer.

Some of the grocery products are processed by our company. For instance, seasonings, we procure different ingredients and blend them into a mixture as per our recipe to form the seasoning.

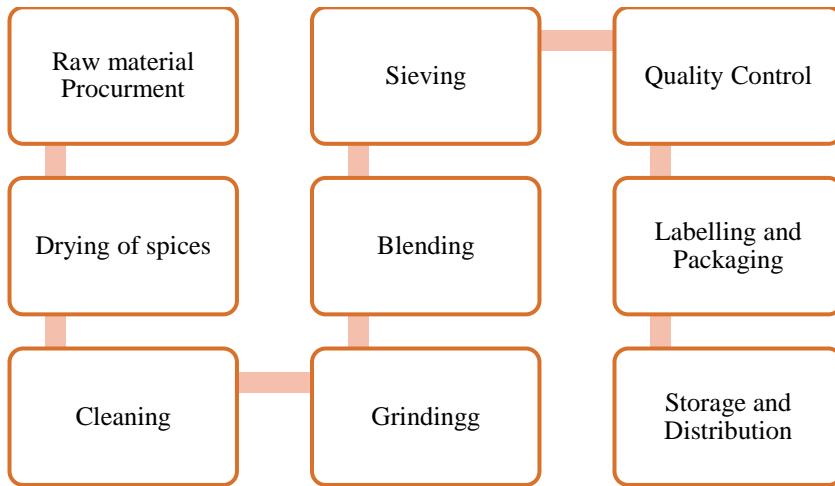
**Vertical:** trading and manufacturing/ processing vertical

**Packaging Sizes:** These products are available in different packaging sizes ranging from 13gm to 15 kg.



## MANUFACTURING PROCESS

Below Mentioned is the manufacturing process of our Company:



**Raw material Procurement:** Whole spices are procured during its respective season from wholesalers for further trading and the same is used as raw material for processing of blended spices. The material is naturally dried by sunlight if needed to maintain optimum moisture content. It is then stored in the cold storage to retain the colour, odour and the natural properties of the spices. Stored spices undergo below mentioned manufacturing process to develop the finished products. The manufacturing process involves cleaning, drying, grinding, blending and packing of whole spices such as chilli, turmeric, coriander, cumin etc. either individually or blended spices in combination with other spices. There are various formulations for blended spices like Garam Masala, Tea Masala, Chhole Masala, Sambhar Masala, Pav Bhaji Masala, Tandoori Masala, Sabji Masala, Kitchen King Masala, Chicken Masala, Meat Masala, Chatpata Chat Masala, Butter Milk Masala, Dry Ginger Powder (Sunth) and Black Pepper Powder (Mari) etc.

**Drying of spices:** Some of whole spices such as chilli are dried before processing, drying is a significant step in the process of producing fine quality spices. The results of the subsequent steps in production depend largely on the perfection achieved during the drying of spices. Improper drying can lead to loss of aroma and flavour. We take utmost care to ensure proper

drying. The material is dried under the natural sunlight. However, the material is roasted whenever necessary to ensure specified moisture content.

**Cleaning:** All raw spices are cleaned properly before processing to remove any contaminants from the spices by manual handpick and removing any soil content and foreign particles etc.

**Grinding:** Several techniques and methods are applied in the spice grinding process. We are grinding spices using conventional grinding method of pulveriser and mill type.

**Blending:** Ribbon blenders with load cells assure accuracy and help to obtain the perfect homogenized blend. Blended spices need major blending of various types of whole spices to be blended to make spice powder with desired specifications.

**Sieving:** The spices are sieved individually and packed as per the requirement. For the mixed spices products, different spices are mixed in the correct proportion to get the desired mix thereafter sieve the mixed masala powder to remove any coarse particles to achieve desired fineness and texture.

**Quality Control-** Conduct quality checks at various stages of the manufacturing process. Ensure adherence to safety and hygiene standards. Monitor spice quality to maintain consistency and flavours.

**Labelling and Packaging:** The finished product is then sent for consumer packaging and labelling with necessary information such as ingredients, expiry date and branding. Appropriate packs for each product category are selected and the product is sent to the packaging machine. Before packaging, the product is correctly weighed and then packed. It is vital to guarantee that the material given to the consumer is weighed correctly in its packing. The final bags are then either heat sealed or stitched as per packing size before being dispatched.

**Storage and Distribution-** After packaging and quality check, store the packaged product in a clean, dry, and well-ventilated area. Maintain proper inventory management to meet demand. Our company store the finished products at our manufacturing/ processing unit and also have a sale unit at APMC market for further distribution the finished products to wholesalers, retailers or consumers as per market requirements.



**5-HP Masala Mill**



*10-HP Masala Mill & Sifter Mesh Screen*



*Coating Pan*



*Auger Filler*



*Band Sealer*



*Ribbon Blender*



*Conveyor and Printer*



**10 Head Packers and Auger Filling**



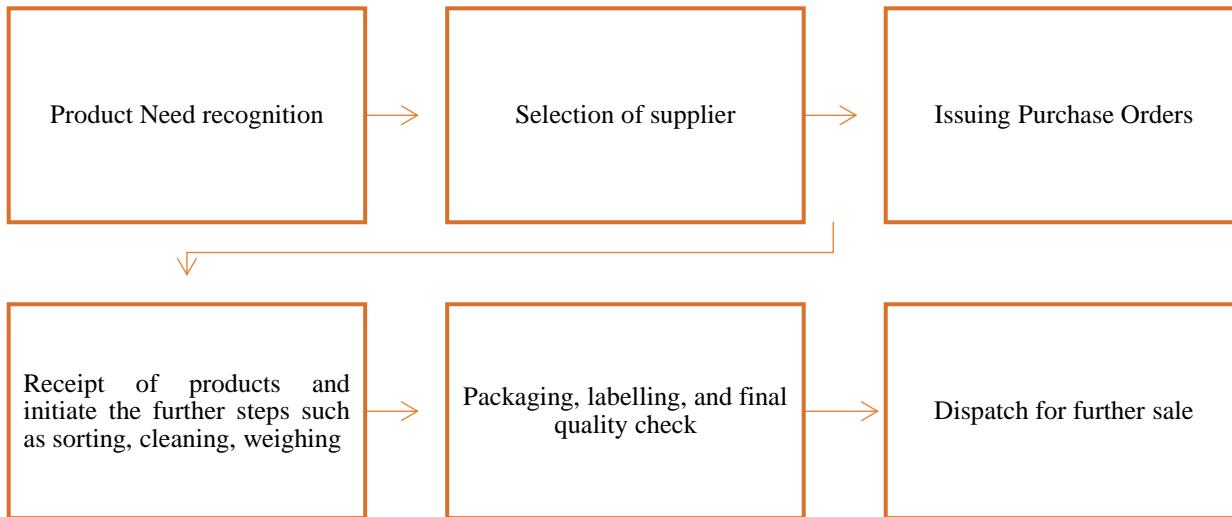
**Storage**

## **TRADING BUSINESS PROCESS**

Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Our company is currently engaged in supplying of various whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes.

Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Our Company maintains a base of reliable material suppliers who consistently provide trading products as per our requirements. These trading products such as whole spices and dry fruits, we are using as raw material for our blended spices and coated dry fruits. We usually do not enter into long-term supply contracts with any of our suppliers. Our Company majorly procured the trading materials from the domestic market and

from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. Following flow chart denotes our trading business process:



- 1. Product Need recognition:** In relation to our trading business of spices and dry fruits, we first prepare and finalize a list of different range of products in terms of quality and quantity for stocking up the trading inventory.
- 2. Selection of supplier:** Supplier selection is the process by which our Company identifies, evaluates the suppliers in terms of quality, price, lead time, inventory levels and payment terms. Our Company is obtaining competitive rates along with quality specification and payment terms from various suppliers in relation to the require products. The process of supplier selection gives our Company a clear understanding of the quality of the products and improve our success and competitiveness.
- 3. Issuing purchase orders:** Once supplier is identified, our company issue purchase orders in terms of desired quantity of products along with the negotiated price. Our Company issue the purchase orders to the suppliers.
- 4. Receipt of products and initiate the further steps such as sorting, cleaning, weighing:** Once we issue the purchase orders to our suppliers, they dispatch the products and we receive the trading stock at our location and initiate quality check process such as sorting the products based on type, size and quality, cleaning the products to remove any dirt, debris, or foreign particles and weighing the cleaned products to ensure accurate portioning of the products.
- 5. Packaging, labelling, and final quality check:** Once the above-mentioned steps are done, we finalize packaging materials such as pouches, bags or containers based on the quantity and fill the measured quantity of the products and seal the packaging to prevent air and moisture. After sealing, labelling with necessary information such as ingredients, expiry date and branding and final quality check is done to ensure packaging integrity and accuracy.
- 6. Dispatch for further sale:** After packaging and quality check the trading products are dispatch for further sale as per the order receive from the customers. Our company store the products at our manufacturing/processing unit and also have a sale office at APMC market for further distribution to wholesalers, retailers or consumers as per their requirements. Also, we sell our products through our own website and E-commerce platforms.

## PLANT AND MACHINERY

We have also invested largely in machineries to ensure consistent quality and packaging. This helped us introduce small packing in dry fruits, whole spices and blended spices. Below mentioned is the list of owned plant and machineries installed at our facility.

Sr. No.	Name of Machines	Year of Purchase	Quantity	Purpose
1.	10 hp Masala Mill TC-1206	2023	1	Grinding
2.	1 hp Screw Conveyor Model TSC-100	2023	1	Grinding
3.	5 hp Masala Mill TMM-05	2023	1	Grinding
4.	Hopper With Vibratory Feeder	2023	2	Grinding
5.	20hp Air Swept Mill ASM-20	2023	1	Grinding
6.	Ribbon Blender TRB-125 Liters	2023	1	Blending
7.	5 hp Universal Pulveriser	2023	1	Grinding
8.	Coating Pan	2023	1	Flavouring
9.	Auger FFS Machine Servo based with Pneumatic Bagger	2023	1	Packaging
10.	10 Head Weigher Machine with Bagger	2022	2	Packaging
11.	Band Sealers FR-900	2022	2	Sealing
12.	Pneumatic Cup Fillers	2023	2	Packaging
13.	TTO Printers	2022	2	Printing
14.	Tij Printer	2023	1	Printing
15.	Conveyor S S	2023	1	Printing
16.	Vertical Conti Sealer Machine- MS	2023	1	Sealing
17.	S900 S/Deck SS304 AB withCover	2024	1	Sieving

#### CAPACITY AND CAPACITY UTILISATION

Line	As on March 31, 2022 <sup>(1)</sup>			As on March 31, 2023			As on March 31, 2024			As on September 30, 2024		
	Installed Capacity	Actual Product ion Capacity	Utilization %	Installed Capacity	Actual Product ion Capacity	Utilization %	Installed Capacity	Actual Product ion Capacity	Utilization %	Installed Capacity	Actual Product ion Capacity	Utilization %
Masala Mill 5hp	NA	NA	NA	40 Kg/hr	20 Kg/hr	50.00	40 Kg/hr	25 Kg/hr	62.50	40 Kg/hr	30 Kg/hr	75
Masala Mill 10hp	NA	NA	NA	60 Kg/hr	35 Kg/hr	58.30	60 Kg/hr	40 Kg/hr	66.70	60 Kg/hr	47 Kg/hr	78.3
Air Swept Mill 20hp	NA	NA	NA	60 Kg/hr	35 Kg/hr	58.30	60 Kg/hr	40 Kg/hr	66.70	60 Kg/hr	47 Kg/hr	78.3
Auger Filler FFS	NA	NA	NA	45 packets/m inute	25 packets/ minute	55.60	45 packets/m inute	30 packet/ minute	66.70	45 packets/m inute	34 packets/ minute	75.5
Multihead Weigher	NA	NA	NA	50 packets/m inute	30 packets/ minute	60.00	50 packets/m inute	40 packet/ minute	80.00	50 packets/m inute	43 packets/ minute	86
Cup Filler Packing Machine <sup>(2)</sup>	NA	NA	NA	NA	NA	NA	24 packets/ minute	20 packets/ minute	83.00	24 packets/ minute	20 packets/ minute	83

The above-mentioned information is certified by Ashok Sonje Engineers & Valuers, Chartered Engineer vide their certificate dated December 10, 2024.

#### Notes:

<sup>(1)</sup> All above machines are installed after March 31, 2022.

<sup>(2)</sup> Cup Filler Packing Machine is installed in January 2024.

#### OUR PROPERTIES

Sr. No.	Address	Lessor/ Vendor	Date of Sale deed/Agreement and period of lease	Owned/Leased/Rented	Consideration /Lease Rent	Current Use
1	A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Thane, Maharashtra, India 400705	Ria Laboratories Private Limited	March 30, 2022	Owned	₹ 3,50,00,000	Registered Office, Manufacturing/ Processing Unit
2	D-48, APMC Market I, Phase II, Sector 19, Vashi 400705, Navi-Mumbai	K.K. Corporation	December 01, 2024 to October 31, 2025	Rented	₹ 15000 per month	Sale Office

### **COLLABORATIONS/TIE UPS/ JOINT VENTURES**

Our company has entered into a joint venture & partnership agreement dated October 01, 2024 with one of the Dubai based private office to pursue various joint ventures and strategic initiatives, including but not limited to B2B and B2G distribution of spices (Blended/ Whole/ Powdered), dry fruits, packaged snacks, ghee and frozen foods, as well as retails and global market opportunities in UAE, GCC and MENA regions through a Joint Venture company. Except as mentioned above we do not have any Collaboration/Tie Ups/ Joint Ventures as on date of this Prospectus.

### **EXPORT OBLIGATION**

Our Company does not have any export obligation, as on date of this Prospectus.

### **COMPETITION**

The Indian spices market is largely fragmented comprising of organized and unorganized sectors. The rates vary depending upon the demand supply pattern prevailing in the market. Geographies also play a vital role in deciding the rates. The produce is marketable in the open market. We face competition from local manufacturers as well as from organized players which are larger and have substantially greater resources than us. However, we have been able to leverage economies of scale to gain an advantage. We believe that our wide range of products with better hygiene consideration, low cost provides us an edge in the competition.

### **SALES AND MARKETING**

The efficiency of the marketing network is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company. We believe that our team through their vast experience owing to timely and quality delivery of services plays an instrumental role in creating and expanding a work platform for our Company. Further we also have our own website at [www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com) about displaying and offering our variety of products thereby supporting in promotion of our brand and products. We also offer discounts and schemes to allure customers.

We constantly engage with our customers through marketing via personal interactions with them. Our sales team works closely with our customers to obtain their insights and feedbacks about the upcoming trends in the industry which enables us to develop and improve our products to fulfil the requirements of the market. To further create brand visibility, we also participate in exhibitions and fairs. The exhibitions and fair give us a platform to exhibit our products. Moreover, we seek to continue to enhance brand awareness and customer loyalty through our promotional and marketing efforts also by increasing our digital presence and engagements. We have initiated sales from our website and through some e-commerce platforms such as Amazon, Flipkart and intend to add our products in similar platforms in future as well. Our intent to reach out to customers through the digital platform and social media will enable us to reach and engage with a wider audience. We intend to continue and expand our offline marketing initiatives including display of banners & hoardings, road show marketing, advertisements in theatres, newspapers, TV channels etc to focus on brand building initiatives of the company.



## INFORMATION TECHNOLOGY

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. We are using Tally Prime for our accounting, invoicing and inventory management.

## QUALITY CONTROL

Our Company has installed quality management systems in house and we believe that we are a quality focused company. We are committed to maintain quality and at all steps from procurement till dispatch. Before commencement of the manufacturing process, the materials purchased by our Company have to undergo a quality check, to ensure that they are of relevant quality and match the standards as specified. The finished products are tested done by our in-house team to ensure that the same is of relevant standards and design as specified by the customer to achieve the norms of self-certification; the products are then packed and dispatched.

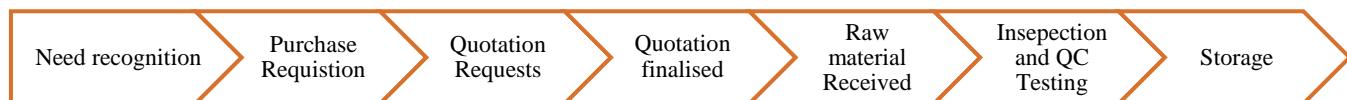
## ENVIRONMENT, HEALTH & SAFETY

Our activities are subject to various environmental laws and regulations which govern, among other matters, the handling, storage and employee health and employee safety. For further information, see “*Key Industry Regulations and Policies*” beginning on page 147.

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. For further information, see “*Government and Other Statutory Approvals*” beginning on page 235.

## UTILITIES

**Raw Material:** As our company is engaged in trading of wide range of whole spices and dry fruits. We are using these traded products as raw material for our blended spices and coated dry fruits. Our raw material requirements include whole spices such as chilli, coriander seeds, cumin seeds, turmeric etc. which is majorly procured from the domestic market. Our company also procure the raw material from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. We are largely dependent on the agricultural industry for almost all of our raw materials. Agricultural industry is largely dependent on various factors including monsoon and weather conditions. We purchase the raw materials in the harvest season and store them in our leased cold storage for manufacturing consumption and sales throughout the year during off season. Our Company maintains a base of reliable material suppliers who consistently provide raw materials as per our requirements. We usually do not enter long-term supply contracts with any of our raw material suppliers. Following is the raw material procurement process:



Following is the breakup of purchase from domestic and international market:

Particulars	September 30, 2024		FY 2023-24		FY 2022-23		FY 2021-22	
	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%	₹ in Lakhs	%
Domestic	1,779.94	100%	5,845.56	100.00%	3,306.20	87.41%	886.63	100.00%
Import	-	-	-	-	476.36	12.59%	-	-
<b>Total</b>	<b>1,779.94</b>	<b>100%</b>	<b>5,845.56</b>	<b>100.00%</b>	<b>3,782.56</b>	<b>100.00%</b>	<b>886.63</b>	<b>100.00%</b>

As certified by *Ratan Chandak & Co. LLP Chartered Accountants* through their certificate dated December 17, 2024.

**Packaging:** The primary packaging material used by us are laminates, plastics, cardboard boxes and jute bags for packing spices, dry fruits and other grocery products. We also use plastic cans for packaging of products, like ghee and seasoning. This enables to keep the product life intact. We use automated packaging machines to pack our products into their different pack sizes. For the secondary packaging for shipping and distribution purposes, we use corrugated carton boxes and bags to protect the primary packs in different stages of sales and distribution.

**Power:** We have made necessary arrangements for regular uninterrupted power supply at our manufacturing/processing unit. We have availed a power connection from Maharashtra State Electricity Distribution Company Limited.

**Water:** Water is only used for drinking and sanitation purposes at our factory.

**Manpower:** We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on September 30, 2024, our Company has employed approximately 46 permanent employees at various levels of the organization. We also hire contract labour based on the requirement.

Department	No. of Employees
Human Resource Department	1
Sales & marketing	31
Accounts	2
Production Head	1
Packing Head	1
Company Secretary	1
Director / CFO	3
Marketing Head	1
Operation Head	1
Supervisor	1
Machine Operator	1
Packing Department	2
<b>Total</b>	<b>46</b>

## INTELLECTUAL PROPERTIES

Sr No.	Name Applied	Nature	Application Date	Registration Number	Class	Present Status
1.	 "Premium Quality Perfect Taste"	Copy Right	June 23, 2023	A-149951/2023*	Artistic work vandu presented in Unique writing style in red color with tagline	Registered*
2.	 "Premium Quality Perfect Taste"	Trademark	September 02, 2015	3046008	30	Registered**
3.	 FLAVORSOME   RICH   YUMMY   DELIGHTS	Device	November 30, 2023	6202960	29	Accepted & Advertised
4.	 FLAVORSOME   RICH   YUMMY   DELIGHTS	Device	November 30, 2023	6202959	30	Objected

\*The above Copy Right bearing no. A-149951/2023 is owned by Mr. Ketan Sobhagchand Shah, who has granted No Objection Certificate (NOC) dated March 28, 2023 to our company.

\*\*The above Trademark bearing no. 3046008 is owned by J. Ketankumar & Company which is assigned to the company vide Trademark Licensing Agreement dated July 01, 2022.

### Domain Name

Sr. No.	Domain Name and ID	Registry Domain ID	Registrant Name, Address	Creation Date	Registry Expiry Date
1.	<a href="https://vanduspices.in">https://vanduspices.in</a>	DC39CDF076A88412BA6346 D6F769DEFA3-IN	Leo Dryfruits & Spices Trading Limited	March 13, 2024	February 28, 2026
2.	<a href="https://frydfoods.com">https://frydfoods.com</a>	2833620072	Leo Dryfruits & Spices Trading Limited	June 08, 2024	June 07, 2025
3.	<a href="https://leodryfruitsandspices.com">https://leodryfruitsandspices.com</a>	2888670525	Leo Dryfruits & Spices Trading Limited	June 08, 2024	June 08, 2025

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities.

## **INSURANCE**

Operating our business involves many risks, which, if not insured, could adversely affect our business and results of operations. We maintain insurance coverage that we consider customary in the industry against certain of the operating risks. Our insurance policies include Burglary and Bharat Laghu Udyam Suraksha Policy for Stock of Dry fruits and Spices and Plant and Machinery of our Company. We believe that our current level of insurance is adequate for our business and consistent with industry practice, and we have not historically experienced a loss in excess of our policy limits. We may not be able to obtain insurance coverage in the future to cover all risks inherent in our business, or insurance, if available, may be at rates that we do not consider to be commercially reasonable.

## **CORPORATE SOCIAL RESPONSIBILITY**

Our Company is exempted from the provisions of section 135 of the Companies Act, 2013, till March 31, 2023, in respect of Corporate Social Responsibility. As our company falls in the criteria specified in Section 135 of Companies Act, 2013 as per the Financial Statements ended on March 31, 2024, therefore our Company has constituted Corporate Social Responsibility Committee in compliance with the requirements of the Companies Act and the relevant rules. Applicability of CSR Expenditure will be applicable and spent by the company from F.Y 2024-25. For further details, please refer to the section titled "*Our Management*" on page 166.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India, and the respective bye laws framed by the local bodies, and others incorporated under the laws of India. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions and may not be exhaustive, and are only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the business activities of our Company require sanctions, approval, license, registration etc. from the concerned authorities, under the relevant Central and State legislations and local bye-laws. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled "Government and Other Statutory Approvals" of this DRHP. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in the field of spices and masala trading.*

### INDUSTRY SPECIFIC REGULATIONS

#### **The Food Safety and Standards Act, 2006 (“FSSA”)**

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA seeks to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption.

The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. Under Section 31 of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

The enforcement of the FSSA is generally facilitated by ‘state commissioners of food safety’ and other officials at a local level. Under Section 51 of the FSSA, any person who manufactures sub-standard food for human consumption is liable to pay a penalty which may extend up to ₹ 5, 00,000. FSSA has defined sub-standard as, an article of food which does not meet the specified standards but not so as to render the article of food unsafe. The provisions of the FSSA require every distributor to be able to identify any food article by its manufacturer, and every seller by its distributor that should be registered under the FSSA and every entity in the sector is bound to initiate recall procedures if it finds that the food marketed has violated specified standards. Food business operators are required to ensure that persons in their employment do not suffer from infectious or contagious diseases. The FSSA also imposes liabilities upon manufacturers, packers, wholesalers, distributors and sellers requiring them to ensure that, inter alia, unsafe and misbranded products are not sold or supplied in the market.

Furthermore, to address certain specific aspects of the FSSA, the FSSAI has framed several regulations including the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011.

The FSSAI has also framed the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis.

Further, FSSAI has issued guidance note on ‘Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic’ (“Guidance Note”) with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It, inter alia, mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premise. The Guidance Note prescribes guidelines for the management of the food establishment to handle a Covid-19 suspect/positive case in accordance with the guidelines issued by Ministry of Health and Family Welfare and clean and disinfect the premises accessed by the suspected Covid-19 case.

The Guidance Note further mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011 (“Schedule”). The Schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene.

### **Food Safety and Standards (Import) Regulations, 2017**

These Regulations, consisting of 17 sections divided into 13 Chapters and completed by 15 Model Forms, specify Food Safety and Standards Import requirements. As per the mandate for providing safe and wholesome food to public, FSSAI made its presence at various port to check and clearance of safe food. Authorized officers appointed by the FSSAI on this port performing their duties through FICS. These Regulations have the purpose of streamlining the process of clearance of imported food in an efficient and transparent manner. They lay down the procedure for clearance of food products imported into India and include various provisions related to licensing of food importer; clearance of imported food by the Food Authority; food import clearance for specific purposes; storage, inspection and sampling of imported food; laboratory analysis of samples of imported food article, and prohibition & restriction on food imports, amenable food labelling provision for ease of trade, and privilege for importer to get their concerns, if any, address in respect of the clearance of their food products. Along with the above said provision, it also specifies the scheme for risk-based sampling imported food articles, which facilitate ease of doing business while not compromising the human health.

### **The Agricultural Produce (Grading & Marking) Act, 1937**

This act provides for the grading and marking of agricultural and other produce. The Act empowers the central government to prescribe grade standards indicating the quality of articles included in the schedule and specify grade designation marks to represent particular grades or qualities. The Act provides for the grading and marketing of agricultural produce. The grade standards prescribed under this act are based on both physical and chemical characteristics and are formulated after analysing representative samples of each commodity collected from different regions and different seasons. Besides the international standards and special requirements of overseas consumers are also taken into account while formulating these standards for the commodities which are exported. The grade standards are reviewed and amended from time to time in the light of the shift of the pattern of production and trade and changes in the consumer's preferences. The grades are designated as the 'Agmark' grades.

### **Legal Metrology Act, 2009**

The Legal Metrology Act came into effect on April 1, 2011 and has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

The Legal Metrology Act provides that no person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a licence issued by the controller. The Legal Metrology Act contains provisions for verification of prescribed weight or measure by Government approved test centre. Qualifications are prescribed for legal metrology officers appointed by the Central Government or State Government. It also provides for exemption regulations of weight or measure norms for goods manufactured exclusively for export. Fee is levied under the Legal Metrology Act for various services. A director may be nominated by a company who is responsible for complying with the provisions of the enactment. There is penalty for offences and provision for compounding of offences under the Legal Metrology Act. Further, it provides for appeal against the decision of various authorities and empowers the Central Government to make rules for enforcing the provisions of the enactment.

### **Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”)**

The Packaged Commodities Rules was framed under Section 52(2) (j) and (q) of the Metrology Act and lay down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

### **The Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016 (the “BIS Act”) provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act provides for establishment of Bureau of Indian Standards which will formulate, implement and certify certain standards of quality for goods, services, articles, processes and systems. The Government of India, through Ministry of Consumer Affairs, Food & Public Distribution and the Ministry of Electronics & Information Technology, amongst others, regulate manufacturing or storing for sale, import, selling or distribution of goods which do not conform to the Indian Standard specified in the BIS Act, by way of passing orders. The orders can provide for compulsory registration for undertaking any of the specified activities relating to an identified category of product.

### **Agricultural and Processed Food Products Export Development Authority Act, 1985**

The APEDA Act provides for establishment of Agricultural and Processed Food Products Export Development Authority for the development and promotion of export of certain agriculture and processed food products. APEDA has signed multiple MoUs with different institutions engaged in Agri-trade and Agri-infrastructure to foster cooperation in the areas of critical technology intervention requirements for organic as well as chemical/ residue free production systems; development of Common Processing Centers; effectively supporting the entire value chain system in clusters identified under the Agriculture Export Policy (AEP); developing pre-production, production, post harvesting, primary processing, secondary processing and transportation/ distribution guidelines for all the stakeholders including farmers to meet international compliances, capacity building of various stakeholders and providing technical support to tribal farmers & groups, federations, organizations working with farmers, engaging cooperatives involved in agricultural production for improving the quality of Agri-produce, its consolidation and export for better price realization to the farmers; facilitating necessary certifications for Agri-produce/ organic produce; capacity development of Agri-processing and allied cooperative societies/SHGs; showcasing the products and services being produced/offered by Agri-produce/processing cooperatives in the Indian and global markets, etc. Such MoUs are expected to facilitate the development of clusters identified under the AEP, thus benefiting the farmers in those clusters and promoting Agri exports from the country. Persons exporting scheduled products are required to be registered under the APEDA Act and are required to adhere to specified standards and specifications and to improve their packaging. The APEDA Act provides for imprisonment and monetary penalties for breach of its provisions. Further, Agricultural and Processed Food Products Export Development Authority Rules, 1986 have been framed for effective implementation of the APEDA Act and provides for the application, grant and cancellation of registration to be obtained by exporters of agricultural produce.

### **The Agricultural Produce Marketing Legislations**

The agricultural produce marketing legislations enacted by state governments regulate marketing of agricultural, horticultural, livestock products and certain other produce in market areas and establishes market committees for every market area in the state to regulate transactions in agricultural produce. It provides for the organization and composition of committees and their powers and functions which include, granting licenses to operate in the market, provide for necessary facilities in the market area, regulate and control transactions in the market and admissions to the market.

### **The Essential Commodities Act, 1955**

The Essential Commodities Act, 1955 (the “ECA”) gives powers to the Government of India to control the production, supply and distribution of certain essential commodities for inter alia securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/ departments of the Indian government have issued control orders for regulating production, distribution, trading, quality aspects, movement and prices pertaining to commodities

which are essential and administered by them, including for essential commodities such as food grains, edible oils, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for non-compliance of its provisions.

The Essential Commodities (Amendment) Act, 2020 (“Amendment Act”), which is yet to be implemented, provides the Government of India to regulate the supply of certain food items including edible oils only under extraordinary circumstances which may include war, famine, extraordinary price rise and natural calamity of grave nature. The Amendment Act requires that imposition of any stock limit on agricultural produce must be based on price rise. Further, a stock limit may be imposed only if there is: (i) a 100% increase in retail price of horticultural produce; and (ii) a 50% increase in the retail price of non-perishable agricultural food items. The increase will be calculated over the price prevailing immediately preceding twelve months, or the average retail price of the last five years, whichever is lower.

### **Spice Board Act, 1986**

The Spice Board of India operates under the Spice Board Act, 1986. This act provides the legal framework for the establishment, functions, and regulation of the Spice Board. It outlines the powers and duties of the board, including its role in promoting the production, processing, and export of spices, as well as ensuring quality standards and research and development in the spice industry.

In addition to the act, the Spice Board also operates under various rules and regulations, including those related to quality standards, export promotion, and licensing of spice-related activities. These rules help govern the functioning of the Spice Board and ensure compliance with regulatory requirements in the spice industry. Overall, the act and rules provide the necessary legal framework for the Spice Board to fulfill its objectives and responsibilities effectively.

### **The Farmers’ Produce Trade and Commerce (Promotion and Facilitation) Act, 2020 (“Farmers’ Act”)**

The Farmers’ Act was enacted with an objective of facilitating freedom of choice in relation to the sale and purchase of farmers’ produce through, inter alia, competitive trading channels and efficient barrier-free inter-state and intra-state trade and commerce outside physical premises of the markets. In terms of the Farmers’ Act, any person (other than individual) is entitled to establish an electronic trading platform for trade and commerce of farmers’ produce.

### **The Prevention of Food Adulteration Act, 1954 and rules thereunder**

The Act provides the protection from adulteration / contamination of food that may lead to the health risk of consumers. The Act deals with the frauds also that can be perpetrated by the dealers by supplying cheaper or adulterated foods. The Act regulates the use of chemicals, pesticides, flavours and other additives in food preparation. Through this Act there is a control over dumping of sub-standards foods. Enrichment of flour, bread, or other cereals with vitamins or minerals, iodization of salt, vitaminisation of vanaspati oil, addition of vitamin "C" in certain foods can be done under the provision made in this Act. Different definitions of food, adulteration, misbranding, etc. are described in the Act under Section 2. Centre is empowered to appoint an Advisory committee called the Central Committee for Food Standard under Section 3. In any dispute an adulterated sample need to be examined by the court. The Central Food Laboratories give its final opinion on the subject. These 4 laboratories are located in Calcutta, Ghaziabad, Mysore and Pune. There are approximately 82 food laboratories in the country at district/regional/state level working for the purpose of the PFA Act. Powers are given to the State Governments to appoint Public Analyst and Food Inspectors who control the food supply, storage, and marketing of foods. It is the duty of inspector to draw and dispatch samples to a laboratory. The Central Government is empowered to define the standards of quality, control over production, distribution and sale of food, packing, labelling, licensing, and controlling the food additives.

### **The Digital Personal Data Protection Act, 2023 (“DPDP Act”)**

The DPDP Act was notified on August 11, 2023 and is yet to come into effect. It replaces the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint and different dates may be appointed for different provisions of the DPDP Act. The DPDP Act seeks to balance the rights of individuals to protect their digital personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the individual. A notice must be given before seeking consent, except in case of legitimate uses as provided under the DPDP Act. It further imposes certain obligations on data fiduciaries including (i) make reasonable efforts to ensure the accuracy and completeness of data, (ii) build reasonable security safeguards to prevent a data breach, (iii) inform the Data Protection Board of India (the “DPB”) and

affected persons in the event of a breach, and (iv) erase personal data as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The DPDP Act imposes certain additional obligations on a significant data fiduciary, such as appointment of a data protection officer, appointment of an independent data auditor and undertaking of other measures namely, periodic data protection impact assessment, periodic audit and such other measures as may be prescribed under the DPDP Act. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by affected persons. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

## **LAWS RELATING TO SPECIFIC STATE WHERE THE ESTABLISHMENT IS SITUATED**

### **Maharashtra Shops and Establishments Act, 1948**

The provisions of Bombay Shops and Establishments Act, 1948 regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

### **Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **Maharashtra Legal Metrology (enforcement) Rules 2011**

The Maharashtra Legal Metrology (Enforcement) Rules, 2011 are a set of regulations designed to ensure the effective implementation of the Legal Metrology Act, 2009 within the state of Maharashtra. These rules outline the procedures for verification and stamping of weights and measures used in trade and commerce. They also specify the qualifications required for legal metrology officers and the powers they hold to enforce the Act.

## **ENVIRONMENTAL LAWS AND REGULATIONS**

We are subject to various environmental laws and regulations as the operation of our establishments might have an impact on the environment. The basic purpose of such statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards (“PCBs”), have been set up in each state and at a central level. Establishments, as prescribed under various regulations are required to obtain consent orders from the PCBs. These consent orders are required to be renewed periodically.

### **The Environment Protection Act, 1986 (the “Environment Protection Act”) and The Environment (Protection) Rules, 1986 (the “Environment Protection Rules”)**

The Environment Protection Act was enacted to act as an “umbrella” legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution.

The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane - based water purification

system which, if passed, shall be applicable to all filtration - based purification or wastewater treatment system, where polymer - based membrane is used and discarded at the end of its life.

### **Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)**

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned state PCB. The Water Act also provides that the consent of the concerned state PCB must be obtained prior to establishing any industry, operations or any treatment and disposal system, which is likely to discharge sewage or effluent into a water body.

### **Water (Prevention & Control of Pollution) Cess Act, 1977 (“Water Cess Act”) and Water (Prevention & Control of Pollution) Cess Rules, 1978 (“Water Cess Rules”)**

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries by local authorities constituted under the Water Act, with a view to augment the resources of the central and state PCBs for the prevention and control of water pollution. The Water Cess Rules have been notified under Section 17 of the Water Cess Act and provide, *inter alia*, standards for meters and places where they are to be affixed and the furnishing of returns by consumers.

### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

### **Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016 (“Hazardous Waste Rules”)**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

### **Plastic Waste Management Rules, 2016**

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency.

## **LABOUR RELATED LEGISLATIONS**

### **Payment of Bonus Act, 1965\*\***

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment covered under this Act to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

### **Payment of Gratuity Act, 1972\***

The Payment of Gratuity Act, 1972 (“PG Act”) applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply). Gratuity is payable to the employee at the rate of 15 (fifteen) days' wages for every completed year of service or part thereof in excess of 6 (six) months.

#### **The Employee Compensation Act, 1923\***

The Employee Compensation Act, 1923, formerly known as the Workmen's Compensation Act, mandates employers to provide compensation to employees who suffer injuries, disabilities, or death due to workplace accidents. The Act aims to offer financial protection to workers and their families, ensuring that they receive fair compensation for any loss or injury sustained during employment. It outlines the employer's liability for compensation, including cases of occupational diseases and accidents arising out of and in the course of employment. The Act also specifies the amount of compensation based on the nature and severity of the injury, as well as the method for calculating wages and distributing compensation. By establishing a legal framework for employee compensation, the Act promotes safer work environments and ensures that workers are adequately protected in the event of workplace accidents.

#### **Maternity Benefit Act, 1961\***

The Maternity Benefit Act, 1961, as amended, regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

#### **Contract Labour (Regulation and Abolition) Act, 1970, as Amended (The “CLRA ACT”)**

The Contract Labour (Regulation and Abolition) Act, of 1970 (the “CLRA Act”) requires a company to be registered as a principal employer and prescribes certain obligations with respect to the welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to the establishment of canteens, restrooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

#### **Employees' State Insurance Act, 1948\***

It Employees' State Insurance Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

#### **Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (“EPF ACT”)\***

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees.

The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

#### **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 (Industrial Disputes Act) provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

#### **Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines-Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

#### **Apprentices Act, 1961**

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

#### **Equal Remuneration Act, 1976\*\***

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

#### **Employees Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

#### **The Employees' Pension Scheme, 1995**

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

It consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

### **Industrial Employment Standing Orders Act, 1946**

The Industrial Employment Standing Orders Act, 1946 aims to provide for the fixation of minimum rates of wages, hours of work, holidays with pay and leave with pay in factories, workshops and other establishments or undertakings which employ ten or more workers.

It also provides for the regulation of facilities like medical aid and welfare schemes to be extended by employers to their employees. It was enacted to monitor and regulate the terms and conditions of industrial employment in India. It made provisions for the security of employment and payment of wages by cash or through cheque etc. The Act also provides for machinery for adjudicating disputes regarding violation of such terms and conditions. A Standing Order is a document setting out terms and conditions of employment for workers in an industry.

### **Child Labour (Prohibition and Regulation) Act, 1986**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (a) **The Occupational Safety, Health and Working Conditions Code, 2020** received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.
- (b) **The Industrial Relations Code, 2020** received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government
- (c) **The Code on Wages, 2019** received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.
- (d) **The Code on Social Security, 2020** received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and

Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

*\*The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.*

*\*\*The Government of India enacted 'The Code on Wages, 2019' (the "Code") which received the assent of the President of India on August 8, 2019. The provisions of the Code will be brought into force on a date to be notified by the Central Government. The Code proposes to subsume the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976, each as amended. As on date, certain provisions of the Code have been brought into force vide notification dated December 18, 2020.*

## **TAX RELATED LEGISLATIONS**

### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

### **Goods and Service Tax (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

## **FDI POLICY**

### **Foreign Trade (Development and Regulation) Act, 1992**

Foreign Trade Act empowers the Government of India to, among other things, (a) make provisions for development and regulation of foreign trade; (b) prohibit, restrict or otherwise regulate exports and imports; (c) formulate an EXIM policy; and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating EXIM policy and implementing the same. Every importer and exporter is required to obtain an 'Importer Exporter Code' from the Director General of Foreign Trade or from any other duly authorized officer.

### **Foreign Trade Policy**

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP. Under the Foreign Trade (Development and Regulation) Act, 1992, the Central Government is empowered to periodically formulate the Export Import Policy (the —EXIM Policy) and amend it thereafter whenever it deems fit. All exports and imports must be in compliance with the EXIM Policy. The iron and steel industry has been extended various schemes for the promotion of exports of finished goods and imports of inputs. The major schemes available are the Duty Exemption and Remission Scheme and the Export Promotion of Capital Goods (—EPCG) Scheme. The Duty Exemption Scheme enables duty free imports of inputs required for the production of exports by obtaining an advance license. The Duty Remission Scheme enables post export replenishment/remission of duty on inputs used in the export product. This scheme consists of a Duty Free Import Authorisation Scheme (—DFIA), the Duty Drawback Scheme (—DBK) and the Duty Entitlement Pass Book (the —DEPB). DFIA enables duty free replenishment of inputs used in manufacture of exports. Under the DEPB Scheme, exporters on the basis of notified entitled rates are granted duty credit, which would entitle them to import goods, except capital goods, without duty.

### **Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations Framed Thereunder.**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

## **GENERAL STATUTORY LEGISLATIONS**

### **Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME") the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed fifty crore and turnover does not exceed two hundred and fifty crore rupees.

### **Companies Act, 2013 (“Companies Act”)**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director’s payable by the companies is under Part II of the said schedule.

## **Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (the —CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

## **Specific Relief Act, 1963**

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

## **Sale of Goods Act, 1930**

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

## **Consumer Protection Act, 2019 (“Consumer Protection Act”) and Rules Made Thereunder**

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

## **Bhartiya Nyaya Sanhita, 2023**

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognized as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

### **Bhartiya Nagrik Suraksha Sanhita Act, 2023**

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

### **Bhartiya Sakshya Adhiniyam Act, 2023**

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

### **Arbitration & Conciliation Act, 1996**

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

### **Indian Stamp Act, 1899**

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not

duly stamped are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **The Energy Conservation (Amendment) Act, 2022**

The Energy Conservation Act, 2001 was enacted to provide for efficient use of energy, its conservation and for matters connected therewith and/ or incidental thereto. The amended Act provides for regulation of energy consumption by equipment, appliances, vehicles, vessels, industrial units, buildings or establishments that consume, generate, transmit or supply energy. With special focus on promotion of new and renewable energy and the National Green Hydrogen Mission, the amendment seeks to (i) facilitate the achievement of “Panchamrit” — the five nectar elements presented by India in COP-26 (Conference of Parties -26) in Glasgow 2021.

In addition to facilitating the achievement of ‘Panchamrit’, the amended Act aims to promote renewable energy and develop the domestic carbon market to combat climate change and introduce new concepts such as carbon trading and mandate the use of non-fossil sources to ensure faster decarbonisation and help achieve sustainable development goals in line with the Paris Agreement and various other actions related to climate change.

## **INTELLECTUAL PROPERTY RELATED LEGISLATIONS**

In general, the Intellectual Property Rights include but are not limited to the following enactments:

- Trademarks Act, 1999
- Indian Copyright Act, 1957

### **Trade Marks Act, 1999 (“Trade Marks Act”)**

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

### **Copyright Act, 1957**

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

## **OTHER LAWS**

### **Municipality Laws**

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health

including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

### **Police Laws**

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

### **Approvals from Local Authorities**

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated under the name “*Leo Dryfruits & Spices Trading Private Limited*” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated November 16, 2019, issued by the Registrar of Companies, Central registration Centre. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Leo Dryfruits & Spices Trading Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 20, 2023. The fresh certificate of incorporation consequent to conversion was issued on July 07, 2023, by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Centralised Processing Centre. The Corporate Identification Number of our Company is U10799MH2019PLC333102.

Mr. Parth Ashish Mehta and Ashish Jaswantrai Mehta were the initial subscribers to the Memorandum of Association of our Company. Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta are the current promoters of the company. For further details of our promoter please refer the chapter titled “*Our Promoters and Promoter Group*” beginning on page 181.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 126, 166, 187 and 222 respectively.

Our Company has 72 (Seventy-Two) shareholders as on the date of filing of this Prospectus.

### CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
A/1082, A Wing, Clover Regency, Ramji Ashar Lane, Ghatkoper (East), Mumbai- 400077	A 812, MIDC, Khairane, Thane, Belapur Rd, TTC Industrial Area, Koperkhairane, Navi Mumbai- 400705	June 01, 2023	Administrative convenience

### MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on business of import, export, processing, manufacturing, packing, re-packing, trading in, purchase, sell and to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion agents, distributors, act as stockiest or otherwise in any other manner deal in all types of food and food products, organic and non-organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods especially dryfruits and spices including all the types of masalas and masala mixes.
2. To carry on the business in India and elsewhere to deal in all types, descriptions, tastes, uses and packs of consumer food items their by-products, ingredients, derivatives, residues, including instant foods, namkeen, packs of spices used in vegetarian and non-vegetarian preparation of foods, fried foods, semi-fried foods, dairy product, ghee and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.
3. To construct, build, establish, erect, promote, undertake, acquire, own, operate, acquire, lease, sale, purchase, own, equip, manage, renovate, reconstruct, develop, set up, maintain, keep, operate and run multiple food processing units, cold storage unit, multipurpose cold storage, storage chambers, ice chambers, Godowns, warehouse, refrigeration houses and freezing houses for storing, warehousing, keeping, preserving of all kinds of seeds, spices, dry fruits and any other food products.

**AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE LAST TEN YEARS**

The following changes have been made in the Memorandum of Association of our Company since last ten years:

<b>Date of Meeting</b>	<b>Type</b>	<b>Nature of Amendment</b>
January 21, 2022	EOGM	<b><u>Clause V of our Memorandum of Association was amended to reflect:</u></b>  Increase in Authorised Share Capital of the company from ₹10,00,000/- divided into 1,00,000 Equity Shares of ₹10/- each to ₹ 2,00,00,000/- divided into 20,00,000 Equity Shares of ₹10/- each.
April 27, 2022	EOGM	<b><u>Clause V of our Memorandum of Association was amended to reflect:</u></b>  Split/Sub Division of Equity Shares from ₹10/- each into ₹1/- each.
November 24, 2022	EOGM	<b><u>Clause V of our Memorandum of Association was amended to reflect:</u></b>  Consolidation of Shares from ₹1/- each into ₹10/- each.
July 19, 2023	EOGM	<b><u>Clause V of our Memorandum of Association was amended to reflect:</u></b>  Increase in Authorised Share Capital of the company from ₹2,00,00,000/- divided into 20,00,000 Equity Shares of ₹ 10/- each to ₹25,00,00,000/- divided into 2,50,00,000 Equity Shares of ₹10/- each.
June 20, 2023	EOGM	<b><u>Alteration in Name Clause:</u></b>  Change in the name clause from “ <i>Leo Dryfruits &amp; Spices Trading Private Limited</i> ” to “ <i>Leo Dryfruits &amp; Spices Trading Limited</i> ”
May 06, 2024	EOGM	<b><u>Alteration in Object Clause:</u></b>  Change in main object of company from “ <i>(1) To carry on business of Import, Export, Processing, Packing, Re-Packing, Trading in, Purchase, Sell and to act as Mercantile Agents, Clearing and Forwarding Agents, Brokers, Consignors, Consignees, Conversion Agents, Distributors, act as Stockiest or otherwise in any other manner deal in all types of food and food products, organic and non-organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods especially Dry fruits and Spices including all the types of masalas and masala mixes.</i> ” To  <ol style="list-style-type: none"> <li>1. “<i>To carry on business of Import, Export, Processing, Manufacturing, Packing, Re-Packing, Trading in, Purchase, Sell and to act as Mercantile Agents, Clearing and Forwarding Agents, Brokers, Consignors, Consignees, Conversion Agents, Distributors, act as Stockiest or otherwise in any other manner deal in all types of food and food products, organic and non-organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods especially Dry fruits and Spices including all the types of masalas and masala mixes.</i></li> <li>2. <i>To carry on the business in India and elsewhere to deal in all types, descriptions, tastes, uses and packs of consumer food items their by-products, ingredients, derivatives, residues, including instant foods, namkeen, packs of spices used in vegetarian and non-vegetarian preparation of foods, fried foods, semi-fried foods, dairy product, ghee and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.</i></li> <li>3. <i>To construct, build, establish, erect, promote, undertake, acquire, own, operate, acquire, lease, sale, purchase, own, equip, manage, renovate, reconstruct, develop, set up, maintain, keep, operate and run multiple food processing units, cold storage unit, multipurpose cold storage, storage chambers, ice chambers, Godowns,</i></li> </ol>

Date of Meeting	Type	Nature of Amendment
		<i>warehouse, refrigeration houses and freezing houses for storing, warehousing, keeping, preserving of all kinds of seeds, spices, dry fruits and any other food products.”</i>

#### **MAJOR EVENTS IN THE HISTORY OF OUR COMPANY**

Year	Key Events/Milestones/Achievements
2019	Incorporation of our Company as private limited company
2022	Received FSSAI License from Food and Drug Administration Food Safety and Standards Authority of India License under FSS Act, 2006
2023	Conversion of our Company from Private Limited to Public Limited Company

#### **SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS**

We do not have any financial or strategic partnerships as on the date of this Prospectus except as disclosed in chapter titled “*Our Business*” beginning on page 126.

#### **TIME/COST OVERRUN IN SETTING UP PROJECTS**

There has been no time and cost overruns in the Company as on date of this Prospectus.

#### **LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES**

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 126.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS**

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Prospectus.

#### **AWARDS, ACCREDITATIONS OR RECOGNITION**

Our Company has not received any awards as on date of this Prospectus.

#### **OUR HOLDING COMPANY**

As on the date of this Prospectus, our Company does not have any Holding Company.

#### **OUR SUBSIDIARY COMPANY**

As on the date of this Prospectus, our Company does not have any Subsidiary Company.

#### **ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

#### **SHAREHOLDERS' AGREEMENT**

Our Company has not entered into any Shareholders Agreement as on the date of this Prospectus.

#### **CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS**

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

### **JOINT VENTURES**

Except as disclosed in chapter titled “*Our Business*” beginning on page 126, there are no joint ventures of our Company as on the date of this Prospectus.,

### **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE**

Neither our Promoters, nor any of the Key Managerial Personnel, Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

### **MATERIAL AGREEMENTS**

Except as disclosed under chapter titled “*Our Business*” on page 127 and below, we have not entered into any material agreement / contract as on the date of this Prospectus.

Our Company has entered into a Trademark License Agreement dated July 01, 2022 with M/s J Ketankumar & Co. (Proprietorship firm of one of our promoters, Mr. Ketan Sobhagchand Shah) to use the trademark “Vandu” and carry business by means of Royalty of fixed amount of ₹ 25,000/- per annum.

### **DETAILS OF GUARANTEES GIVEN TO THIRD PARTIES BY OUR PROMOTERS**

For details of guarantees given by our Promoters in relation to the credit facilities availed by our Company, see ‘*Financial Indebtedness*’ on page 219.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Prospectus, our Company has 6 (Six) Directors on the Board, 1 (One) as Chairman & Managing Director, 1 (One) as Whole Time Director, 1 (One) as Non-Executive Director, 3 (Three) as Non-Executive Independent Directors including 2 (Two) Woman Director in our Board. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act 2013 and the SEBI (LODR) Regulations.

The following table sets forth details regarding our Board as on the date of this Prospectus:

Sr. No.	Name of the Director	DIN	Designation
1.	Mr. Kaushik Sobhagchand Shah	09484633	Chairman and Managing Director
2.	Mr. Ketan Sobhagchand Shah	07503685	Whole Time Director
3.	Mr. Parth Ashish Mehta	08613325	Non-Executive Director
4.	Mr. Ankit Kumar	08346490	Non-Executive Independent Director
5.	Ms. Purvi Mahesh Gupta	10208800	Non-Executive Independent Director
6.	Ms. Satinder Kaur Sehra	10234804	Non-Executive Independent Director

The details of the Directors are as mentioned in the below table:

Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re-appointment	Other Directorships
<b>Name:</b> Mr. Kaushik Sobhagchand Shah <b>Age:</b> 57 Years <b>Date of Birth:</b> May 13, 1967 <b>Designation:</b> Chairman and Managing Director <b>Address:</b> B-401, Tulsi CHS, Plot No – 133/134, Near Tilak College Sector-28, Vashi, Navi Mumbai, Thane, Maharashtra – 400703, India <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Term:</b> Re-designated as Chairman and Managing Director for a period of 5 (five) years with effect from September 01, 2023 <b>DIN:</b> 09484633	Appointed as Additional Director of the Company w.e.f., January 25, 2022. Re-designated as Executive Director with effect from September 30, 2022. Re-designated as Chairman and Managing Director for a period of 5 (five) years with effect from September 01, 2023	NIL
<b>Name:</b> Mr. Ketan Sobhagchand Shah <b>Age:</b> 57 Years <b>Date of Birth:</b> May 13, 1967	Appointed as Additional Director of the Company w.e.f., January 25, 2022.	<ul style="list-style-type: none"> <li>• Bombay Mudibazar Kariana Merchants Association</li> <li>• Navi Mumbai Merchants Chamber</li> </ul>

<b>Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN</b>	<b>Date of Appointment/ Re-appointment</b>	<b>Other Directorships</b>
<p><b>Designation:</b> Whole Time Director</p> <p><b>Address:</b> Shreenathjee CHS, 3 Floor, Flat no. 6, Plot no. 4, Behind Mari Mai Temple Sector – 14, Navi Mumbai, Vashi, Thane, Maharashtra– 400703, India.</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Re-designated as Whole Time Director for a period of 5 (five) years with effect from September 01, 2023 subject to liable to retire by rotation.</p> <p><b>DIN:</b> 07503685</p>	<p>Re-designated as Executive Director with effect from September 30, 2022.</p> <p>Re-designated as Whole Time Director for a period of 5 (five) years with effect from September 01, 2023</p>	
<p><b>Name:</b> Mr. Parth Ashish Mehta</p> <p><b>Age:</b> 26 Years</p> <p><b>Date of Birth:</b> April 10, 1998</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 901, 9 Crystal, 60ft Road, R.B. Mehta Marg, Next to Anant Chhaya Derasar, Ghatkopar (East), Mumbai, Mumbai Suburban, Maharashtra – 400077, India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Liable to retire by rotation.</p> <p><b>DIN:</b> 08613325</p>	<p>Appointed as First Director of the Company w.e.f., November 16, 2019</p> <p>Re-designated as Non-executive Director with effect from September 01, 2023</p>	<p><b>NIL</b></p>
<p><b>Name:</b> Mr. Ankit Kumar</p> <p><b>Age:</b> 34 Years</p> <p><b>Date of Birth:</b> November 01, 1990</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> 1801, Cypress Building, Adhiraj Gardens, Near Utsav Chowk Sector 5, Kharghar, Raigarh, Maharashtra - 410210, India.</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p>	<p>Appointed as Additional Director of the Company on September 01, 2023</p> <p>Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p>	<p><b>NIL</b></p>

Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re-appointment	Other Directorships
<p><b>Term:</b> Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p> <p><b>DIN:</b> 08346490</p> <p><b>Name:</b> Ms. Purvi Mahesh Gupta</p> <p><b>Age:</b> 34 Years</p> <p><b>Date of Birth:</b> March 26, 1990</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> Flat No. 1509, Building No 7 Highland Park, Kolshet Roa, Behind D Mart, Thane West, Thane, Maharashtra – 400607, India</p> <p><b>Occupation:</b> Service</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p> <p><b>DIN:</b> 10208800</p>	<p>Appointed as Additional Director of the Company on September 01, 2023</p> <p>Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p>	NIL
<p><b>Name:</b> Ms. Satinder Kaur Sehra</p> <p><b>Age:</b> 47 Years</p> <p><b>Date of Birth:</b> September 29, 1977</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> A/104, Presidential Tower, L.B.S. Marg, Opp. R City Mall, Mumbai, Ghatkopar West, Mumbai, Maharashtra – 400086, India</p> <p><b>Occupation:</b> Home Maker</p> <p><b>Nationality:</b> Indian</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p> <p><b>DIN:</b> 10234804</p>	<p>Appointed as Additional Director of the Company on July 28, 2023</p> <p>Appointed as Non-Executive Independent Director with effect from September 30, 2023 for a period of 5 years</p>	NIL

#### BRIEF PROFILE OF OUR DIRECTORS

**Mr. Kaushik Sobhagchand Shah**, aged 57 years, is the Promoter, Chairman and Managing Director of our Company. He has completed his Bachelor of Commerce from the University of Bombay in the year 1987. He has experience of 26 years

in his sole proprietorship business, K. Sobhagchand Co. in the field of dryfruits and spices business. He has been associated with our company since January 25, 2022 as director and has been re designated as Chairman and Managing Director w.e.f., September 01, 2023. He ensures consistent supply of premium quality products, allowing the company to meet and exceed customer expectations. He has a wide knowledge in marketing and finance activities and looks after financial, compliance and marketing activities of the company. He plays a pivotal role in business planning and development along with the overall management of the Company. He drives the organization's goals and visions with a keen eye on industry trends and business strategies.

**Mr. Ketan Sobhagchand Shah**, aged 57 years, is Promoter and the Whole Time Director of our Company. He has completed his Bachelor of Commerce from the University of Bombay in the year 1987. He has experience of 9 years in his sole proprietorship business, J. Ketankumar Co. in the field of dryfruits and spices business. He has been associated with our company since January 25, 2022 as director and has been re designated as Whole Time Director w.e.f., September 01, 2023. Through his domestic sourcing initiatives and by building strong relationships with local customers, he has significantly increased brand's market penetration. He has been instrumental in the company's retail segment growth. He looks after the management and operations of the company. He is responsible for the entire management and administration of the Company.

**Mr. Parth Ashish Mehta**, aged 26 years, is the Promoter and Non- executive Director of our Company. He has completed his Bachelor of Science in Animation with a concentration in Visual Effects from The Los Angeles Film School in the year 2022. He has been associated with our company since inception. He has worked as a Chief Executive Officer in OneDesign Marketing Private Limited for a period of approx. 2 years. He has an experience of two years in his sole proprietorship business, Evolve Brand Development Solutions, in the field of branding and related services. His focus lies in crafting innovative digital strategies specifically designed to expand company's presence in the B2C (Business-to-Consumer) segment. This involves not only increasing market penetration but also establishing a strong foothold in the modern retail space for spices, dry fruits and frozen/semi fried products. His combined skillset in design, marketing, and advertising positions him as a valuable asset in driving "Vandu" and "FRYD" brand growth.

**Mr. Ankit Kumar**, aged 34 years, is the Non-Executive Independent Director of our Company. He has graduated in B. Tech (Applied Petroleum Engineering) from University of Petroleum & Energy Studies in the year 2012. He has completed his post graduate programme in securities market through National Institute of Securities Market in the year 2019. He has an experience of 4 years as quality operations support manager in Schlumberger Asia Services Limited.

**Ms. Purvi Mahesh Gupta**, aged 34 years, is the Non-Executive Independent Director of our Company. She holds a Master's Degree in Commerce from University of Mumbai qualified in the year 2012. She also holds a master's degree in Management Studies Commerce from University of Mumbai qualified in the year 2016. She has experience of 4 years in VSS & Associates, Chartered Accountants in the field of accounting, auditing and GST related work.

**Ms. Satinder Kaur Sehra**, aged 47 years, is the Non-Executive Independent Director of our Company. She holds a Bachelor's Degree in Arts from University of Mumbai qualified in the year 1998. She has post graduate diploma in marketing and sales management from Bhartiya Vidya Bhavan in year 1999. She is a homemaker and has been associated with our Company w.e.f. September 30, 2023.

#### **DETAILS OF DIRECTORSHIP IN COMPANIES SUSPENDED OR DELISTED**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

#### **RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL**

None of our Directors are related to each other as per Section 2(77) of the Companies Act, 2013, except as mentioned below:

- Mr. Kaushik Sobhagchand Shah and Mr. Ketan Sobhagchand Shah are related to each other as brothers.
- Mr. Kaushik Sobhagchand Shah and Smeet Kaushik Shah are related to each other as father and son.
- Mr. Ketan Sobhagchand Shah and Mr. Lav Ketan Shah are related to each other as father and son.
- Mr. Ketan Sobhagchand Shah Jenish Ketan Shah and are related to each other as father and son.
- Mr. Jenish Ketan Shah and Mr. Lav Ketan Shah are related to each other as brothers.

### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS**

There are no arrangements or understandings with the major shareholders, customers, suppliers or others, pursuant to which any of our directors was appointed or selected as a director.

### **SERVICE CONTRACTS**

The directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **DETAILS OF BORROWING POWERS**

Pursuant to a special resolution passed at an Extra-Ordinary General Meeting of our Company held on May 06, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow monies from time to time, with or without security, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 20,000.00 Lakhs.

### **TERMS OF APPOINTMENT AND REMUNERATION OF EXECUTIVE DIRECTORS**

#### **Mr. Kaushik Sobhagchand Shah**

Mr. Kaushik Sobhagchand Shah, has been director of the Company since January 25, 2022 and has been re designated as Chairman and Managing Director vide board resolution dated September 01, 2023. The details of his remuneration as revised by our Board on September 01, 2023 and Shareholder's on September 30, 2023 for a period of five years, are as stated below:

<b>Particulars</b>	<b>Terms of remuneration</b>
<b>Remuneration</b>	₹ 12.00 Lakhs per annum.
<b>Other benefits</b>	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

#### **Mr. Ketan Sobhagchand Shah**

Mr. Ketan Sobhagchand Shah, has been director of the Company since January 25, 2022 and has been re designated as Whole-time director vide Board resolution dated September 01, 2023. The details of his remuneration as revised by our Board on September 01, 2023 and Shareholder's on September 30, 2023 for a period of five years, are as stated below:

<b>Particulars</b>	<b>Terms of remuneration</b>
<b>Remuneration</b>	₹ 12.00 Lakhs per annum.
<b>Other benefits</b>	The director shall be entitled to reimbursement of expenses as decided by Board of Directors of Company from time to time and variable pay to be paid as decided from time to time and other terms and conditions of his employment be decided from time to time.

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and

any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force). The Remuneration paid to the Directors during the last F.Y. 2023 - 24 is as follows:

(₹ in Lakhs)

Sr. No.	Name	Designation	Remuneration paid
1.	Mr. Kaushik Sobhagchand Shah	Chairman & Managing Director	12.00
2.	Mr. Ketan Sobhagchand Shah	Whole Time Director	12.00*

\*Paid in the capacity of Whole- time director and CFO.

## SITTING FEES

Pursuant to the resolution passed by the Board of Directors of our Company on April 22, 2024, the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹ 5,000/- with effect from April 22, 2024 for attending every meeting of Board and committees thereof.

## REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARIES OR ASSOCIATES

As on the date of this Prospectus, we do not have any subsidiaries or associates.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

## BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

## SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our directors as on the date of this Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	% of pre issue paid up capital	% of post issue paid up capital
1.	Mr. Kaushik Sobhagchand Shah	23,58,580	18.06%	13.18%
2.	Mr. Ketan Sobhagchand Shah	20,45,050	15.66%	11.43%
3.	Parth Ashish Mehta	22,59,250	17.30%	12.63%

## INTEREST OF OUR DIRECTORS

All our directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof payable to them.

Further our directors may be deemed to be interested to the extent of shareholding held by them in our Company or held by the entities in which they are associated as directors or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For the shareholding of the Directors, please refer chapter titled “*Our Management – Shareholding of our Directors*” on page 166.

Further, relatives of certain of our directors are also shareholders and / or employees of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company and dividends declared on the Equity Shares held by them, if any. For the payments that are made by our Company to such relatives of the Directors, see

“Restated Financial Statements – Annexure IX - Related Party Transactions” on page 187. Except mentioned in the Restated Financial Statements, no loans have been availed or extended by our directors from or to, our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

None of our Directors have any interest in any property acquired by our Company or proposed to be acquired by our Company.

Except as stated in the chapter titled “Our Business” and “Restated Financial Statements” beginning on page 126 and 187 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Except Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

#### **Other Confirmations**

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such director to become or to help such director qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

#### **CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Date of Appointment / Change in designation</b>	<b>Reason for Change</b>
1.	Mr. Kaushik Sobhagchand Shah	January 25, 2022	Appointed as Additional Executive Director
2.	Mr. Ketan Sobhagchand Shah	January 25, 2022	Appointed as Additional Executive Director
3.	Mr. Kaushik Sobhagchand Shah	September 30, 2022	Regularised as Executive Director
4.	Mr. Ketan Sobhagchand Shah	September 30, 2022	Regularised as Executive Director
5.	Ms. Satinder Kaur Sehra	July 28, 2023	Appointed as Additional Non-Executive Independent Director
6.	Mr. Ankit Kumar	September 01, 2023	Appointed as Additional Non-Executive Independent Director
7.	Ms. Purvi Mahesh Gupta	September 01, 2023	Appointed as Additional Non-Executive Independent Director
8.	Mr. Parth Ashish Mehta	September 01, 2023	Re-designated as Non-Executive Director
9.	Mr. Kaushik Sobhagchand Shah	September 01, 2023	Re-designated as Chairman& Managing Director
10.	Mr. Ketan Sobhagchand Shah	September 01, 2023	Re-designated as Whole Time Director
11.	Mr. Ashish Jaswantrai Mehta	September 01, 2023	Resignation as Director due to non-involvement in business affairs
12.	Ms. Satinder Kaur Sehra	September 30, 2023	Regularised as Non-Executive Independent Director
13.	Mr. Ankit Kumar	September 30, 2023	Regularised as Non-Executive Independent Director
14.	Ms. Purvi Mahesh Gupta	September 30, 2023	Regularised as Non-Executive Independent Director

#### **CORPORATE GOVERNANCE**

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR

Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Prospectus, our Company has Six (6) Directors, 1 (One) as Chairman & Managing Director, 1 (One) as Wholetime Director, 1 (One) as Non-executive Director and 3 (Three) as Non-Executive Independent Director including 2 (Two) Woman Directors in our Board.

## **COMMITTEES OF THE BOARD OF DIRECTORS**

Our Board of Directors presently has four (4) committees which have been constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, (iii) Nomination and Remuneration Committee, and (iv) Corporate Social Responsibility Committee.

### **Audit Committee**

Our Board has constituted the Audit Committee vide board resolution dated April 22, 2024 which was in accordance with Section 177 of the Companies Act, 2013. The audit committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Ms. Purvi Mahesh Gupta	Non-Executive Independent Director	Chairman
Mr. Ankit Kumar	Non-Executive Independent Director	Member
Mr. Kaushik Sobhagchand Shah	Managing Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions; g. Qualifications in the draft audit report;
  - (g) Qualifications in the draft audit report;

5. Reviewing with the management the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
10. Discussion with internal auditors any significant findings and follow up there on;
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
12. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, whenever it is necessary;
19. Evaluation of internal financial controls and risk management systems;
20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

*Explanation (i): The term “related party transactions” shall have the same meaning as contained in the AS 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.*

*Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.*

The Audit Committee enjoys following powers:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations; and (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

#### **Meeting of Audit Committee and Relevant Quorum**

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

#### **Stakeholders' Relationship Committee**

Our Board has constituted the Stakeholders' Relationship Committee vide board resolution dated April 22, 2024 pursuant to Section 178 of the Companies Act, 2013.

The Stakeholder's Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Ms. Satinder Kaur Sehra	Non-Executive Independent Director	Chairman
Mr. Ankit Kumar	Non-Executive Independent Director	Member
Mr. Ketan Sobhagchand Shah	Whole Time Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;

2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

#### **Meeting of Stakeholders' Relationship Committee and Relevant Quorum**

The stakeholders' Relationship committee shall meet at least four times in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

#### **Nomination and Remuneration Committee**

Our Board has constituted the Nomination and Remuneration Committee vide board resolution dated April 22, 2024 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Ms. Satinder Kaur Sehra	Non-Executive Independent Director	Chairman
Mr. Ankit Kumar	Non-Executive Independent Director	Member
Ms. Purvi Mahesh Gupta	Non-Executive Independent Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i) use the services of an external agencies, if required;
  - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

#### **Meeting of Nomination and Remuneration Committee and Relevant Quorum**

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

#### **Corporate Social Responsibility Committee**

Our Board has Constituted the Corporate Social Responsibility Committee vide Board Resolution dated April 22, 2024 pursuant to section 135 of the Companies Act, 2013.

The Corporate Social Responsibility Committee comprises of:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Kaushik Sobhagchand Shah	Chairman & Managing Director	Chairperson
Mr. Ketan Sobhagchand Shah	Whole Time Director	Member
Ms. Purvi Mahesh Gupta	Non-Executive Independent Director	Member

The scope of Corporate Social Responsibility Committee shall include but shall not be restricted to the following:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
3. To monitor the CSR policy of the Company from time to time; and
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

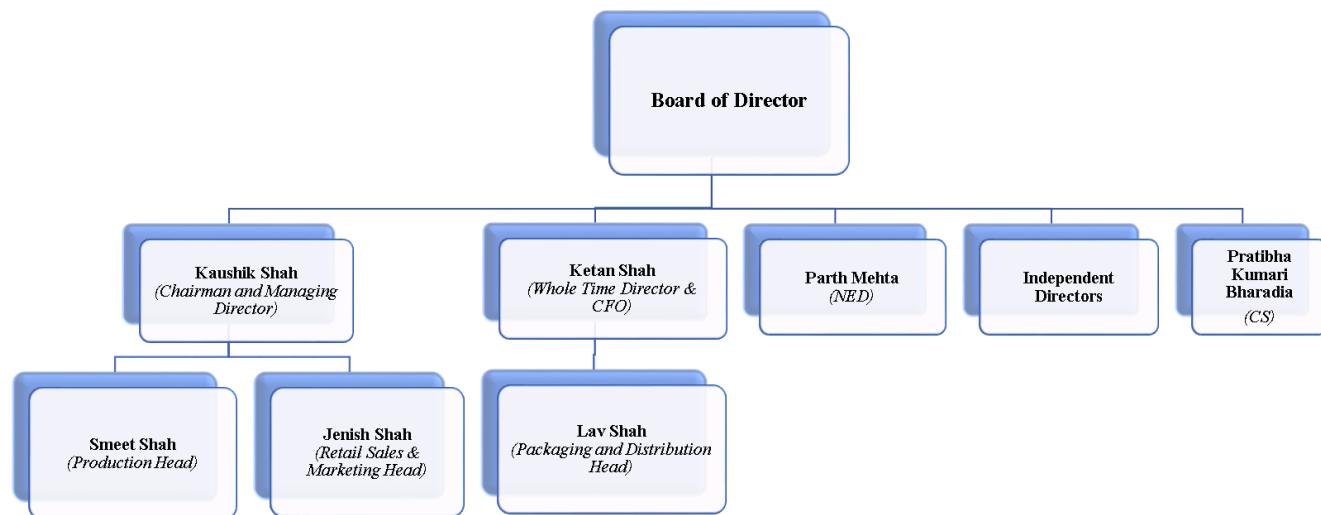
## Meeting of Corporate Social Responsibility Committee and Relevant Quorum

The quorum necessary for a meeting of the Corporate Social Responsibility Committee shall be two members or one third of the members of the committee whichever is greater. The Committee shall meet at least once in a year.

## POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME Platform. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

## ORGANIZATIONAL STRUCTURE



## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and Senior Management of our Company:

### Key Managerial Personnel of our Company:

**Mr. Kaushik Sobhagchand Shah** is the Chairman & Managing Director of the Company and **Mr. Ketan Sobhagchand Shah** is the Whole Time Director and Chief Financial Officer of the Company. For detailed profile, see para, “*Brief Profile of our Directors*” on page 166.

**Ms. Pratibha Kumari Bharadia** aged 32 years, is the Company Secretary and Compliance Officer of our Company with effect from May 21, 2024. She is an Associate member of the Institute of Company Secretaries of India. She has around 2 years of experience in secretarial compliance, legal due diligence and drafting & preparation of annual reports and related compliances. She is responsible for the Secretarial and Compliance division of our Company. She was not paid any remuneration in the Fiscal Year 2023-24.

### **Senior Management Personnel of our Company:**

In addition to the above, the details of our other Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Prospectus are set forth below:

**Mr. Jenish Ketan Shah**, aged 34 years, is the Sales Head of our company. He has completed Bachelor of Commerce from University of Mumbai in the year 2011. He has been associated with our company for 2 years since April 2022, he was paid ₹ 4.80 Lakhs as salary in the Fiscal Year 2023-24. He is responsible for managing business operations, including sales, delivery, and strategy, marketing and oversee the development and implementation of marketing strategies to achieve business goals.

**Mr. Lav Ketan Shah**, aged 29 years, is the Packaging and Marketing Head of our company. He has completed his Bachelor of Commerce from University of Mumbai in the year 2016. He has been associated with our company for past 2 years since April 2022, he was paid ₹ 4.80 Lakhs as salary in the Fiscal Year 2023-24. He is responsible to set specification for production and packaging along with designing the package of all products.

**Mr. Smeet Kaushik Shah**, aged 34 years, is the Production Head of our company. He has completed his Bachelor of Commerce from University of Mumbai in the year 2011. He has been associated with our company for past 2 years since April 2022, he was paid ₹ 4.80 Lakhs as salary in the Fiscal Year 2023-24. He is responsible for the overall production management of our company.

### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

Our key managerial personnel or senior management have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

### **RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

None of our Key Managerial Personnel and Senior Management are related to each other. Except as mentioned below:

- Mr. Kaushik Sobhagchand Shah and Mr. Ketan Sobhagchand Shah are related to each other as brothers.
- Mr. Kaushik Sobhagchand Shah and Smeet Kaushik Shah are related to each other as father and son.
- Mr. Ketan Sobhagchand Shah and Mr. Lav Ketan Shah are related to each other as father and son.
- Mr. Ketan Sobhagchand Shah Jenish Ketan Shah and are related to each other as father and son.
- Mr. Jenish Ketan Shah and Mr. Lav Ketan Shah are related to each other as brothers.

### **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our key managerial personnel or senior management have been selected as the key managerial personnel or senior management of our Company.

### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

There is no contingent or deferred compensation payable to our key managerial personnel and senior management, which form part of their remuneration.

### **BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT**

There is no profit-sharing plan for the key managerial personnel or senior management. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

### **STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

All our key managerial personnel and senior management are permanent employees of our Company.

## SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT

Except for the following, none of our KMPs or senior management hold any shares of our Company as on the date of this Prospectus.

Sr. No.	Name of the Director	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
2.	Mr. Kaushik Sobhagchand Shah	Managing Director	23,58,580	18.06%
3.	Mr. Ketan Sobhagchand Shah	Whole Time Director and CFO	20,45,050	15.66%

## CHANGES IN OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS PROSPECTUS

The changes in our key managerial personnel and senior management during the three years immediately preceding the date of filing of this Prospectus are set forth below:

Name	Designation	Date of Appointment/Change in designation	Reason for Change
Pavan Kumar Gupta	Company Secretary & Compliance Officer	September 25, 2023	Appointed as Company Secretary and Compliance Officer
Pavan Kumar Gupta	Company Secretary & Compliance Officer	November 08, 2023	Resigned as Company Secretary and Compliance Officer
Sonia Jain	Company Secretary & Compliance Officer	November 15, 2023	Appointed as Company Secretary and Compliance Officer
Mr. Ketan Sobhagchand Shah	Chief Financial Officer	September 01, 2023	Appointed as Chief Financial Officer
Mr. Kaushik Sobhagchand Shah	Chairman & Managing Director	September 01, 2023	Re-designated as Chairman & Managing Director
Mr. Ketan Sobhagchand Shah	Whole Time Director	September 01, 2023	Re-designated as Whole Time Director
Mr. Jenish Ketan Shah	Senior Management Personnel	April 22, 2024	Designated as Senior Management Personnel
Mr. Lav Ketan Shah	Senior Management Personnel	April 22, 2024	Designated as Senior Management Personnel
Mr. Smeet Kaushik Shah	Senior Management Personnel	April 22, 2024	Designated as Senior Management Personnel
Sonia Jain	Company Secretary & Compliance Officer	April 30, 2023	Resigned as Company Secretary and Compliance Officer
Ms. Pratibha Kumari Bharadia	Company Secretary & Compliance Officer	May 21, 2024	Appointed as Company Secretary and Compliance Officer

## ATTRITION OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The attrition of key managerial personnel and senior management is not high in our Company compared to the industry.

## EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Prospectus.

## PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

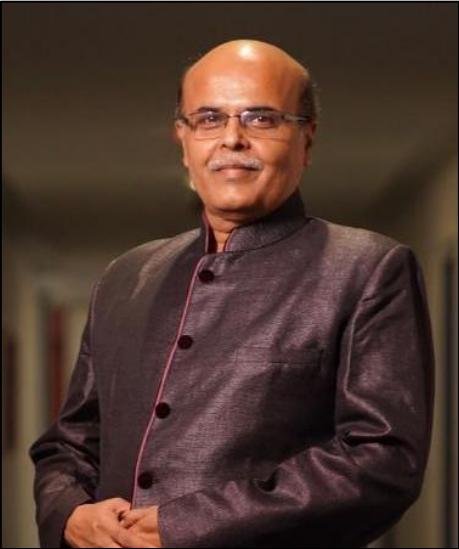
No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

## OUR PROMOTER AND PROMOTER GROUP

Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta are the Promoters of our Company.

As on the date of this Prospectus, our Promoters holds 66,62,880 Equity Shares which constitute 51.01 % of the issued and paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of our post- Issue paid-up equity share capital of our Company.

### DETAILS OF OUR PROMOTERS

<b>Mr. Kaushik Sobhagchand Shah</b>	
	<p><b>Mr. Kaushik Sobhagchand Shah</b>, aged 57 years, is the Promoter, Chairman and Managing Director of our Company. For the complete profile of our promoter, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "<i>Our Management</i>" on page 166.</p> <p><b>Date of Birth:</b> May 13, 1967</p> <p><b>PAN:</b> AFBPS3957G</p> <p><b>Residential Address:</b> B-401, Tulsi CHS, Plot No – 133/134, Near Tilak College Sector-28, Vashi, Navi Mumbai, Thane, Maharashtra – 400703, India.</p> <p><b>Other Interests:</b></p> <ul style="list-style-type: none"><li>• M/s Sobhagchand &amp; Sons</li><li>• M/s K.K. Corporation</li><li>• K Sobhagchand Co (Proprietorship Firm)</li></ul>
<b>Mr. Ketan Sobhagchand Shah</b>	
	<p><b>Mr. Ketan Sobhagchand Shah</b>, aged 57 years, is the Promoter and Whole-time Director of our Company. For the complete profile of our promoter, along with details of her educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "<i>Our Management</i>" on page 166.</p> <p><b>Date of Birth:</b> May 13, 1967</p> <p><b>PAN:</b> AINPS3514N</p> <p><b>Residential Address:</b> Shreenathjee CHS, 3 Floor, Flat no. 6, Plot no. 4, Behind Mari Mai Temple Sector – 14, Navi Mumbai, Vashi, Thane, Maharashtra– 400703, India.</p> <p><b>Other Interests:</b></p> <ul style="list-style-type: none"><li>• M/s Sobhagchand &amp; Sons</li><li>• M/s K.K. Corporation</li><li>• J Ketankumar Co. (Proprietorship Firm)</li></ul>

### Mr. Parth Ashish Mehta



**Mr. Parth Ashish Mehta**, aged 26 years, is the Promoter and Non-Executive Director of our Company. For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “*Our Management*” on page 166.

**Date of Birth:** April 10, 1998

**PAN:** CASPM6761Q

**Residential Address:** 901, 9 Crystal, 60ft Road, R.B. Mehta Marg, Next to Anant Chhaya Derasar, Ghatkopar (East), Mumbai, Mumbai Suburban, Maharashtra – 400077, India

**Other Interests:**

- Leo Infra Development Private Limited
- Evolve Brand Development Solutions

### DECLARATION

We confirm that the Permanent Account Number, Bank Account Number, Aadhar Card Number, Passport Number and Driving License of the Promoters which are available have been submitted to BSE at the time of filing of Draft Red Herring Prospectus with them.

### CHANGE IN CONTROL OF OUR COMPANY

Mr. Parth Ashish Mehta and Ashish Jaswantrai Mehta were the initial subscribers to the Memorandum of Association of our Company. Mr. Kaushik Sobhagchand Shah and Mr. Ketan Sobhagchand Shah acquired shares through transfer and other mode of capital restructuring in past. Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta are current promoters of the company. For details of the shareholding acquired by the current promoters of our Company refer the capital buildup of our Promoter under chapter “*Capital Structure*” beginning on page 70.

### INTEREST OF OUR PROMOTERS AND COMMON PURSUITS

Our Promoters do not have any interest in our Company except to the extent of remuneration payable / paid, royalty on intellectual properties owned by them but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 70, 187 and 166.

#### ***Interest in Promotion of Our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares in our Company. For details regarding the shareholding of our Promoters in our Company, see the chapter titled “*Capital Structure*” on page 70.

#### ***Interest in the property of our Company***

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the date of filing of the Prospectus. Our Promoters are not interested in any transaction in acquisition of land,

construction of building or supply of machinery.

#### **Other Interest of Promoters**

Our Promoters are interested to the extent of their shareholding and shareholding of their relatives in our Company. Our Promoter Mr. Kaushik Sobhagchand Shah, who is also the Managing Director and Mr. Ketan Sobhagchand Shah who is also Whole-time Directors of our Company may be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them. Our Promoters may also be deemed interested to the extent of any unsecured loan given/taken by them to/from our Company.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please see chapter titled "*Restated Financial Statements*" beginning on page 187.

#### **PAYMENTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS**

Except as stated in the chapter titled "*Restated Financial Statements*" beginning on page 187, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Prospectus nor is there any intention to pay or give any amount or benefit to our Promoter or members of our Promoter Group.

#### **MATERIAL GUARANTEES**

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

#### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

##### **A. Natural Persons who are Part of the Promoter Group**

As per Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

<b>Relationship</b>	<b>Name of the Relatives</b>		
	<b>Kaushik Sobhagchand Shah</b>	<b>Ketan Sobhagchand Shah</b>	<b>Parth Ashish Mehta</b>
Father	Late Sobhagchand Amichand Shah	Late Sobhagchand Amichand Shah	Ashish Jaswantrai Mehta
Mother	Late Vijayaben Sobhagchand Shah	Late Vijayaben Sobhagchand Shah	Hetal Ashish Mehta
Spouse	Rita Kaushik Shah	Rupa Ketan Shah	Nishita Parth Mehta
Brother	Ketan Sobhagchand Shah	Kaushik Sobhagchand Shah	-
Sister	Bhavna Devesh Shah Sadhana Kamlesh Shah	Bhavna Devesh Shah Sadhana Kamlesh Shah	-
Son	Smeet Kaushik Shah	Jenish Ketan Shah Lav Ketan Shah	-
Daughter	Akshita Kaushik Shah	-	-
Spouse's Father	Late Prataprai Ratilal Mehta	Late Rameshchandra Sokharchand Chunilal Shah	Manish Laxmichand Shah
Spouse's Mother	Bhanumati Prataprai Mehta	Manorama Rameshchandra Shah	Swapna Manish Shah

Relationship	Name of the Relatives			
	Kaushik Shah	Sobhagchand Shah	Ketan Sobhagchand Shah	Parth Ashish Mehta
Spouse's Brother	Prashant P Mehta Chandresh Prataprai Mehta		Gopal Rameshchandra Shah	-
Spouse's Sister	-	-	-	-

**B. Corporate Entities or Firms forming part of the Promoter Group**

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity/Company
1.	Leo Infra Development Private Limited
2.	OneDesin Marketing Private Limited
3.	Fortunext Packaging Private Limited
4.	Shubhshagun Packaging Private Limited
5.	B.J. Brothers
6.	B.J. Kamal Enterprises
7.	Surplus International
8.	Leo Global
9.	Leo Consultation
10.	Evolve Brand Development Solutions
11.	M/s Sobhagchand & Sons
12.	M/s K.K. Corporation
13.	J Ketankumar Co. (Proprietorship Firm)
14.	K Sobhagchand Co (Proprietorship Firm)
15.	V S Spices

**COMPANIES / FIRMS FROM WHICH THE PROMOTERS HAVE DISASSOCIATED THEMSELVES IN THE LAST (3) THREE YEARS**

Except as mentioned below, none of our Promoters has disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Prospectus.

S. No.	Name of Disassociated entities	Name of Promoter(s)	Date of disassociation	Reasons
1.	OneDesin Marketing Private Limited	Parth Ashish Mehta	March 25, 2023	Resignation from directorship

## **OUR GROUP COMPANY**

The definition of '*Group Companies*' as per the SEBI ICDR Regulations, shall include such companies (other than promoters(s), and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated May 27, 2024, our Group Companies includes:

- (a) Those companies which are identified as companies, with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards.
- (b) All companies which are considered material by the Board of Directors.

Accordingly, based on the parameters outlined above, our Company does not have any group company as on the date of this Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see *Risk Factors – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.*

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

**SECTION VII – FINANCIAL INFORMATION**

**RESTATED FINANCIAL STATEMENTS**

<b>Sr No.</b>	<b>Particulars</b>	<b>Page No</b>
1.	Restated Financial Statements	188-216

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**INDEPENDENT AUDITORS' REPORT ON RESTATED FINANCIAL INFORMATION**  
**(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)**

**To,**  
**The Board of Directors,**  
**LEO DRYFRUITS AND SPICES TRADING LIMITED**

Dear Sir,

We have examined the attached Restated Audited Financial Information of Leo Dryfruits and Spices Trading Limited (*hereinafter referred as “the Company” which was incorporated pursuant to conversion of “Leo Dryfruits and Spices Trading Private Ltd* comprising the Restated Audited Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 & March 31, 2022. the Restated Audited Statement of Profit & Loss, the Restated Audited Cash Flow Statement for the Stub Period ended on September 30, 2024 and financial year ended March 31, 2024, March 31, 2023 & March 31, 2022, the Summary statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Information) as approved by the Board of Directors in their meeting held on December 16, 2024. for the purpose of inclusion in the Offer Document, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) and prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“ICDR Regulations”) as amended (ICDR Regulations”); and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“SEBI”);
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”).

The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the offer document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Chennai in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company for the Stub Period ended on September 30, 2024 and financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 on the basis of preparation stated in ANNEXURE – IV to the Restated Financial Information. The Board of Directors of the company’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined such Restated Financial Information taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 15, 2024. in connection with the proposed IPO of equity shares of the Company; The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- b) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and ,
- c) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

These Restated Financial Information have been compiled by the management from:

- a) Audited Financial Statement for the Stub Period ended on September 30, 2024 and financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India and which have been approved by the board of directors.
- b) We have audited the special purpose financial information of the Company for the Period ended September 30, 2024 prepared by the Company in accordance with the AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report December 16, 2024 on these special-purpose financial information to the Board of Directors who have approved these in their meeting held on December 16, 2024.

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by the statutory Auditor Ratan Chand & Co. LLP & R S Joisar & Company (the "Statutory Auditors") dated December 13, 2024, August 08, 2024, September 04, 2023 & September 09, 2022 for the Stub Period ended on September 30, 2024 and Financial Year ended on March 31, 2024; March 31, 2023 & March 31, 2022 respectively.
- b) The audit was conducted by the Company's statutory auditor, and accordingly reliance has been placed on the statement of assets and liabilities and statements of profit and loss, the Significant Accounting Policies, and other explanatory information and (collectively, the Audited Financial Statement") examined by them for the said years.

The modification in restated financials were carried out based on the modified reports, if any, issued by statutory auditor which is giving rise to modifications on the financial statements as at and for the Stub Period ended on September 30, 2024 and Years ended March 31, 2024, March 31, 2023 & March 31, 2022. There is no qualification of statutory auditor for the Stub Period ended on September 30, 2024 and Financial Statement of March 31, 2024, March 31, 2023 & March 31, 2022.

The audit reports on the financial statements were modified and included following matter(s) giving rise to modifications on the financial statements as at and for the Stub Period ended on September 30, 2024 and Year ended on March 31, 2024, March 31, 2023 & March 31, 2022:-

- a) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Information or Restated Summary Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments;
- c) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
- d) There were no qualifications in the Audit Reports issued by Ratan Chand & Co. LLP & R S Joisar & Company for the Stub Period ended on September 30, 2024 and Year Ended on March 31, 2024, March 31, 2023 & March 31, 2022 which would require adjustments in this Restated Financial Statements of the Company;
- e) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this report;
- f) Adjustments in Restated Financial Information or Restated Summary Financial Statement have been made in accordance with the correct accounting policies,
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Information or Restated Summary Financial Statement;
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement.
- i) The Company has not paid any dividend since its incorporation.
- j) The related party transaction for purchase & sales of services entered by the company are at arm's length.

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

- a) The “Restated Statement of Assets and Liabilities” as set out in ANNEXURE – I to this report, of the Company as at Stub Period ended on September 30, 2024 and Year Ended on March 31, 2024, March 31, 2023 & March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.
- b) The “Restated Statement of Profit and Loss” as set out in ANNEXURE – II to this report, of the Company for Stub Period ended on September 30, 2024 and Year Ended on March 31, 2024, March 31, 2023 & March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.
- c) The “Restated Statement of Cash Flow” as set out in ANNEXURE – III to this report, of the Company for the Stub Period ended on September 30, 2024 and Year Ended on March 31, 2024, March 31, 2023 & March 31, 2022 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the Stub Period ended on September 30, 2024 and Year Ended on March 31, 2024, March 31, 2023 & March 31, 2022 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

Restated Statement of Share Capital, Reserves And Surplus	Note – I.1 & I.2
Restated Statement of Long Term Borrowings	Note – I.3
Restated Statement of Other Non Current Liabilities	Note – I.4
Restated Statement of Deferred Tax Liabilities	Note – I.5
Restated Statement of Long Term Provisions	Note – I.6
Restated Statement of Short Term Borrowings	Note – I.7
Restated Statement of Trade Payables	Note – I.8
Restated Statement of Other Current Liabilities And Short Term Provisions	Note – I.9 & Note – I.10
Restated Statement of Fixed Assets	Note – I.11
Restated Statement of Non Current Investments	Note – I.12
Restated Statement of Long Term Loans & Advances	Note – I.13
Restated Statement of Other Non Current Assets	Note – I.14
Restated Statement of Inventories	Note – I.15
Restated Statement of Trade Receivables	Note – I.16
Restated Statement of Cash & Cash Equivalents	Note – I.17
Restated Statement of Short Term Loans & Advances	Note – I.18
Restated Statement of Other Current Assets	Note – I.19
Restated Statement of Revenue from Operations	Note – II.1
Restated Statement of Other Income	Note – II.2
Restated Statement of Cost of Material Consumed	Note – II.3
Restated Statement of Purchase of Stock in Trade	Note – II.4
Restated Statement of Changes in Inventories of Finished goods, WIP & Stock in Trade	Note – II.5
Restated Statement of Employee Benefit Expenses	Note – II.6
Restated Statement of Finance Cost	Note – II.7
Restated Statement of Depreciation & Amortisation	Note – II.8
Restated Statement of Other Expenses	Note – II.9
Restated Statement of Deferred Tax Asset / Liabilities	Note – II.10

Restated Statement of Earnings per Share	Note -- II.11
Restated Statement of Other Disclosure to the Restated Financial	Note – V
Restated Statement of Statement of Accounting & Other Ratios	Note – VI
Restated Statement of Capitalization	Note – VII
Restated Statement of Tax Shelter	Note – VIII
Restated statement of Related party transaction	Note – IX
Restated statement of Dividend	Note – X
Restated statement of Change in Significant Accounting Policies	Note – XI
Restated statement of Contingent Liabilities	Note – XII

In our opinion and to the best of information and explanation provided to us, the Restated Financial Information of the Company, read with significant accounting policies and notes to accounts as appearing in ANNEXURE – IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. A Y & Company, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above financial information contained in ANNEXURE – I to XII of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in ANNEXURE – IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

**For, M/s A Y & CO.**  
**Chartered Accountants**  
**Firm Registration Number: - 020829C**  
**Peer Review No. -017157**

**CA Arpit Gupta**  
**(Partner)**  
**Membership No.421544**  
**UDIN – 24421544BKPRG8715**  
**Date: December 16, 2024**  
**Place: Mumbai**

**LEO DRYFRUITS AND SPICES TRADING LIMITED**  
**ANNEXURE - I**  
**STATEMENT OF ASSETS & LIABILITIES, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>EQUITY AND LIABILITIES</b>					
1.	Shareholders' funds					
(a)	Share Capital	I.1	1,306.14	1,306.14	129.50	129.50
(b)	Reserves and surplus	I.2	2,271.29	2,084.12	370.41	6.95
	<b>Sub Total Shareholders Funds (A)</b>		<b>3,577.44</b>	<b>3,390.26</b>	<b>499.91</b>	<b>136.45</b>
2.	Non-current liabilities					
(a)	Long-term borrowings	I.3	165.37	25.45	673.81	601.00
(b)	Other Non-current Liabilities	I.4	-	-	-	-
(c)	Deferred Tax liability	I.5	0.66	3.95	3.64	0.02
(d)	Long-term provisions	I.6	12.15	2.28	-	-
	<b>Sub Total Non Current Liabilities (B)</b>		<b>178.18</b>	<b>31.68</b>	<b>677.44</b>	<b>601.02</b>
3.	Current liabilities					
(a)	Short-term borrowings	I.7	1,504.69	889.19	863.32	-
(b)	Trade payables	I.8				
i)	Due to MSME		1,366.62	421.54	259.19	-
ii)	Due to Others		108.29	174.36	129.77	439.22
(c)	Other current liabilities	I.9	38.41	32.91	66.19	18.88
(d)	Short-term provisions	I.10	215.16	295.01	168.18	3.07
	<b>Sub Total Current Liabilities (C)</b>		<b>3,233.16</b>	<b>1,813.01</b>	<b>1,486.66</b>	<b>461.17</b>
	<b>TOTAL (A+B+C)</b>		<b>6,988.78</b>	<b>5,234.95</b>	<b>2,664.01</b>	<b>1,198.64</b>
<b>II.</b>	<b>ASSETS</b>					
1.	<b>Non-current assets</b>					
(a)	Property, Plant and Equipment and Intangible assets					
(i)	Property, Plant and Equipment	I.11	390.75	401.88	425.49	382.19
(ii)	Capital work-in-progress	I.11	-	-	-	-
(ii)	Intangible Asset	I.11	0.58	0.74	-	-
(b)	Non-current investments	I.12	0.25	0.25	0.25	-
(c)	Long-term loans and advances	I.13	41.87	-	-	-
(d)	Deferred Tax Assets	I.5	-	-	-	-
(e)	Other Non Current Assets	I.14	56.84	54.68	52.14	0.03
	<b>Total Non Current Assets (A)</b>		<b>490.29</b>	<b>457.55</b>	<b>477.88</b>	<b>382.22</b>
2.	<b>Current assets</b>					
(a)	Inventories	I.15	2,940.95	2,363.84	1,302.20	377.29
(b)	Trade receivables	I.16	3,291.06	2,240.47	739.68	277.88
(c)	Cash and Bank Balances	I.17	9.61	15.72	12.22	77.35
(d)	Short-term loans and advances	I.18	179.05	97.80	80.21	65.18
(e)	Other Current Assets	I.19	77.82	59.57	51.82	18.72
	<b>Total Current Assets (B)</b>		<b>6,498.50</b>	<b>4,777.40</b>	<b>2,186.13</b>	<b>816.42</b>
	<b>TOTAL (A+B)</b>		<b>6,988.78</b>	<b>5,234.95</b>	<b>2,664.01</b>	<b>1,198.64</b>

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure I.

As per our report of even date attached

**For A Y & Company**  
**Chartered Accountants**  
**Firm's Registration No: 020829C**

**For and on behalf of the Board of Directors**  
**LEO DRYFRUITS AND SPICES TRADING LIMITED**

Sd

Sd

Sd

**Arpit Gupta**  
**Partner**  
**M No.421544**  
**UDIN: 24421544BKPRG8715**

**Kaushik Shah**  
**Managing Director**  
**(DIN : 09484633)**

**Ketan Shah**  
**Whole Time Director & CFO**  
**(DIN : 07503685)**

**Place: Mumbai**

**Place: Mumbai**

**Ms. Pratibha Kumari Bharadia**

**Date: 16.12.2024**

**Company Secretary and**  
**Compliance Officer**

**Date: 16.12.2024**

**LEO DRYFRUITS AND SPICES TRADING LIMITED**  
**ANNEXURE - II**  
**STATEMENT OF PROFIT & LOSS, AS RESTATED**

(₹ in Lakhs)

	Particulars	Note	For the Year Ended On			
			September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>I</b>	Revenue from operations	II.1	1,788.12	6,216.59	3,643.96	526.54
<b>II</b>	Other Income	II.2	0.12	9.92	2.87	-
<b>III</b>	<b>Total Income (I+II)</b>		<b>1,788.24</b>	<b>6,226.51</b>	<b>3,646.83</b>	<b>526.54</b>
	<b>Expenses:</b>					
	(a) Cost of materials consumed	II.3	601.36	958.94	344.51	-
	(b) Purchases of stock-in-trade	II.4	879.94	4,575.23	3,276.59	886.63
	(c) Changes in inventories of finished goods and work-in-progress	II.5	(278.47)	(750.25)	(763.44)	(377.29)
	(d) Employee benefits expense	II.6	118.00	122.59	58.33	-
	(e) Finance costs	II.7	60.91	114.27	44.24	-
	(f) Depreciation and amortisation expense	II.8	25.37	50.13	43.46	0.03
	(g) Other expenses	II.9	113.53	196.92	107.88	6.18
<b>IV</b>	<b>Total expenses</b>		<b>1,520.64</b>	<b>5,267.83</b>	<b>3,111.57</b>	<b>515.55</b>
<b>V</b>	<b>Profit /(Loss) before tax and Exceptional Items (III-IV)</b>		<b>267.60</b>	<b>958.68</b>	<b>535.26</b>	<b>10.99</b>
<b>VI</b>	<b>Exceptional Items</b>		-	-	-	-
<b>VII</b>	<b>Profit /(Loss) before tax (V-VI)</b>		<b>267.60</b>	<b>958.68</b>	<b>535.26</b>	<b>10.99</b>
<b>VIII</b>	<b>Tax expense:</b>					
	(a) Current tax expense		80.10	294.66	168.18	3.07
	Less: MAT credit setoff		-	-	-	-
	(b) Short/(Excess) provision of tax for earlier years		-	-	-	-
	(c) Deferred tax charge/(credit)	II.10	0.33	0.33	3.61	0.02
			<b>80.42</b>	<b>294.99</b>	<b>171.79</b>	<b>3.09</b>
<b>IX</b>	<b>Profit after tax for the year (VII-VIII)</b>		<b>187.18</b>	<b>663.69</b>	<b>363.46</b>	<b>7.90</b>
<b>XII</b>	<b>Earnings per share (face value of ₹ 10/- each):</b>	II.11				
	(a) Basic (in ₹)		1.43	5.21	4.01	0.10
	(b) Diluted (in ₹)		1.43	5.21	4.01	0.10

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**As per our report of even date attached**

**For A Y & Company**  
**Chartered Accountants**  
**Firm's Registration No: 020829C**

Sd

Arpit Gupta  
 Partner  
 M No.421544  
 UDIN: 24421544BKPRG8715

Place: Mumbai  
 Date: 16.12.2024

**For and on behalf of the Board of Directors**  
**LEO DRYFRUITS AND SPICES TRADING LIMITED**

Sd  
 Kaushik Shah  
 Managing Director  
 (DIN : 09484633)

Place: Mumbai  
 Date: 16.12.2024

Sd  
 Ketan Shah  
 Whole Time Director & CFO  
 (DIN : 07503685)

Ms. Pratibha Kumari Bharadia  
 Company Secretary and Compliance Officer

**LEO DRYFRUITS AND SPICES TRADING LIMITED**  
**ANNEXURE - III**  
**STATEMENT OF CASH FLOW, AS RESTATED**

(₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Extraordinary items	267.60	958.68	535.26	10.99
Adjustment For:				
(a) Depreciation and Amortization	25.37	50.13	43.46	0.03
(b) Finance Charges	60.91	114.27	44.24	-
(c) Provision for Gratuity	10.78	2.29	-	-
(d) Interest & Other income	(0.08)	(0.45)	(0.10)	-
Operating Profit before Working Capital Changes	<b>364.58</b>	<b>1,124.92</b>	<b>622.86</b>	<b>11.02</b>
Adjustment For :				
(a) (Increase)/Decrease in Inventories	(577.11)	(1,061.64)	(924.91)	(377.29)
(b) (Increase)/Decrease in Trade Receivables	(1,050.59)	(1,500.79)	(461.80)	(277.88)
(c) (Increase)/Decrease in Loans & Advances	(81.25)	(17.59)	(15.03)	(65.18)
(d) (Increase)/Decrease in Other Assets	(18.25)	(7.76)	(33.10)	(18.72)
(e) Increase /(Decrease) in Trade Payables	879.00	206.94	(50.26)	439.22
(f) Increase /(Decrease) in Other Liabilities	5.50	(33.28)	47.31	18.43
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(478.11)</b>	<b>(1,289.20)</b>	<b>(814.93)</b>	<b>(270.40)</b>
Less : Direct Taxes paid (Net of Refund)	(164.50)	(167.84)	(3.07)	-
CASH FLOW BEFORE EXTRAORDINARY ITEMS	<b>(642.62)</b>	<b>(1,457.04)</b>	<b>(818.00)</b>	<b>(270.40)</b>
NET CASH FROM OPERATING ACTIVITIES (A)	<b>(642.62)</b>	<b>(1,457.04)</b>	<b>(818.00)</b>	<b>(270.40)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(a) Purchase of Fixed Assets	(14.08)	(27.25)	(86.77)	(382.22)
(b) Sale of Fixed Assets	-	-	-	-
(c) (Increase) / Decrease in Investment	-	-	(0.25)	-
(d) (Increase) / Decrease in Long term loans and advances	(41.87)	-	-	-
(e) (Increase) / Decrease in Non Current Assets	(2.16)	(2.54)	(52.11)	(0.03)
(f) Interest and other income	0.08	0.45	0.10	-
NET CASH FROM INVESTING ACTIVITIES (B)	<b>(58.03)</b>	<b>(29.34)</b>	<b>(139.02)</b>	<b>(382.25)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
(a) Increase/(Decrease) in Long Term Borrowing	139.92	(648.36)	72.81	601.00
(b) Increase/(Decrease) in Short Term Borrowing	615.50	25.87	863.32	-
(d) Proceeds from Share Capital & Security Premium	-	2,226.65	-	128.50
(e) Interest Paid	(60.91)	(114.27)	(44.24)	-
NET CASH FLOW IN FINANCING ACTIVITIES (C)	<b>694.51</b>	<b>1,489.89</b>	<b>891.89</b>	<b>729.50</b>
NET INCREASE IN CASH & CASH EQUIVALENTS (A)+(B)+(C)	<b>(6.12)</b>	<b>3.50</b>	<b>(65.13)</b>	<b>76.85</b>
OPENING BALANCE – CASH & CASH EQUIVALENT	<b>15.72</b>	<b>12.22</b>	<b>77.35</b>	<b>0.50</b>
CLOSING BALANCE - CASH & CASH EQUIVALENT	<b>9.61</b>	<b>15.72</b>	<b>12.22</b>	<b>77.35</b>

As per our Report of even date

For A Y & Company  
Chartered Accountants  
Firm's Registration No: 020829C

Sd

Arpit Gupta  
M No.421544  
UDIN: 24421544BKPRG8715

For and on Behalf of the Board  
LEO DRYFRUITS AND SPICES TRADING LIMITED

Sd

Kaushik Shah  
Managing Director  
(DIN : 09484633)

Sd

Ketan Shah  
Whole Time Director & CFO  
(DIN : 07503685)

Place: Mumbai  
Date: 16.12.2024

Place: Mumbai  
Date: 16.12.2024

Ms. Pratibha Kumari Bharadia  
Company Secretary and Compliance Officer

## ANNEXURE – IV

### **SUMMARY SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED**

#### **A. COMPANY INFORMATION**

Our Company was originally incorporated under the name “*Leo Dryfruits & Spices Trading Private Limited*” under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated November 16, 2019, issued by the Registrar of Companies, Central registration Centre. Subsequently, the status of the Company was changed to public limited and the name of our Company was changed to “*Leo Dryfruits & Spices Trading Limited*” vide Special Resolution passed by the Shareholders at the Extra Ordinary General Meeting of our Company held on June 20, 2023. The fresh certificate of incorporation consequent to conversion was issued on July 07, 2023, by Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies, Centralised Processing Centre. The Corporate Identification Number of our Company is U10799MH2019PLC333102. Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **1. Accounting Convention**

The financial statements are prepared under the historical cost convention on the “Accrual Concept” and Going Concern assumption of accountancy in accordance with the accounting principles generally accepted in India and comply with the accounting standards as prescribed by Companies (Accounting Standard) Rules, 2006 or 2001 as may be applicable and with the relevant provisions of the Companies Act, 2013 and rules made there under.

##### **2. Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

##### **3. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost comprises of all expenses incurred to bring the assets to its present location and condition. Borrowing cost directly attributable to the acquisition /construction are included in the cost of fixed assets. Adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

In case of new projects / expansion of existing projects, expenditure incurred during construction / preoperative period including interest and finance charge on specific / general purpose loans, prior to commencement of commercial production are capitalized. The same are allocated to the respective t on completion of construction / erection of the capital project / fixed assets.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

##### **4. Impairment of Assets**

At each balance sheet date, the Company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset’s net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets.

##### **5. Depreciation**

All fixed assets, except capital work in progress, are depreciated on WDV Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition /deletion as the case may be.

##### **6. Investments**

Investments are classified into current investments and non-current investments. Current investments i.e. investments that are readily realizable and intended to be held for not more than a year valued at cost. Any permanent reduction in the carrying amount or any reversals of such, reductions are charged or credited to the Statement of Profit & loss Account.

Non-current investments are stated at cost. Provision for diminution in the value of these investments is made only if such decline is other than temporary, in the opinion of the management.

## **7. Inventories**

As per (AS) 2, The inventories are physically verified at regular intervals by the management. Raw Material Inventories are valued at the lower of cost and net realizable value.

Finished goods, Stock-in-Trade and Work-in-Progress are valued at lower of cost and net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Consumable stores and spares are valued at the lower of cost and net realizable value, as estimated by the management. Obsolete, defective, unserviceable and slow/non-moving stocks are duly provided for

## **8. Revenue Recognition**

Income from service rendered is recognised based on the terms of the agreements as and when services are rendered and are net of Goods and Service Tax (GST)/ Service tax

Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income

Dividend income from investments, if any, is accounted on the receipt basis.

Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

## **9. Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## **10. Employee Benefits**

Short – term employee benefits are recognized as an expense at the undiscounted amount in the profit & loss account of the year in which the related service is rendered.

Post-employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized/accrued.

## **11. Taxes on Income**

Income tax expenses for the year comprises of current tax and deferred tax. Current tax provision is determined on the basis of taxable income computed as per the provisions of the Income Tax Act. Deferred tax is recognized for all timing differences that are capable of reversal in one or more subsequent periods subject to conditions of prudence and by applying tax rates that have been substantively enacted by the balance sheet date.

## **12. Foreign Currency Translation**

- a) Transaction denominated in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are restated at closing rate.
  
- b) Any exchange difference on account of settlement of foreign currency transaction and restatement of monetary assets and liabilities denominated in foreign currency is recognized in the statement of Profit & loss Account.

## **13. Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Authorised Capital*</b>				
No. of Equity Shares of ₹ 10/- each Authorised Equity Share Capital In Rs.	25,000,000 2,500.00	25,000,000 2,500.00	2,000,000 200.00	2,000,000 200.00
<b>Issued, Subscribed &amp; Fully Paid up#</b>				
No. of Equity Shares of ₹ 10/- each Issued, Subscribed & Fully Paid up Share Capital In Rs.	13,061,440 1,306.14	13,061,440 1,306.14	1,294,980 129.50	1,294,980 129.50
<b>Total</b>	<b>1,306.14</b>	<b>1,306.14</b>	<b>129.50</b>	<b>129.50</b>

\*Company has increased authorised capital of the Company from Rs. 200 Lakh divided into 20 Lakhs Equity Shares of Rs. 10 each to Rs. 2500 Lakhs divided into 250 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on July 19, 2023.

#Company has allotted 1,11,95,520 Bonus Equity Shares of Rs. 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.

**Reconciliation of the number of shares outstanding is set out below:-**

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	Number of Shares	Number of Shares	Number of Shares	Number of Shares
<b>Shares outstanding at the beginning of the year</b>	13,061,440	1,294,980	1,294,980	10,000
Add:Shares Issued during the year	-	-	-	-
Fresh Issue	-	11,766,460	-	1,284,980
<b>Less:Shares bought back during the year</b>				
<b>Shares outstanding at the end of the year</b>	<b>13,061,440</b>	<b>13,061,440</b>	<b>1,294,980</b>	<b>1,294,980</b>

#Company has allotted 1,11,95,520 Bonus Equity Shares of Rs. 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The company has not proposed any dividend during preceding financial year. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

**Details of Shareholders holding more than 5 % shares:-**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Nishit Mukesh Tolia</b>				
Number of Shares	-	-	200,100	200,100
% of Holding	0.00%	0.00%	15.45%	15.45%
<b>Ketan Sobhagchand Shah</b>				
Number of Shares	2,045,050	2,045,050	250,100	250,100
% of Holding	15.66%	15.66%	19.31%	19.31%
<b>Kaushik Sobhagchand Shah</b>				
Number of Shares	2,288,230	2,288,230	250,100	250,100
% of Holding	17.52%	17.52%	19.31%	19.31%
<b>Parth Ashish Mehta</b>				
Number of Shares	2,228,730	2,228,730	254,290	254,290
% of Holding	17.06%	17.06%	19.64%	19.64%
<b>Ami Niraj Shah</b>				
Number of Shares	700,000	700,000	-	-
% of Holding	5.36%	5.36%	0.00%	0.00%

**Details of promoters holding shares:-**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Ketan Sobhagchand Shah</b>				
Number of Shares	2,045,050	2,045,050	250,100	250,100
% of Holding	15.66%	15.66%	19.31%	19.31%
<b>Kaushik Sobhagchand Shah</b>				
Number of Shares	2,288,230	2,288,230	250,100	250,100
% of Holding	17.52%	17.52%	19.31%	19.31%
<b>Parth Ashish Mehta</b>				
Number of Shares	2,228,730	2,228,730	254,290	254,290
% of Holding	17.06%	17.06%	19.64%	19.64%

**Changes in Promoters Holding During the year**

Name of Shareholder	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Ketan Sobhagchand Shah</b>				
Number of Shares	-	1,794,950	-	-
% of Holding	0.00%	717.69%	0.00%	0.00%
<b>Kaushik Sobhagchand Shah</b>				
Number of Shares	-	2,038,130	-	-
% of Holding	0.00%	814.93%	0.00%	0.00%
<b>Parth Ashish Mehta</b>				
Number of Shares	-	1,974,440	-	-
% of Holding	197.00%	776.45%	0.00%	0.00%

Annexure - I.2

Restated Statement of Reserves And Surplus

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>a. Securities Premium</b>	1,050.02	-	-	-
Addition during the year	-	2,169.57	-	
Bonus Shares Issued during the year	-	(1,119.55)		
<b>Total Securities Premium</b>	1,050.02	1,050.02	-	-
<b>b. Surplus in Statement of Profit &amp; Loss</b>				
<b>A/c</b>				
Opening balance	1,034.10	370.41	6.95	(0.95)
(+) Net Profit For the current year	187.18	663.69	363.46	7.90
Less: Transferred to General Reserves		-		
<b>Net Surplus in Statement of Profit and Loss</b>	<b>1,221.27</b>	<b>1,034.10</b>	<b>370.41</b>	<b>6.95</b>
<b>Total</b>	<b>2,271.29</b>	<b>2,084.12</b>	<b>370.41</b>	<b>6.95</b>

Annexure - I.3

Restated Statement of Long Term Borrowings

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>				
<b>(a) Term loans</b>				
Term Loans	13.48	25.45	33.34	-
<b>(b) Unsecured Loans</b>				
<b>(a) Loans from Directors*</b>	28.14	-	-	-
<b>Total Secured Term Loans</b>	123.75	-	640.47	601.00
<b>Total</b>	<b>165.37</b>	<b>25.45</b>	<b>673.81</b>	<b>601.00</b>

**ANNEXURE – I.3.1**
**Statement of principal terms of unsecured loans (amount in lacs)**

Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books)
							30.09.2024
Kaushik Sobhagchand Shah	Business	NA	NIL	NIL	On Demand	NIL	74.02
Ketan Sobhagchand Shah	Business	NA	NIL	NIL	On Demand	NIL	24.01
K Sobhagchand Co Loan	Business	NA	NIL	NIL	On Demand	NIL	6.27
J Ketankumar Co.	Business	NA	NIL	NIL	On Demand	NIL	19.45
SMFG India Credit	Working capital	40.00	NIL	18.00%	37 installments of Rs. 1.45 lacs each	NIL	39.42
<b>Total</b>							<b>163.16</b>

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS (Amount in Lacs)**

Name of Lender	Purpose	Sanctioned Amount	Securities offered	Rate of Interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books)
							30.09.2024
Bank of Baroda	Working capital	1500.00	Primary : Hypothecation of Stock & Book Debts. Secondary : Equitable Mortgage of Industrial Unit situated at A-812, TTC Industrial Area, Mumbai	9.70%	Renewable after 12 Months	N/A	1490.70
HDFC Bank	Commercial Vehicle Loan	7.57	Vehicle	9.27%	60 installments of Rs. 0.16 lacs each	N/A	7.43
HDFC Bank	Commercial Vehicle Loan	8.93	Vehicle	9.27%	60 installments of Rs. 0.19 lacs each	N/A	8.77
<b>Total</b>		<b>1516.50</b>					<b>1506.90</b>

**Annexure - I.4**
**Restated Statement of Other Non-Current Liabilities**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Other Non Current Liabilities	-	-	-	-
<b>Total</b>	-	-	-	-

**Annexure - I.5**
**Restated Statement of Deferred Tax Liability/(Assets)**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Deferred Tax Liability</b>				
On account of timing difference in Net block as per books & as per Income Tax	0.66	3.95	3.64	0.02
<b>Deferred Tax Assets</b>				
On account of timing difference in retirement and other benefits				
<b>Total</b>	<b>0.66</b>	<b>3.95</b>	<b>3.64</b>	<b>0.02</b>

**Annexure - I.6**
**Restated Statement of Long Term Provisions**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Gratuity	12.15	2.28	-	-
<b>Total</b>	<b>12.15</b>	<b>2.28</b>	<b>-</b>	<b>-</b>

**Annexure - I.7**
**Restated Statement of Short Term Borrowings**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Loan repayable on demand</b>				
(a) Working Capital Loan	1,490.70	803.61	785.64	-
(b) Current Maturity of long term debt	13.99	12.55	4.65	-
<b>Unsecured</b>				
Loans from Directors		73.03	73.03	-
<b>Total</b>	<b>1,504.69</b>	<b>889.19</b>	<b>863.32</b>	<b>-</b>

## Annexure - I.8

## Restated Statement of Trade Payable

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Micro, Small and Medium Enterprises	1,366.62	421.54	259.19	-
Others	108.29	174.36	129.77	439.22
<b>Total</b>	<b>1,474.90</b>	<b>595.90</b>	<b>388.96</b>	<b>439.22</b>

## (a) Ageing schedule:

## Balance as at 30th September 2024

(₹ in Lakhs)

Particulars	Less Than 1 Years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,218.74	144.60	3.28	-	1,366.62
(ii) Others	93.03	15.14	0.12	-	108.29
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>1,311.77</b>	<b>159.73</b>	<b>3.40</b>	<b>-</b>	<b>1,474.90</b>

## Balance as at 31st March 2024

(₹ in Lakhs)

Particulars	Less Than 1 Years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	380.74	40.72	0.08	-	421.54
(ii) Others	145.80	28.38	0.18	-	174.36
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>526.54</b>	<b>69.10</b>	<b>0.26</b>	<b>-</b>	<b>595.90</b>

## Balance as at 31st March 2023

(₹ in Lakhs)

Particulars	Less Than 1 Years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	259.12	0.08	-	-	259.19
(ii) Others	129.77	0.08	-	-	129.85
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>388.89</b>	<b>0.16</b>	<b>-</b>	<b>-</b>	<b>389.04</b>

## Balance as at 31st March 2022

(₹ in Lakhs)

Particulars	Less Than 1 Years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	439.22	-	-	-	439.22
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>439.22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>439.22</b>

## (b) Dues payable to Micro and Small Enterprises:

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Principal amount remaining unpaid to any supplier as at the year end	1,366.62	421.54	259.19	-
Interest due on the above mention principal amount remaining unpaid to any supplier	-	-	-	-
Amount of the interest paid by the Company in terms of Section 16	-	-	-	-
Amount of the interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act	-	-	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-	-

## Annexure - I.9

## Restated Statement of Other Current Liabilities

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advances from Customers	9.73	4.22	0.66	-
Duties and taxes Payable	11.18	20.19	14.78	0.25
Expense Payable	1.39	0.54	42.89	18.51
Auditor Remuneration Payable	6.21	7.96	7.86	-
Other Payables	-	-	-	0.12
CSR Expenditure	9.90	-	-	-
<b>Total</b>	<b>38.41</b>	<b>32.91</b>	<b>66.19</b>	<b>18.88</b>

## Annexure - I.10

## Restated Statement Short Term Provisions

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity	0.92	0.01	-	-
Provision for tax- Net of Advance Tax	214.24	295.00	168.18	3.07
<b>Total</b>	<b>201</b>	<b>215.16</b>	<b>295.01</b>	<b>168.18</b>

## Annexure - I.11

## Restated Statement of Property Plant &amp; Equipment

(₹ in Lakhs)

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2024	Additions	Disposals	Balance as at September 30, 2024	Balance as at 1 April 2024	Dep.fund Adjstmt.	Depreciation charge for the year	On disposals	Balance as at September 30, 2024	Balance as at September 30, 2024	Balance as at 31 March 2024
I.	<b>Property Plant &amp; Equipment</b>											
1	Building	387.25	-		387.25	69.69	-	15.38		85.07	302.17	317.56
2	Plant and Equipment	96.39	1.12		97.51	20.06	-	7.63		27.69	69.82	76.33
3	Furniture and Fixtures	7.87	-		7.87	2.24	-	0.78		3.01	4.85	5.63
4	Vehicles	-	12.95		12.95	-	-	0.49		0.49	12.47	-
5	Computer	3.94			3.94	1.58	-	0.93		2.51	1.43	2.36
	<b>Total Tangible Assets</b>	<b>495.44</b>	<b>14.08</b>	<b>-</b>	<b>509.52</b>	<b>93.56</b>	<b>-</b>	<b>25.20</b>	<b>-</b>	<b>118.77</b>	<b>390.75</b>	<b>401.88</b>
	<b>Previous Year</b>	<b>468.99</b>	<b>26.45</b>	<b>-</b>	<b>3.94</b>	<b>43.50</b>	<b>-</b>	<b>50.07</b>	<b>-</b>	<b>93.56</b>	<b>401.88</b>	<b>425.49</b>
II.	<b>Capital Work In Progress</b>											
	Buildings	-			-	-	-	-		-	-	-
	Plant & Machinery	-			-	-	-	-		-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
III.	<b>Intangible Asset</b>											
	Computer Softwares	0.80	-		0.80	0.06	-	0.16		0.22	0.58	0.74
	<b>Total</b>	<b>0.80</b>	<b>-</b>	<b>-</b>	<b>0.80</b>	<b>0.06</b>	<b>-</b>	<b>0.16</b>	<b>-</b>	<b>0.22</b>	<b>0.58</b>	<b>0.74</b>
	<b>Previous Year</b>	<b>-</b>	<b>0.80</b>	<b>-</b>	<b>0.80</b>	<b>-</b>	<b>-</b>	<b>0.06</b>	<b>-</b>	<b>0.06</b>	<b>0.74</b>	<b>-</b>
	<b>Total</b>	<b>496.24</b>	<b>14.08</b>	<b>-</b>	<b>510.32</b>	<b>93.62</b>	<b>-</b>	<b>25.37</b>	<b>-</b>	<b>118.99</b>	<b>391.33</b>	<b>402.62</b>

## I.11.1 Ageing Schedule of Capital Work In Progress :

## Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
Projects in Progress	-	-	-	-	-
Software Underdevelopment	-	-	-	-	-

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		Balance as at 1 April 2023	Additions	Disposals	Balance as at March 31, 2024	Balance as at 1 April 2023	Dep.fund Adjstmt.	Depreciation charge for the year	On disposals	Balance as at March 31, 2024	Balance as at March 31, 2024	Balance as at 31 March 2023
I.	<b>Property Plant &amp; Equipment</b>											
1	Building	387.25	-		387.25	36.34	-	33.35		69.69	317.56	350.90
2	Plant and Equipment	76.18	20.21		96.39	5.93	-	14.13		20.06	76.33	70.25
3	Furniture and Fixtures	4.42	3.45		7.87	0.66	-	1.58		2.24	5.63	3.76
4	Computer	1.15	2.79		3.94	0.56	-	1.02		1.58	2.36	0.59
	<b>Total Tangible Assets</b>	<b>468.99</b>	<b>26.45</b>	<b>-</b>	<b>495.44</b>	<b>43.50</b>	<b>-</b>	<b>50.07</b>	<b>-</b>	<b>93.56</b>	<b>401.88</b>	<b>425.49</b>
	<b>Previous Year</b>	<b>382.22</b>	<b>86.77</b>	<b>-</b>	<b>468.99</b>	<b>0.03</b>	<b>-</b>	<b>43.46</b>	<b>-</b>	<b>43.50</b>	<b>425.49</b>	<b>382.19</b>
II.	<b>Capital Work In Progress</b>											
	Buildings	-			-	-	-	-		-	-	-
	Plant & Machinery	-			-	-	-	-		-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
III.	<b>Intangible Asset</b>											
	Computer Softwares	-	0.80		0.80	-	-	0.06		0.06	0.74	-
	<b>Total</b>	<b>-</b>	<b>0.80</b>	<b>-</b>	<b>0.80</b>	<b>-</b>	<b>-</b>	<b>0.06</b>	<b>-</b>	<b>0.06</b>	<b>0.74</b>	<b>-</b>
	<b>Total</b>	<b>468.99</b>	<b>27.25</b>	<b>-</b>	<b>496.24</b>	<b>43.50</b>	<b>-</b>	<b>50.13</b>	<b>-</b>	<b>93.62</b>	<b>402.62</b>	<b>425.49</b>

## I.11.1 Ageing Schedule of Capital Work In Progress :

## Amount in CWIP for a period of

Particulars	Less than 1 year	1-2 years	2-3 years	more than 3 years	Total
Projects in Progress	-	-	-	-	-
Software Underdevelopment	-	-	-	-	-

	Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
		As At 01-Apr-2022	Purchase during the period	Disposals	As At 31-Mar-23	Upto 01-Apr-2022	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-23	As At 31-Mar-23	As At 31-Mar-2022
I.	<b>Property Plant &amp; Equipment</b>											
1	Building	381.58	5.67	-	387.25	-	-	36.34	-	36.34	350.90	381.58
2	Plant and Equipment	-	76.18		76.18	-	-	5.93		5.93	70.25	-
3	Furniture and Fixtures	-	4.42		4.42	-	-	0.66		0.66	3.76	-
4	Computer	0.65	0.51		1.15	0.03	-	0.53		0.56	0.59	0.62
	<b>Total Tangible Assets</b>	<b>382.22</b>	<b>86.77</b>	<b>-</b>	<b>468.99</b>	<b>0.03</b>	<b>-</b>	<b>43.46</b>	<b>-</b>	<b>43.50</b>	<b>425.49</b>	<b>382.19</b>
	<b>Previous Year</b>	<b>-</b>	<b>382.22</b>	<b>-</b>	<b>382.22</b>	<b>-</b>	<b>-</b>	<b>0.03</b>	<b>-</b>	<b>0.03</b>	<b>382.19</b>	<b>-</b>

II.	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	
	Total	-	-	-	-	-	-	-	-	-	-	
	Previous Year	-	-	-	-	-	-	-	-	-	-	
	Fixed Assets	Gross Block			Accumulated Depreciation				Net Block			
		As At 01-Apr-2021	Purchase during the period	Disposals	As At 31-Mar-22	Upto 01-Apr-2021	Dep.fund Adjstmt.	For the period	Disposals	Upto 31-Mar-22	As At 31-Mar-22	As At 31-Mar-2021
I.	Tangible Assets											
1	Building	-	381.58	-	381.58	-	-	-	-	-	381.58	-
2	Plant and Equipment	-	-	-	-	-	-	-	-	-	-	-
3	Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-	-
4	Computer	-	0.65	-	0.65	-	-	0.03	-	0.03	0.62	-
	Total Tangible Assets	-	382.22	-	382.22	-	-	0.03	-	0.03	382.19	-
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
II.	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-	-	-	-
	Total	-	382.22	-	382.22	-	-	0.03	-	0.03	382.19	-

**Annexure - I.12**

**Restated Statement of Non-Current Investments**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Unquoted Investments:</b>				
Investments	0.25	0.25	0.25	-
<b>Total</b>	<b>0.25</b>	<b>0.25</b>	<b>0.25</b>	<b>-</b>

(Market Value : Not applicable)

**Annexure - I.13**

**Restated Statement of Long-term loans and advances**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Capital Advances	41.87	-	-	-
<b>Total</b>	<b>41.87</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Annexure - I.14**

**Restated Statement of Non Current Asset**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security Deposits	56.84	54.68	52.14	0.03
<b>Total</b>	<b>56.84</b>	<b>54.68</b>	<b>52.14</b>	<b>0.03</b>

**Annexure - I.15**

**Restated Statement of Inventories (Valued at Cost or NRV which ever is lower)**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
a. Raw Materials and components	771.50	472.86	161.47	-
b. Work-in-progress	-	-	-	-
c. Traded Goods	2,169.45	1,890.98	1,140.73	377.29
<b>Total</b>	<b>2,940.95</b>	<b>2,363.84</b>	<b>1,302.20</b>	<b>377.29</b>

**Annexure - I.16**

**Restated Statement of Trade receivables**

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Unsecured Trade Receivable - considered good</b>				
Outstanding for More than Six Months	1,655.38	491.72	77.93	-
Outstanding for Less than Six Months	1,635.69	1,748.75	661.75	277.88
<b>Total</b>	<b>3,291.06</b>	<b>2,240.47</b>	<b>739.68</b>	<b>277.88</b>

**Aging of receivables**

As at 30/09/2024

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Trade receivables - Considered good	1,635.69	1,273.55	341.52	40.31	-	3,291.06
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Total</b>	<b>1,635.69</b>	<b>1,273.55</b>	<b>341.52</b>	<b>40.31</b>	<b>-</b>	<b>3,291.06</b>

**Aging of receivables**

As at 31/03/2024

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Trade receivables - Considered good	1,748.75	299.36	168.29	24.07	-	2,240.47
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-	-	-	-
Trade receivables - doubtful debt	-	-	-	-	-	-
<b>Total</b>	<b>1,748.75</b>	<b>299.36</b>	<b>168.29</b>	<b>24.07</b>	<b>-</b>	<b>2,240.47</b>

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Trade receivables - Considered good	661.75	66.67	11.26			739.68
Trade receivables - doubtful debt	-	-	-			-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-			-
Trade receivables - doubtful debt	-	-	-			-
<b>Total</b>	<b>661.75</b>	<b>66.67</b>	<b>11.26</b>			<b>739.68</b>

As at 31/03/2022

Particulars	Less than 6 months	6 Months - 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Trade receivables - Considered good	277.88					277.88
Trade receivables - doubtful debt	-	-	-			-
<b>Disputed</b>						
Trade receivables - Considered good	-	-	-			-
Trade receivables - doubtful debt	-	-	-			-
<b>Total</b>	<b>277.88</b>					<b>277.88</b>

## Annexure - I.17

## Restated Statement of Cash and Bank Balance

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Cash and Cash Equivalents</b>				
Bank Balance				
(i) In current accounts	0.33	1.08	2.79	74.72
(ii) In fixed deposit*	-	5.44	5.07	-
(iii) In foreign currency account	-	-	-	-
Cash on Hand	9.28	9.20	4.36	2.63
<b>Total</b>	<b>9.61</b>	<b>15.72</b>	<b>12.22</b>	<b>77.35</b>

## Annexure - I.18

## Restated Statement of Short Term Loans And Advances

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance to Suppliers	175.81	97.80	80.21	65.18
Staff Loan/Advance	3.24	-	-	-
Advance to Related Parties	-	-	-	-
<b>Total</b>	<b>179.05</b>	<b>97.80</b>	<b>80.21</b>	<b>65.18</b>

## Annexure - I.19

## Restated Statement of Other current assets

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Duties & Taxes Receivable	76.60	58.45	50.57	18.72
Prepaid Expenses	1.22	1.12	1.25	-
<b>Total</b>	<b>77.82</b>	<b>59.57</b>	<b>51.82</b>	<b>18.72</b>

**Annexure - II.1**  
**Restated Statement of Revenue from operations** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Sale of products	1,788.10	6,216.24	3,643.00	526.54
Other Operating Revenue	0.02	0.35	0.96	
<b>Total</b>	<b>1,788.12</b>	<b>6,216.59</b>	<b>3,643.96</b>	<b>526.54</b>

**Annexure - II.2**  
**Restated Statement of Other income** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest on FDR	0.08	0.45	0.10	-
Discount Expenses	0.04	4.97	0.96	-
Foreign Exchange Gain	-	4.50	1.81	-
<b>Total</b>	<b>0.12</b>	<b>9.92</b>	<b>2.87</b>	<b>-</b>

**Annexure - II.3**  
**Restated Statement of Cost of Material Consumed** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Opening Stock of Raw material	472.86	161.47	-	-
Add: Purchases during the year	900.00	1,270.33	505.98	-
Less : Closing Stock of Raw Material at the end of the year	771.50	472.86	161.47	-
<b>Total</b>	<b>601.36</b>	<b>958.94</b>	<b>344.51</b>	<b>-</b>

**Annexure - II.4**  
**Restated Statement of Purchase of Stock in Trade** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Purchases of Stock in Trade	879.94	4,575.23	3,276.59	886.63
<b>Total</b>	<b>879.94</b>	<b>4,575.23</b>	<b>3,276.59</b>	<b>886.63</b>

**Annexure - II.5**  
**Restated Statement of Changes in inventories of finished goods and work-in-progress** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Inventories at the end of the year:</b>				
(a) Finished goods	2,169.45	1,890.98	1,140.73	377.29
(b) Work-in-progress	-	-	-	-
	<b>2,169.45</b>	<b>1,890.98</b>	<b>1,140.73</b>	<b>377.29</b>
<b>Inventories at the beginning of the year:</b>				
(a) Finished goods	1,890.98	1,140.73	377.29	-
(b) Work-in-progress	-	-	-	-
	<b>1,890.98</b>	<b>1,140.73</b>	<b>377.29</b>	<b>-</b>
<b>Net (increase) / decrease</b>	<b>(278.47)</b>	<b>(750.25)</b>	<b>(763.44)</b>	<b>(377.29)</b>

**Annexure - II.6**  
**Restated Statement of Employee benefits expense** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(a) Salaries and wages	84.89	64.25	22.06	-
(b) Directors' Remunerations	12.00	27.00	27.00	-
(c) Labour Charges	8.00	22.93	9.27	-
(d) Contribution to statutory fund	12.79	6.87	-	-
(e) Staff Welfare Expenses	0.32	1.54	-	-
<b>Total</b>	<b>118.00</b>	<b>122.59</b>	<b>58.33</b>	<b>-</b>

**Annexure - II.7**  
**Restated Statement of Finance costs** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Interest Expense	55.33	78.87	25.35	-
Other borrowing costs; bank Charges	5.58	35.40	18.89	-
<b>Total</b>	<b>60.91</b>	<b>114.27</b>	<b>44.24</b>	<b>-</b>

**Annexure - II.8**  
**Restated Statement of Depreciation and Amortisation** (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Depreciation Expenses	25.37	50.13	43.46	0.03
<b>Total</b>	<b>25.37</b>	<b>50.13</b>	<b>43.46</b>	<b>0.03</b>

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Auditors Remunerations	2.10	8.50	8.60	0.30
Advertisement	17.17	0.70	0.81	-
Commission Expenses	1.01	4.60	6.93	0.43
Direct Expenses	2.46	4.64	0.25	0.10
Freight Inward	1.62	8.48	1.21	-
Insurance Expenses	0.86	1.64	2.47	-
Power & Fuel	4.08	3.34	0.68	-
Professional Fees	20.82	69.70	19.23	0.77
Rent Expenses	0.90	1.80	1.80	-
Repair & Maintenance	0.94	13.51	13.11	-
Royalty Expenses	0.12	0.25	0.25	-
Selling & Distribution Expenses	8.46	7.12	2.34	-
Printing & Stationary Expenses	0.41	2.49	0.65	-
Property Tax		-	2.44	-
Registration Expenses	0.15	0.05	0.10	-
ROC Fees	1.54	23.57	0.45	2.83
Other Expenses	18.50	7.96	0.18	-
Travelling Expenses	3.20	2.52	2.26	-
CSR EXPENDITURE	9.90			
Brokerage Expenses		-	0.34	-
Donation	0.31	1.00	-	-
Foreign Exchange Loss	0.34			
Catering		-	1.45	-
Cold Storage Expenses		2.37	2.31	-
Designing Charges		-	0.74	0.21
Fees		-	-	0.37
Food Processing Expenses		-	0.51	-
Import Expenses		2.95	12.94	-
Interest on Late Payment		0.02	0.05	-
Late Fees	0.28	0.03	0.14	-
License Fees		-	0.13	-
Membership Fees	0.45	-	0.65	-
Miscellaneous Expenses		-	0.01	-
Packing Expenses	15.73	25.78	16.53	-
Registration Expenses		-	0.44	-
Security Charges	1.58	3.22	2.01	-
Water Charges		-	0.49	-
Web designing Charges		-	0.51	0.50
Laboratory Charges		0.16	4.18	-
License Fees		-	0.06	0.23
Software Charges	0.61	0.54	0.62	0.06
Stam Duty	-	-	-	0.38
<b>Total (A+B+C)</b>	<b>113.53</b>	<b>196.92</b>	<b>107.88</b>	<b>6.18</b>

Annexure - II.10  
Restated Statement of Deferred Tax (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
WDV as per Companies Act, 2013 (A)	391.33	402.62	425.49	382.19
WDV as per Income tax Act, 1961 (B)	375.63	384.64	411.04	382.09
Difference in WDV (A-B)	15.70	17.98	14.45	0.10
Timing Difference due to Provision for Gratuity (DTA)	13.07	2.29	-	-
Total Timing Difference	2.62	15.69	14.45	0.10
Deferred Tax (Asset)/ Liability 'C)	0.66	3.95	3.64	0.02
Restated Closing Balance of Deferred Tax (Asset)/ Liability	0.66	3.95	3.64	0.02
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	0.33	3.61	0.02	-
Deferred Tax (Assets)/ Liability charged to Profit & Loss	0.33	0.33	3.61	0.02

Annexure - II.11  
Restated Statement of Earning Per Equity Share (₹ in Lakhs)

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Before Exceptional Items</b>				
1. Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	187.18	663.69	363.46	7.90
2. Weighted Average number of equity shares used as denominator for calculating EPS	13,061,440	13,061,440	1,294,980	1,294,980
2. Weighted Average number of equity shares used as denominator for calculating EPS Post Bonus and Split	13,061,440	12,732,651	9,064,860	7,783,400
4. Basic and Diluted Earning per Share (On Face value of Rs. 10/- per share)	1.43	5.21	4.01	0.10

**I. Additional Information to the Financial Statements:-**

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>1. CIF Value of Imports</b>				0.00
Raw Material	-	-		0.00
Raw Material (Payment Made)	-	-		-
Traded Goods	-	-	478.10	-
Capital Goods/ Stores & Spare Parts				-
<b>2. Expenditure in Foreign Currency</b>				-
In respect of Business Promotion, Repair & Maintenance & Profession	-	-	-	-
Consultancy & Other Misce Expenses	-	-	-	-
- In respect of Foreign Travelling.	-	-	-	-
- Container Freight	-	-	-	-
<b>3. Earnings in Foreign Currency</b>				-
Exports (FOB Value)	-	-	-	-
Exports Realisation	-	-	-	-

**III. Segment Information**

The Company is having only one segment i.e. Trading & Processing of Dry Fruits & Spices, so that Disclosure as required by AS - 17 is not required

**IV. Details of CSR**

Particulars	For the Year Ended On			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
a). Amount Required to be spent during the year	9.90	NA	NA	NA
b). Amount of expenditure incurred,	NA	NA	NA	NA
c). Shortfall at the end of the year,	9.90	NA	NA	NA
d). Total of previous years shortfall	NA	NA	NA	NA
e). Reasons for shortfall	Expense will be made at the Year End	NA	NA	NA
f). Nature of CSR Activities	NA	NA	NA	NA

**V. Additional regulatory information****(a) Details of crypto currency or virtual currency**

The Company has neither traded nor invested in Crypto currency or Virtual Currency for the year ended on September 30, 2024, March 31, 2024, March 31, 2023, 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

**(b) Compliance with approved scheme of arrangements**

Company is not engaged in any scheme of arrangements.

**(c) Undisclosed income**

During the Periods, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**(d) Relationship with struck off companies**

The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year ended on September 30, 2024, March 31, 2024, 2023, 2022

**(e) Compliance with numbers of layers of companies**

The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 during the year ended on September 30, 2024, March 31, 2024, 2023, 2022

**(f) Utilisation of borrowed funds and share premium**

During the year ended on September 30, 2024, March 31, 2024, March 31, 2023, 2022, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

During the year ended on September 30, 2024, March 31, 2024, March 31, 2023, 2022, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.

**(g) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.**

**(h) No proceeding have been initiated nor pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.**

**(i) The Company has not revalued its tangible & intangible assets in the year ended September 30, 2024, March 31, 2024, 2023 & 2022.**

**(j) The Company does not have any intangible assets under development as on September 30, 2024, March 31, 2024, 2023 & 2022.**

**VI. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

**VII. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

**VIII. Material Adjustments in Restated Profit & Loss Account:**

Particulars	For the Year Ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Profit After Tax as per Books of Accounts</b>	<b>149.56</b>	<b>672.94</b>	<b>387.22</b>	<b>7.94</b>
Adjustment for Prior Period Items	39.87	22.57	-	-
Adjustment on Account of Expense Provisioning/Prepaid	0.10	(0.12)	1.25	-
Adjustment for provision of Income Tax	(3.10)	(33.17)	(22.92)	-
Adjustment for provision of Deferred Tax	0.74	1.47	(2.08)	(0.04)
<b>Total Adjustments</b>	<b>37.61</b>	<b>(9.26)</b>	<b>(23.75)</b>	<b>(0.04)</b>
<b>Profit After Tax as per Restated</b>	<b>187.18</b>	<b>663.69</b>	<b>363.46</b>	<b>7.90</b>

**Reconciliation of Equity**

Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Balance of Equity (Networth) as per Audited Financial Statement</b>	<b>3,572.88</b>	<b>3,423.32</b>	<b>523.71</b>	<b>136.49</b>
Adjustment on account of Opening Gratuity Provision	-	-	-	-
Adjustment related to Profit and Loss account	4.56	(33.05)	(23.79)	(0.04)
<b>Balance of Equity (Networth) as per Restated Financial Statement</b>	<b>3,577.44</b>	<b>3,390.26</b>	<b>499.91</b>	<b>136.45</b>

**IX. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006**

Based on the information available with the Company in respect of MSME (as defined in the Micro, Small and Medium Enterprises Development Act, 2006) and as confirmed to us there are no delays in payment of dues to such enterprise during the year.

The identification of Micro, Small and Medium Enterprises Suppliers as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" is based on the

I. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

**X. II.** The balance of Sundry Creditors, Sundry Debtors, Loans Advances, Unsecured Loans, and Current Liabilities are subject to confirmation and reconciliation.

As required under SEBI (ICDR) Regulations, the statement of assets and liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both

**XI. Long Term Employee Benefits [AS-15]**

Accounting Standard (AS) – 15 issued by ICAI is Mandatory. The Company has accounted for Long Term employee Benefits based on Actuarial Valuation report.

**Assumption used by Acturial for Graulty Provision**

Particulars	For the Period /Year Ended on	
	September 30, 2024	March 31, 2024
<b>Discount Rate</b>	7.21%	7.21%
Salary Growth Rate	-	-
Mortality	IALM 2012-14	IALM 2012-14
Expected rate of return	-	-
Withdrawal rate (Per Annum)	10.00 % per annum	10.00 % per annum
Normal Retirement Age	60 Years	60 Years
Salary	Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period	5 Years of service	5 Years of service
Benefits on Normal Retirement	15/26 * Salary * Past Service (yr).	15/26 * Salary * Past Service (yr).
Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit	Rs. 20 Lakhs	Rs. 20 Lakhs

(Source: Based on Valuation report Ms. Sapna Malhotra (Fellow Member of Institute of Actuaries of India -3766) dated November 26, 2024 for period upto September 30, 2024 & March 31, 2024. Further the company is in the policy of valued its obligation related to gratuity on yearly basis

**XII.****Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**XIII.****Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary.

**XIV.****Examination of Books of Accounts& Contingent Liability**

The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.

**XV.****Director Personal Expenses**

There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**XVI.****Deferred Tax Asset / Liability: [AS-22]**

The company has created Deferred Tax Asset / Liability as required by Accounting Standard (AS) - 22.

**XVII. Pending registration / satisfaction of charges with ROC**

There are no Pending Registration/Satisfaction of charge with ROC

**XVIII. Shares allotted without payment being received in cash, bonus shares allotted and shares bought back during last 5 years.**

The Company has not allotted any shares without payment being received in cash and bonus shares except bonus issued made on June 18, 2024 in last 5 years.  
Further the company has not bought back any shares during last 5 years

## Statement of Accounting &amp; Other Ratios, As Restated

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated (A)	187.18	663.69	363.46	7.90
Add: Depreciation	25.37	50.13	43.46	0.03
Add: Finance Cost	60.91	114.27	44.24	-
Add: Income Tax/ Deferred Tax	80.42	294.99	171.79	3.09
Less: Other Income	(0.12)	(9.92)	(2.87)	-
<b>EBITDA</b>	<b>353.76</b>	<b>1,113.16</b>	<b>620.09</b>	<b>11.02</b>
<b>EBITDA Margin (%)</b>	<b>19.78%</b>	<b>17.91%</b>	<b>17.02%</b>	<b>2.09%</b>
Net Worth as Restated (B)	3,577.44	3,390.26	499.91	136.45
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>5.23%</b>	<b>19.58%</b>	<b>72.71%</b>	<b>5.79%</b>
Equity Share at the end of year (in Nos.)(C)	13,061,440	13,061,440	1,294,980	1,294,980
Weighted No. of Equity Shares (in Nos.)(D)	13,061,440	12,732,651	9,064,860	7,783,400
Weighted No. of Equity Shares Considering Bonus & Split Impact (E)	13,061,440	12,732,651	9,064,860	7,783,400
(Post Bonus after restated period with retrospective effect)				
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>	<b>1.43</b>	<b>5.21</b>	<b>4.01</b>	<b>0.10</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>1.43</b>	<b>5.21</b>	<b>4.01</b>	<b>0.10</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>27.39</b>	<b>25.96</b>	<b>38.60</b>	<b>10.54</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus &amp; Split Impact with retrospective effect (B/E)</b>	<b>27.39</b>	<b>26.63</b>	<b>5.51</b>	<b>1.75</b>

**Note:-**

EBITDA Margin = EBITDA/Revenue from Operations

Networth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

#Company has allotted 1,11,95,520 Bonus Equity Shares of Rs. 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number

Accounting Ratio						
Sr. No.	Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	Comments
1	Current Assets	6,498.50	4,777.40	2,186.13	816.42	<b>For FY 2023-24:</b> Increase is due to increase in inventory & receivables Variation is less than 25%
	Current Liabilities	3,233.16	1,813.01	1,486.66	461.17	
	<b>Current Ratio (In Times)</b>	<b>2.01</b>	<b>2.64</b>	<b>1.47</b>	<b>1.77</b>	
	Variation	-23.72%	79.19%	-16.94%	NA	
2	Total Debt (Short Term + Long Term)	1,670.06	914.64	1,537.13	601.00	<b>For FY 2023-24 vs FY 2022-23:</b> Due to reduction in Debt and increase in Profits of the Company
	Equity	3,577.44	3,390.26	499.91	136.45	
	<b>Debt Equity Ratio</b>	<b>0.47</b>	<b>0.27</b>	<b>3.07</b>	<b>4.40</b>	
	Variation	73.04%	-91.23%	-30.19%	NA	
3	Earnings available for debt service	353.76	1,113.16	620.09	11.02	Due to increase in Profits.
	Debt Service	74.90	126.82	48.89	-	
	<b>Debt Service Coverage Ratio</b>	<b>4.72</b>	<b>8.78</b>	<b>12.68</b>	<b>-</b>	
	Variation	-46.19%	-30.80%	NA	NA	
4	Net Profits after taxes – Preference Dividend (if any)	187.18	663.69	363.46	7.90	there was loss during FY 20-21 and Profits of the company was Rs. 5.71 Crores in FY 21-22 due to which RoE has increased. Due to increase in profits and Equity ROE has increased..
	Average Shareholder's Equity	3,577.44	1,945.08	318.18	68.25	
	<b>Return on Equity (ROE):</b>	<b>5.23%</b>	<b>34.12%</b>	<b>114.23%</b>	<b>11.57%</b>	
	Variation	-84.67%	-70.13%	887.37%	NA	
5	Cost of Goods Sold	1,202.83	4,783.92	2,857.66	509.34	Due to increase in turnover this ratio has increased
	Average Inventory	2940.95	1833.02	839.745	188.645	
	<b>Inventory Turnover ratio</b>	<b>0.41</b>	<b>2.61</b>	<b>3.40</b>	<b>2.70</b>	
	Variation	-84.33%	-23.31%	26.04%	NA	
6	Net Credit Sales	1,788.12	6,216.59	3,643.96	526.54	Due to increase in trade receivables this ratio has increased
	Average Accounts Receivable	3,291.06	1,490.08	508.78	138.94	
	<b>Trade receivables turnover ratio</b>	<b>0.54</b>	<b>4.17</b>	<b>7.16</b>	<b>3.79</b>	
	Variation	-86.98%	-41.75%	88.99%	NA	
7	Cost of Goods Sold	1,202.83	4,783.92	2,857.66	509.34	Due to increase in Purchases
	Average Trade Payables	1,474.90	492.43	414.09	219.61	
	<b>Trade payables turnover ratio</b>	<b>0.82</b>	<b>9.71</b>	<b>6.90</b>	<b>2.32</b>	
	Variation	-91.61%	40.77%	197.55%	NA	
8	Net Sales	1,788.12	6,216.59	3,643.96	526.54	Due to increase in Net Sales.
	Average Working Capital	3,265.33	1,831.93	527.36	180.27	
	<b>Net capital turnover ratio</b>	<b>0.55</b>	<b>3.39</b>	<b>6.91</b>	<b>2.92</b>	
	Variation	-83.86%	-50.89%	136.56%	NA	
9	Net Profit	187.18	663.69	363.46	7.90	Due to increase in Profits.
	Revenue from Operations	1,788.12	6,216.59	3,643.96	526.54	
	<b>Net profit ratio</b>	<b>10.47</b>	<b>10.68</b>	<b>9.97</b>	<b>1.50</b>	
	Variation	-1.95%	7.03%	565.15%	NA	
10	Earning before interest and taxes (EBIT)	328.39	1,063.03	576.63	10.99	Due to Increase in EBIT of the Company
	Average Capital Employed	5,247.50	3,170.97	1,387.24	368.75	
	<b>Return on capital employed (ROCE)</b>	<b>6.26%</b>	<b>33.52%</b>	<b>41.57%</b>	<b>2.98%</b>	
	Variation	-81.33%	-19.35%	1294.68%	NA	
11	<b>Return on investment</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

\*Please note that Figures and Ratios for the period ending 30th September 2024 are non Comparable and thus not justified with reason.

## Statement of Capitalization, As Restated

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue*
	September 30, 2024	
<b>Debt :</b>		
Long Term Debt	165.37	[●]
Short Term Debt	1,504.69	[●]
<b>Total Debt</b>	<b>1,670.06</b>	[●]
<b>Shareholders Funds</b>		
Equity Share Capital	1,306.14	[●]
Reserves and Surplus	2,271.29	[●]
Less: Misc. Expenditure	-	-
<b>Total Shareholders' Funds</b>	<b>3,577.44</b>	[●]
<b>Long Term Debt/ Shareholders' Funds</b>	<b>0.05</b>	<b>[●]</b>
<b>Total Debt / Shareholders Fund</b>	<b>0.47</b>	<b>[●]</b>

\*Company has increased authorised capital of the Company from Rs. 200 Lakh divided into 20 Lakhs Equity Shares of Rs. 10 each to Rs. 2500 Lakhs divided into 250 Lakhs Equity Shares of Rs. 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on July 19, 2023.

#Company has allotted 1,11,95,520 Bonus Equity Shares of Rs. 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.

The figures disclosed above are outstanding as on September 30, 2024 i.e. latest audited financials

Particulars	As At			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Profit Before Tax as per books of accounts (A)</b>	<b>267.60</b>	<b>958.68</b>	<b>535.26</b>	<b>10.99</b>
-- Normal Tax rate	27.82%	27.82%	27.82%	26.00%
-- Minimum Alternative Tax rate	17.28%	17.28%	17.28%	17.28%
<b>Permanent differences</b>				
Other adjustments	-	7.25	2.52	-
Interest on TDS/TDS Written Off	-	-	-	-
Loss on sale of Investment	-	-	-	-
<b>Total (B)</b>	<b>-</b>	<b>7.25</b>	<b>2.52</b>	<b>-</b>
<b>Timing Differences</b>				
Depreciation as per Books of Accounts	25.37	50.13	43.46	0.03
Depreciation as per Income Tax	23.09	53.65	57.82	0.13
Difference between tax depreciation and book depreciation	2.28	(3.52)	(14.36)	(0.10)
Bonus / Gratuity Provision in Books	13.07	2.29	-	-
Bonus Gratuity Actually Paid	-	-	-	-
Deduction under chapter VI-A	-	-	-	-
<b>Total (C)</b>	<b>15.35</b>	<b>(1.23)</b>	<b>(14.36)</b>	<b>(0.10)</b>
<b>Net Adjustments (D = B+C)</b>	<b>15.35</b>	<b>6.02</b>	<b>(11.84)</b>	<b>(0.10)</b>
<b>Total Income (E = A+D)</b>	<b>282.95</b>	<b>964.70</b>	<b>523.41</b>	<b>10.89</b>
Brought forward losses set off	-	-	-	-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>	<b>282.95</b>	<b>964.70</b>	<b>523.41</b>	<b>10.89</b>
Tax Payable for the year	78.72	268.38	145.61	2.83
Interest Expenses	1.38	26.28	22.57	0.24
Total Tax Expense	80.10	294.66	168.18	3.07
Tax payable as per MAT	49.00	167.00	90.00	1.90
Tax payable as per normal rates or MAT (whichever is higher)	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>	<b>Income Tax</b>

## Statement of Related Party &amp; Transactions :

## List of Related Parties where Control exists and Relationships:

Sr. No	Name of the Related Party	Relationship
1	Parth Ashish Mehta	Key Managerial Personnel (Promoter/Director)
2	Kaushik Sobhagchand Shah	Key Managerial Personnel (Director)
3	Ketan Sobhagchand Shah	Key Managerial Personnel (Director)
4	K Sobhagchand & Co.	Related Party
5	J Ketan Kumar & Co.	Related Party
6	VS Spices	Related Party
7	Smeet Shah	Relative of KMP
8	Jenish Shah	Relative of KMP
9	Lav Shah	Relative of KMP
10	K K Corporation	Related Party

(₹ in Lakhs)

Transactions during the year:	For the Year Ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Director's Remuneration</b>				
Parth Ashish Mehta	6.00	3.00	3.00	-
Kaushik Sobhagchand Shah	6.00	12.00	12.00	-
Ketan Sobhagchand Shah	6.00	12.00	12.00	-
<b>Directors Loan Repaid</b>				
Parth Ashish Mehta	0.01	249.99	-	100.00
Kaushik Sobhagchand Shah	-	299.48	1.00	25.00
Ketan Sobhagchand Shah	-	164.00	25.00	
<b>Salary</b>				
Smeet Shah	3.76	4.80	4.80	-
Lav Shah	2.42	4.80	4.80	-
Jenish Shah	3.03	4.80	4.80	-
<b>Sale</b>				
K Sobhagchand & Co.	-	111.73	77.04	-
J Ketan Kumar & Co.	-	7.53	115.53	6.08
VS Spices	306.19	207.18	67.09	-
Smeet Shah	0.01	0.04	0.05	-
Jenish Shah	-	0.02	-	
B.J. Brothers	-	123.05		
Kaushik Sobhagchand Shah	-	-	0.01	-
Ketan Sobhagchand Shah	-	-	0.58	-
Parth Ashish Mehta	0.02	-	-	-
<b>Purchase</b>				
K Sobhagchand & Co.	-	358.81	355.84	83.42
J Ketan Kumar & Co.	-	226.10	332.92	-
B.J. Brothers	-	21.59	42.32	
VS Spices	210.65	89.41	275.03	-
Surplus International	-	25.03	-	-
<b>Brokerage</b>				
J Ketan Kumar & Co.	-	0.01	0.03	-
<b>Royalty</b>				
J Ketan Kumar & Co.	0.15	0.30	0.25	-
<b>Advances</b>				
<b>K K Corporation</b>	-	25.00	-	
<b>Rent</b>				
K K Corporation	0.90	1.80	1.80	-
<b>Directors Loan Taken</b>				
Kaushik Sobhagchand Shah	25.00	49.00	113.50	212.00
Ketan Sobhagchand Shah	-	24.00	25.00	164.00
Parth Ashish Mehta	-	-	-	350.00
<b>Unsecured Loan Taken</b>				
K Sobhagchand & Co.	6.27	-	-	-
J Ketan Kumar & Co.	19.45	-	-	-

Figures shown above are exclusive of GST and TDS

Outstanding Balance (Receivables)/Payable	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Directors Loan</b>				
Parth Ashish Mehta	-	0.01	250.00	250.00
Kaushik Sobhagchand Shah	74.02	49.02	299.50	187.00
Ketan Sobhagchand Shah	24.01	24.01	164.00	164.00
<b>Director's Remuneration</b>				
Parth Ashish Mehta	1.20	1.20	-	-
Kaushik Sobhagchand Shah	21.00	15.60	10.80	-
Ketan Sobhagchand Shah	27.00	21.60	10.80	-
<b>Salary</b>				
Smeet Shah	8.69	8.00	3.80	-
Lav Shah	5.24	4.80	-	-
Jenish Shah	8.16	8.16	4.80	-
<b>Debtors</b>				
J Keta Kumar & Co.	-	-	6.37	-
VS Spices	474.85	184.66	0.07	-
Smeet Shah	0.02	0.01	0.05	-
Jenish Shah	0.01	0.01	-	-
Kaushik Sobhagchand Shah	-	-	0.01	-
Ketan Sobhagchand Shah	0.54	0.54	0.58	-
B.J. Brothers	-	13.03	-	-
Parth Ashish Mehta	0.02	-	-	-
<b>Creditors</b>				
K Sobhagchand & Co.	0.87	0.87	-	-
J Keta Kumar & Co.	-	-	8.24	-
VS Spices	169.71	16.65	12.97	-
B.J. Brothers	-	4.83	15.43	-
<b>Brokerage Payable</b>				
J Keta Kumar & Co.	-	0.01	0.03	-
<b>Royalty Payable</b>				
J Keta Kumar & Co.	0.69	0.55	0.25	-
<b>Rent Payable</b>				
K K Corporation	2.70	1.80	-	-
<b>Advance</b>				
K K Corporation	-	25.00		
<b>Unsecured Loan</b>				
K Sobhagchand & Co.	6.27	-	-	-
J Keta Kumar & Co.	19.45	-	-	-

#### ANNEXURE -X

##### Statement of Dividends

No Dividend Paid in last three years.

#### ANNEXURE -XI

##### Changes in the Significant Accounting Policies

There have been no changes in the accounting policies of the company for the period disclosed in the restated financial statement except for accounting for long term employee benefits (Grauity). Company has changed the accounting policy for Grauity from cash basis to based on Acturial Valuation report.

##### Impact on Profit and loss account due to change in accounting

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Reduction in Profits to the extent of	-	-	-	-

Company has provided for Gratuity provision as per actuarial report for the first time in Books of Accounts for FY 2023-24.

#### ANNEXURE -XII

##### Contingent Liabilities:

a. Claims against the Company (including unasserted claims) not acknowledged as debt:

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Related to Direct Tax Matters	-	-	-	-
Related to Indirect Tax Matters	-	-	-	-

(₹ in Lakhs)

Capital Commitment	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Estimated value of contracts in capital account remaining to be executed (net of capital advance)	-	-	-	-

## OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net Profit as Restated (A)	187.18	663.69	363.46	7.90
Add: Depreciation	25.37	50.13	43.46	0.03
Add: Finance Cost	60.91	114.27	44.24	-
Add: Income Tax/ Deferred Tax	80.42	294.99	171.79	3.09
Less: Other Income	(0.12)	(9.92)	(2.87)	-
<b>EBITDA</b>	<b>353.76</b>	<b>1,113.16</b>	<b>620.09</b>	<b>11.02</b>
<b>EBITDA Margin (%)</b>	<b>19.78%</b>	<b>17.91%</b>	<b>17.02%</b>	<b>2.09%</b>
Net Worth as Restated (B)	3,577.44	3,390.26	499.91	136.45
<b>Return on Net worth (%) as Restated (A/B)</b>	<b>5.23%</b>	<b>19.58%</b>	<b>72.71%</b>	<b>5.79%</b>
Equity Share at the end of year (in Nos.)(C)	1,30,61,440	13,061,440	1,294,980	1,294,980
Weighted No. of Equity Shares (in Nos.)(D)	1,30,61,440	12,732,651	9,064,860	7,783,400
Weighted No. of Equity Shares Considering Bonus & Split Impact (E)	1,30,61,440	12,732,651	9,064,860	7,783,400
(Post Bonus after restated period with retrospective effect)				
<b>Basic &amp; Diluted Earnings per Equity Share as Restated (A/D)</b>	<b>1.43</b>	<b>5.21</b>	<b>4.01</b>	<b>0.10</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E)</b>	<b>1.43</b>	<b>5.21</b>	<b>4.01</b>	<b>0.10</b>
<b>Net Asset Value per Equity share as Restated (B/C)</b>	<b>27.39</b>	<b>25.96</b>	<b>38.60</b>	<b>10.54</b>
<b>Net Asset Value per Equity share as Restated after considering Bonus &amp; Split Impact with retrospective effect (B/E)</b>	<b>27.39</b>	<b>26.63</b>	<b>5.51</b>	<b>1.75</b>

**Note: -**

- *EBITDA Margin = EBITDA/Revenue from Operations*
- *Net worth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off*
- *Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year*
- *Return on Net worth (%) = Restated Profit after taxation / Net worth x 100*
- *Net asset value/Book value per share (₹) = Net worth / No. of equity shares*
- *The Company does not have any revaluation reserves or extra-ordinary items.*
- *#Company has allotted 1,11,95,520 Bonus Equity Shares of Rs. 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.*

As per Accounting Standard 20 (AS - 20), In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equities shares outstanding before the event is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported.

## CAPITALISATION STATEMENT

*The following table sets forth our capitalisation derived from our Restated Financial Statements as at September 30, 2024, and as adjusted for the Issue. This table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Restated Financial Information” and “Risk Factors” on pages 222, 187 and 30, respectively of this Prospectus.*

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue
	September 30, 2024	
<b>Debt:</b>		
Long Term Debt	165.37	165.37
Short Term Debt	1,504.69	1,504.69
<b>Total Debt</b>	<b>1,670.06</b>	<b>1,670.06</b>
<b>Shareholders Funds</b>		
Equity Share Capital <sup>#</sup>	1,306.14	1,789.14
Reserves and Surplus	2,271.29	3,983.68
Less: Misc. Expenditure	-	-
<b>Total Shareholders’ Funds</b>	<b>3,577.44</b>	<b>5,772.83</b>
<b>Long Term Debt/ Shareholders’ Funds</b>	<b>0.05</b>	<b>0.03</b>
<b>Total Debt / Shareholders Fund</b>	<b>0.47</b>	<b>0.29</b>

Company has increased authorized capital of the Company from ₹ 200 Lakh divided into 20 Lakhs Equity Shares of ₹ 10 each to ₹ 2500 Lakhs divided into 250 Lakhs Equity Shares of ₹ 10 Each in the extra-ordinary General Meeting of Shareholders of the company held on July 19, 2023.

#Company has allotted 1,11,95,520 Bonus Equity Shares of ₹ 10 each on January 18, 2024 in the ratio of 6:1 i.e. for every equity share, 6 bonus shares were issued.

Short term debts and long term debts are considered outstanding as on 39.09.2024

## FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on September 30, 2024:

(₹ in Lakhs)

<b>Nature of Borrowing</b>	<b>Amount</b>
<b><i>Secured Borrowings</i></b>	
<b>Fund Based</b>	
From banks	1,506.90
From NBFC's	-
<b>Total Fund based – (a)</b>	<b>1,506.90</b>
<b>Non-Fund Based</b>	
Letter of Credit	-
Bank Guarantee	-
<b>Non-Fund based total (b)</b>	<b>-</b>
<b><i>Unsecured Borrowings</i></b>	
<b>Fund Based</b>	
From Banks	-
From NBFC's & Corporates	39.42
From Directors and relatives	123.74
<b>Total Fund based (c)</b>	<b>163.16</b>
<b>Non-Fund Based (d)</b>	-
<b>Total (a + b + c +d)</b>	<b>1670.06</b>

### Details of Secured Borrowings

Name of Lender	Sanction year	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on September 30, 2024 (₹ In Lakhs)	Principal Terms & Conditions
Bank of Baroda	2023-24	Cash Credit	1500.00	1,490.70	<b>Tenure:</b> 12 Months <b>Number of Instalments:</b> NA <b>Interest Rate:</b> 9.70% <b>Interest Type:</b> Security: Factory and book debts
HDFC Bank	2024-25	Term Loan	16.50	16.20	<b>Tenure:</b> 36 Months <b>Number of Instalments:</b> 60 <b>Interest Rate:</b> 9.27 <b>Security:</b> Commercial Vehicles
		<b>Sub Total (a)</b>	<b>1,516.50</b>	<b>1,506.90</b>	

### Details of Unsecured Borrowings

Name of Lender	Sanction year	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on September 30, 2024 (₹ In Lakhs)	Principal Terms & Condition
SMFG INDIA CREDIT CO LTD.	2024-25	TERM LOAN	40.00	39.42	<b>Tenure:</b> 37 Months <b>Number of Instalments:</b> 37 <b>Interest Rate:</b> 18 <b>Security:</b> Unsecured
		<b>Gross Total</b>	<b>40.00</b>	<b>39.42</b>	

**Details of unsecured borrowings From Directors and relatives**

(₹ In Lakhs)

<b>Name of the Director/Related Party</b>	<b>Amount Outstanding as on September 30, 2024</b>
Kaushik Sobhagchand Shah	74.02
Ketan Sobhagchand Shah	24.01
J Ketankumar Co.	19.45
K Shobhagchand Co	6.27
<b>Total</b>	<b>123.75</b>

**Covenants (Terms & Conditions)**

1. The Bank reserves the right to discontinue the facilities and to withhold/ stop any disbursements, without giving any notice in case of non-compliance/ breach of any of the terms and conditions stipulated herein and from time to time as also in the relevant documents or any information/ particulars furnished to us found to be incorrect or in case of any development of situations wherein in the opinion of the Bank, its interest will be/ is likely to be prejudicially affected by such continuation or disbursement.
2. The Bank reserves the right to withdraw, modify or amend the terms and conditions of aforesaid credit facilities and the Bank would not be bound to disburse full amount in respective credit facilities in the event of any failure on the part of the Borrower in satisfying any of the terms and conditions stipulated.
3. If the applicants of loan/ the Borrower does not meet the repayment of the loan as per schedule their loan account will go in arrears and this may affect his credit rating, the circumstances in which the Bank is entitled to recall the entire loan, the credit counselling facility, if any available with the Bank.
4. The company & its Directors to give an undertaking that they will not raise any fresh loan, business loans, vehicle loans etc. from any bank/NBFCs etc without getting NOC from the branch.
5. Branch to ensure no current account is to be maintained at any other bank and all the sales proceeds to be routed from our CC account.
6. Borrower Company/Firm to deal exclusively with us, route all their transactions through the CC account only and will not open current account with any other bank without the permission of our bank and close the current account with other banks except permitted in this note.
7. Share capital and other unsecured loans/ deposits to be maintained as estimated/projected and deposit shall not be withdrawn at any point of time. Profit will be plough back fully, required NWC will be maintained or else bring additional long-term fund in case of shortage in NWC.
8. In case of any default in the repayment of the loan or interest the Bank and/ or RBI will have an unqualified right to disclose or publish the name of the borrower and its director / guarantors as defaulter in such manner and in such medium as the Bank or the RBI in their absolute discretion may think fit.
9. In case of any shortfall in Net working Capital (as compared to projections)/ contingency, the Company should arrange additional Working Capital funds from own sources.
10. Borrower company to maintain requisite margin for Working Capital & short-term funds are not to be diverted for long term uses. An undertaking in this regard to obtain from the Company.
11. The Company/ Firm shall agree that in the event of the Company committing default in the repayment of instalment of the Loan or payment of interest on due dates, our bank shall have an unqualified right to disclose the name of the Company and its Directors to the Reserve Bank of India (RBI) and Credit Information Bureau India Limited (CIBIL). The Company shall give its consent to the Bank and / or RBI to publish its name and the name of its Directors as defaulters in such manner and through such medium as lenders in its absolute discretion may deem fit.

12. The Bank reserves the right to recall and to discontinue the credit facilities / advance/ loans and/or to withhold/ stop any disbursement/s without assigning any reasons/ giving any notice.
  - In case of non-compliance / breach of any of the terms and conditions stipulated therein and from time to time.
  - In the relevant document or any information/ particulars furnished to us found to have incorrect
  - In case of any development or any information/ particulars furnished to us found to have incorrect.
  - In case of any development or situations wherein, in the opinion of the Bank, its interest will be/is likely to be prejudicially affected by such continuation or disbursement.
  - The advance made available under the above-mentioned facilities are repayable on demand and the terms & conditions of these facilities granted, at the discretion of the Bank, are subject to change from time to time without any prior notice.
  - The Bank reserves the right to withdraw, modify or amend the terms & conditions of advance and Bank would not bound to disburse full amount of advance in the event of any failure on the part of the Firm/Company in satisfying any of the stipulated terms & conditions.
13. Unsecured loans to be retained by the Company / Firm till the currency of credit facilities to the Company. A certificate from the Chartered Accountant regarding the unsecured loans shall be obtained. The Company shall undertake not to effect/permit withdrawal of deposits by family members, friends or directors during the currency of the bank advance without prior approval of the bank.
14. The Borrower Company/Firm and its directors are to undertake that during the currency of our advance, they will not, without the permission of the Bank in writing:
  - Implement any scheme of Expansion/ Modernization/ Diversification, except which are approved by our Bank
  - Formulate any scheme of Merger/ Acquisition/ Amalgamation/ Reconstitution.
  - Any Change in the management set-up / capital structure pf the firm/ company
  - Enter in to borrowing either secured or unsecured with any other bank/ financial institution/ corporate body.
  - Invest / deposit/ lend funds to group firm/ company & companies/ directors/ family members/ other corporate bodies/ firm/ companies/ persons
  - Create any further charge, lien or encumbrances over the assets charged to the Bank in favour of any other Bank, Financial institution, NBFC, firm/company or person or otherwise dispose off any of the fixed assets.
  - Undertake guarantee obligation on behalf of any other borrower, Group form/ Companies.
  - Extend finance to associate concerns during the currency of the Bank's advance without the bank's prior consent. If any
  - Pay commission/ brokerage/ fees etc to Guarantor/ or any other person for guaranteeing the facilities sanctioned to the firm/ company.
  - Declare dividends for any year, except out of the profits related to that year, after paying all due and making provisions as required for that year, provided there is no default in repayment obligation by the firm/company.
  - Allow the level of net working capital to come down from the estimated/ projected level
  - They will not carry out any speculation business. Further Branch to ensure that Fund is not diverted to any other purpose
  - Company/ Promoters is not to pledge their share to other banks/Fis without prior permission of bank.
15. Entire Credit facilities are further secured by the Personal Guarantees of Promoter Directors namely: Mr Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta.
16. Secured Term loans from HDFC Banks were secured against the Commercial vehicles purchased by the company.

*As certified by Ratan Chandak & Co. LLP Chartered Accountants through their certificate dated December 17, 2024.*

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations for the period ended on September 30, 2024 and for the Financial Years 2024, 2023 and 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 187 of this Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our restated financial statements are prepared in accordance with applicable Accounting Standards.*

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Prospectus. You should also read the section titled "Risk Factors" beginning on page 30 of this Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Leo Dryfruits & Spices Trading Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the period ended on September 30, 2024 and for the Financial Years 2024, 2023 and 2022 included in this Prospectus beginning on page 187.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in government regulations, tax laws and other statutes and incidental factors.*

### **BUSINESS OVERVIEW**

Our company is engaged in manufacturing/processing, trading and marketing of wide range of spices, dry fruits and other grocery products under the brand name "VANDU" and frozen/semi fried products under the brand name of "FRYD". Our company is currently engaged in supplying of various whole spices and blended spices under spices category, plain, roasted and flavoured dry fruits under dry fruits category and ghee, various type of seasoning, chiz bites, poppy seeds, sesame seeds and many more under other grocery products category in different packaging sizes.

To expand our product range, we are selling ghee under our brand name "VANDU" which is manufactured and packed by reliable manufacturer that adhere to follow strict quality standards along with the necessary approvals to ensure our customers receive the same level of quality and excellence expected from our brand. Our Company is also dealing in other grocery products such as seasonings, chili flakes, garlic powder, asafoetida (hing), black salt, pulses, dry ginger, fennel seeds, fenugreek seeds, nigella seeds, mace, nutmeg etc. which are sourced from third party producers or wholesalers and sell under "Vandu" brand. Also, we are acting as anchor distributor to re distribute the soft drink named campa cola. We do not have any long-term agreement with any of such vendors for supply of ghee or any of the grocery products.

Our company is doing its business in two verticals i.e., trading and manufacturing/processing of wide range of spices, dry fruits, frozen/semi fried products and other grocery products. Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name "VANDU" and frozen/semi fried products under the brand name of "FRYD". Under our manufacturing/processing division, we are processing blended spices and other grocery products such as chiz bites and seasoning at our manufacturing/processing unit located at Thane, Maharashtra.

Our manufacturing/processing unit is situated at A 812, MIDC Khairane, Thane Belapur Rd, TTC Industrial Area, Koperkhairane, Thane, Maharashtra-400705, India and is strategically located near the local APMC market thus facilitating easy and quick access to raw materials which reduces the transportation costs as well. Our manufacturing/processing unit is equipped with plant and machinery to facilitate efficient production process of cleaning, grading, blending, grinding and packaging etc. All products are processed at our unit with utmost care and by way of natural process with scientific methods

so as to retain the natural properties of the food like color & odor with time. Our manufacturing/processing unit is accredited with FSSAI license under Food Safety and Standards Act 2006.

Our Company is currently promoted by Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah and Mr. Parth Ashish Mehta. Our Promoters manage and control the major affairs of our business operations with their considerable experience in our Industry. Mr. Kaushik Sobhagchand Shah, Mr. Ketan Sobhagchand Shah have experience of 26 years and 9 years respectively into the spices and dry fruits trading business. We believe that our success is the result of sustained efforts over the years in key aspects of our business, such as process improvements and increased scale of operations. For more details, please see the chapter titled, “*Our Management*” and “*Our Promoter and Promoter Group*” on page 166 and 181.

We are catering B2B, B2C and D2C segment where under B2B segment, our company is engaged in wholesale trading, where we are selling various types of whole spices and dry fruits in bulk quantity under unbranded sale to various traders for further sale. Under B2C segment, our company is engaged in retail segment where, we are selling the whole spices, blended spices, dry fruits and other grocery products under our brand name “VANDU” through various distributors, super stockists, E-commerce platforms such as Amazon, Flipkart and our own website. Under D2C segment we are selling our products through our website and on direct order receive from the customers.

Furthermore, we have enrolled ourselves with various Police Canteens and Indian Naval Canteen to supply our products. Our main objective is to equip our nation's heroes, frontline officers, who are serving the nation and society with quality products at affordable prices. Expanding our reach, we have also associated with Canteen Store Department (CSD), which is catering the need of our soldiers PAN India. We have appointed M/s J Ketankumar Co, a sole proprietorship of one of our promoters Mr. Ketan Sobhagchand Shah to work as sole selling agent of our Company to supply our products exclusively to Kendra Police Kalyan Bhandar (KPKB).

The principal raw materials required for processing of blended spices is whole spices such as chilli, coriander seeds, cumin seeds, turmeric etc. which is majorly procured from the domestic market. Our company also procure the raw material from the international market considering factors such as quality, price, lead time, inventory levels and credit terms. We have a quality control and assurance division at our manufacturing/processing unit which carries out the required tests on the materials received including raw materials which are used in the manufacturing/processing and also on the final products. Our quality division also carries out tests on all the stages of manufacturing/processing to ensure that the quality is built through the process.

## KEY FINANCIAL PERFORMANCE

The table below sets forth the key performance indicators of our business as of/for the periods indicated:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Financial KPIs</b>				
Revenue from Operations <sup>(1)</sup>	1,788.12	6,216.59	3,643.96	526.54
EBITDA <sup>(2)</sup>	353.76	1,113.16	620.09	11.02
EBITDA Margin (%) <sup>(3)</sup>	19.78%	17.91%	17.02%	2.09%
PAT	187.18	663.69	363.46	7.90
PAT Margin (%) <sup>(4)</sup>	10.47	10.68	9.97	1.50
Return on equity (%) <sup>(5)</sup>	5.23%	34.12%	114.23%	11.57%
Return on capital employed (%) <sup>(6)</sup>	6.26%	33.52%	41.57%	2.98%
Debt-Equity Ratio (times) <sup>(7)</sup>	0.47	0.27	3.07	4.40
Current Ratio (times) <sup>(8)</sup>	2.01	2.64	1.47	1.77
Net profit ratio (%) <sup>(9)</sup>	10.47	10.68	9.97	1.50
EPS <sup>(10)</sup>	1.43	5.21	4.01	0.10

\*As certified by Peer review Auditor, M/s A Y & Company, Chartered Accountants by way of their certificate dated December 16, 2024

Notes:

(1) Revenue from operation means revenue from sale of our products

(2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs – Other Income

- (3) *EBITDA Margin is calculated as EBITDA divided by Revenue from Operations*
- (4) *PAT Margin is calculated as PAT for the period/year divided by revenue from operations*
- (5) *Return on Equity is calculated by comparing the proportion of net income against the amount of average shareholder equity*
- (6) *Return on Capital Employed is calculated as follows: Profit before tax + Finance Costs – Other Income (EBIT) divided by (Tangible Net Worth + Total Debt + Deferred Tax Liabilities)*
- (7) *Debt to Equity ratio is calculated as Total Debt divided by equity*
- (8) *Current Ratio is calculated by dividing Current Assets to Current Liabilities*
- (9) *Net profit ratio is calculated by dividing Net Profit to Revenue from Operations*
- (10) *Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.*

## **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD**

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e., September 30, 2024, as disclosed in this Prospectus, there are no circumstances that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

## **SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 30 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- We derive a significant portion of our revenue from trading activities, for which we have to rely on third parties for sourcing of products;
- Our future success depends on our ability to promote our brand and protect our reputation. Our failure to establish and promote our brand and any damage to our reputation will hinder our growth;
- Our business is dependent on our manufacturing/processing unit and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations;
- We derive a significant portion of our revenue from Maharashtra and failure to expand our operations into new geographic regions and markets may restrict our growth and adversely affect our business;
- Our operating results could be materially harmed if we are unable to accurately forecast consumer demand for our products or manage our inventory;
- Failure to acquire new consumers or fail to do so in a cost-effective manner, we may not be able to increase revenue or maintain profitability;
- Our ability to attract and retain qualified personnel;
- Natural calamities, climate change and health epidemics could adversely affect the Indian economy and our business, financial condition, and results of operations;
- Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, financial condition and results of operations;
- Stringent food safety, consumer goods, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.

## **SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer “*Significant Accounting Policies to the Restated Financial Statements*”, under Section titled “*Financial Information*” beginning on page 187 of the Prospectus.

## DISCUSSION ON RESULTS OF OPERATION

The following table sets forth select financial data from restated profit and loss accounts for the period ended September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the components of which are also expressed as a percentage of total income for such periods.

(₹ in Lakhs)

Particulars	Period ended September 30, 2024		Year Ended March 31, 2024		Year Ended March 31, 2023		Year Ended March 31, 2022	
	₹ in lakhs	%	₹ in lakhs	%	₹ in lakhs	%	₹ in lakhs	%
<b>Income</b>								
Revenue from operations	1,788.12	99.99%	6,216.59	99.84%	3,643.96	99.92%	526.54	100.00%
Other Income	0.12	0.01%	9.92	0.16%	2.87	0.08%	0.00	0.00%
<b>Total Income</b>	<b>1,788.24</b>	<b>100%</b>	<b>6,226.51</b>	<b>100%</b>	<b>3,646.83</b>	<b>100.00%</b>	<b>526.54</b>	<b>100.00%</b>
<b>Expenses</b>								
Cost of Materials Consumed	601.36	33.63%	958.94	15.40%	344.51	9.45%	0.00	0.00
Purchases of stock-in-trade	879.94	49.21%	4,575.23	73.48%	3,276.59	89.85%	886.63	168.39%
Changes in inventories of finished goods, WIP and Stock-in-Trade	(278.47)	(15.57%)	(750.25)	(12.05%)	(763.44)	(20.93%)	(377.29)	(71.65%)
Employee benefit expense	118.00	6.60%	122.59	1.97%	58.33	1.60%	0.00	0.00
Finance Cost	60.91	3.41%	114.27	1.84%	44.24	1.21%	0.00	0.00
Depreciation and Amortization Expense	25.37	1.42%	50.13	0.81%	43.46	1.19%	0.03	0.01%
Other Expenses	113.53	6.35%	196.92	3.16%	107.88	2.96%	6.18	1.17%
<b>Total</b>	<b>1,520.64</b>	<b>85.04%</b>	<b>5,267.83</b>	<b>84.60%</b>	<b>3,111.57</b>	<b>85.32%</b>	<b>515.55</b>	<b>97.91%</b>
<b>Profit/(Loss) before tax</b>	<b>267.60</b>	<b>14.96%</b>	<b>958.68</b>	<b>15.40%</b>	<b>535.26</b>	<b>14.68%</b>	<b>10.99</b>	<b>2.09%</b>
<b>Tax expense</b>								
Current Tax	80.10	4.48%	294.66	4.73%	168.18	4.61%	3.07	0.58%
Deferred Tax	0.33	0.02%	0.33	0.00%	3.61	0.10%	0.02	0.00%
Tax For Earlier Years/(Excess Provision for Earlier Year)	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Total Tax Expenses</b>	<b>80.42</b>	<b>4.50%</b>	<b>294.99</b>	<b>4.73%</b>	<b>171.79</b>	<b>4.71%</b>	<b>3.09</b>	<b>0.58%</b>
<b>Profit/(Loss) for the period from continuing operations</b>	<b>187.18</b>	<b>10.47%</b>	<b>663.69</b>	<b>10.66%</b>	<b>363.46</b>	<b>9.97%</b>	<b>7.90</b>	<b>1.50%</b>

Note: (%) column represents percentage of total revenue.

## KEY COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS BASED ON OUR RESTATED FINANCIAL STATEMENTS INCOME

Our total income comprises of revenue from operations and other operating revenue.

### Revenue from operations

Our Revenue from operations is bifurcated into two sources: trading and manufacturing/processing of wide range of spices, dry fruits, frozen/semi fried products and other grocery products. Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Under our manufacturing/processing division, we are processing blended spices and other grocery products such as chiz bites and

seasoning at our manufacturing/processing unit located at Thane, Maharashtra. For details, please refer to chapter “*Our Business*” on page 126.

### ***Other Income***

Other income includes interest income, discount and foreign exchange gain. The share of total income attributed to other income recorded was 0.01% in H1 FY25, 0.16% in FY24, 0.08% in FY23, and 0.00 % in FY22.

### ***Expenditure***

Our total expenditure primarily consists of Cost of Materials Consumed, Purchases of stock-in-trade, Changes in inventories of finished goods, WIP and Stock-in-Trade, employee benefit expenses, depreciation and amortization expense and other expenses. The total expenses constitute 85.04%, 84.60%, 85.32% and 97.91% of total revenue for H1 FY25, FY24, FY23 and FY22 respectively.

#### ***Cost of Materials Consumed***

Cost of materials consumed is the aggregate of cost of raw materials consumed which includes additional Purchases and change in inventory of raw materials.

#### ***Purchases of stock-in-trade***

Purchases of stock-in-trade includes purchased of goods

#### ***Changes in inventories of finished goods***

Changes in inventories of finished goods comprises of increase/decrease in Finished Goods.

#### ***Employee Benefit Expenses***

Employee benefit expenses include salaries and wages, labour charges, contribution of statutory fund, Staff welfare expenses and directors’ remuneration. Employee benefit expenses as a percentage of total revenue was 6.60%, 1.97%, 1.60% and 0.00% for H1 FY25, FY24, FY23 & FY22 respectively.

#### ***Finance Costs***

Our finance cost includes Interest expense on borrowings and other borrowing cost. Finance cost as a percentage of total revenue was 3.41%, 1.84%, 1.21% and 0.00% for H1 FY25, FY24, FY23 & FY22 respectively.

#### ***Depreciation & Amortization***

Depreciation & amortization includes depreciation on tangible and intangible assets as a percentage of total revenue were from 1.42%, 0.81%, 1.19% and 0.01% in for H1 FY25, FY24, FY23 & FY22 respectively.

#### ***Other Expenses***

Other Expenses includes auditor’s remuneration, professional fees, freight inward, repair & maintenance, royalty expenses, cold storage expenses, packing expenses, roc filling fees, selling and marketing expenses etc. other expenses as a percentage of total revenue were 6.35%, 3.16%, 2.96% and 1.17% for H1 FY25, FY24, FY23 & FY22 respectively.

#### ***Provision for Tax***

The provision for current taxation is computed in accordance with relevant tax regulations. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date.

## **REVIEW OF OPERATIONS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024**

### ***Revenue from Operations***

Revenue from operations for the period ended on September 30, 2024 amounting to ₹1,788.12 lakhs represents 99.99% of Total Revenue.

### ***Other Income***

Other Income consisting of Interest on FD of ₹0.08 lakhs and Discount Received of ₹0.04 lakhs represents 0.01% of Total Revenue.

### ***Cost of Material Consumed***

Cost of Material Consumed includes Purchases, and Changes in Inventory of Raw Material total amounting to ₹ 601.36 lakhs represents 33.63% of Total Revenue.

### ***Changes in inventories of finished goods, WIP and Stock-in-Trade***

Change in inventory of finished goods was ₹ (278.47) Lakhs during the period ended September 30, 2024.

### ***Employee Benefit Expenses***

Employee benefit expenses include Salaries & Wages, Contribution to PF and Other funds, Managerial Remuneration Gratuity Expenses etc amounting to ₹118.00 Lakhs represents 6.60% of Total Revenue.

### ***Finance Cost***

Finance Cost includes interest on borrowings, bank charges amounting to ₹ 60.91 Lakhs represents 3.41% of Total Revenue.

### ***Depreciation and Amortization Expenses***

Depreciation is charged on WDV method amounting to ₹25.37 Lakhs represents 1.42% of Total Revenue.

### ***Other Expenses***

Other expenses include Advertisement, Repair & Maintenance, Telephone Expenses, Travelling and Conveyance, Transportation Expenses, etc. amounting to ₹ 113.53 lakhs represents 6.35% of Total Revenue.

### ***Profit Before Tax***

The Profit before tax for the period ended on September 30, 2024 was ₹ 267.60 lakhs representing 14.96 % of Total Revenue.

### ***Tax Expenses***

Tax Expenses consisting of Current Tax & Deferred Tax for the period ended on September 30, 2024 was ₹ 80.10 lakhs and ₹0.33 lakhs respectively, representing 4.48% and 0.02 % respectively of Total Revenue.

### ***Profit after Tax***

After accounting for taxes at applicable rates, our Company reported a net profit of ₹187.18 lakhs for the period ended September 30, 2024.

## **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 TO FINANCIAL YEAR ENDED MARCH 31, 2023**

## **Income**

### **Total Revenue**

Our Total Revenue increased substantially to ₹6,216.59 Lakhs for Fiscal 2024 from ₹3,643.96 Lakhs for Fiscal 2023.

### **Revenue from Operations**

Our Revenue from Operations increased by 70.60 % to ₹6,216.59 Lakhs for Fiscal 2024 from ₹3,643.96 Lakhs for Fiscal 2023. The main reason of increase was increase in the volume of business operations of the company. The volume of business increased in FY 24 majorly due to Sales from trading of whole spices, dry fruits and other grocery products increased from ₹ 3,159.51 lakhs in FY 22-23 to ₹ 4,797.33 lakhs in FY 23-24 and Sales from Manufacturing/Processing from ₹ 484.45 lakhs in FY 22-23 to ₹ 1,419.26 lakhs in FY 23-24. Our company has further expanded its distribution network by appointing distributors. Our company has also increased its super stockist and retail network. The company has further expanded its product portfolio as well. All these cumulative factors have helped the company to achieve growth in Sales.

### **Other Income**

During the financial year 23-24 the other income of our Company increased to ₹ 9.92 Lakhs as against ₹ 2.87 Lakhs in the Financial Year 22-23 representing an increase of 245.64%. The main reason of increase was due attractive discount and foreign exchange gain.

### **Cost of Materials Consumed**

The Cost of Materials Consumed for the financial year 23-24 increased to ₹ 958.94 Lakhs from ₹ 344.51 Lakhs for the financial year 22-23, representing an increase of 178.35% from the previous year due to increase in the volume of business operations of the company. Our Cost of materials consumed is primarily comprises of Purchases of raw material and change in inventory of raw materials.

### **Changes in inventories of finished goods, WIP and Stock-in-Trade**

Change in inventory of finished goods was ₹ (750.25) Lakhs during the financial year 23-24 as compared to ₹ (763.44) Lakhs in the financial year 22-23. The change of 1.73% was due to decrease in closing stock of Finished Goods.

## **Expenditure**

### **Employee Benefit Expenses**

The employee benefits expense increased by 110.17% to ₹ 122.59 Lakhs for Fiscal 2024 from ₹ 58.33 Lakhs for Fiscal 2023. This was primarily attributable to increase in Salaries, labour charges and Director's remuneration as compared to the previous year.

### **Finance costs**

These costs for the financial Year Fiscal 2024 increased to ₹ 114.27 Lakhs as against ₹ 44.24 Lakhs during the Fiscal 2023. The increase of 99.37 % was due to increase in interest expenses and borrowing cost.

### **Other Expenses**

Our other expenses substantially increased by 82.53% to ₹196.92 Lakhs for Fiscal 2024 from ₹107.88 Lakhs for Fiscal 2023. The principal attribute was increase in expenses such as professional fees, selling and distribution, packing expenses, roc expenses and other direct expenses in the fiscal ending 23-24.

### ***Depreciation & Amortization***

Our depreciation and amortization expense increased from ₹ 43.46 Lakhs for Fiscal 2023 to ₹ 50.13 Lakhs for Fiscal 2024.

### ***Profit before tax***

Profit before tax has increased substantially from ₹ 535.26 lakhs for Fiscal 2023 to ₹ 958.68 lakhs for Fiscal 2024. The increase in profit before tax was due to increase in the revenue from operations and partially offset by increase in other expenses as compared to the previous fiscal.

### ***Tax Expense***

Our Tax Expense increased from ₹171.79 lakhs to ₹ 294.99 lakhs for Fiscal 2024, primarily due to increase in Profit before Tax.

### ***Profit after tax***

For the reasons discussed above, our profit after tax increased to ₹663.69Lakhs for Fiscal 2024 from ₹ 363.46 Lakhs for Fiscal 2023. Profit has increased due to increase in total income which was partially set off by increase in the total expenses. Our Company further expanded its manufacturing turnover and the contribution increased to 22.83% of the revenue from operations compare to previous year which was 13.29% in fiscal 2023. Further we have introduced frozen/ semi fried products under brand “FRYD” into our product portfolio in fiscal 2024.

## **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023 TO FINANCIAL YEAR ENDED MARCH 31, 2022**

### ***Income***

#### ***Total Revenue***

Our total revenue increased by 592.06 % to ₹3,646.83 Lakhs for Fiscal 2023 from ₹526.54 Lakhs for Fiscal 2022.

#### ***Revenue from Operations***

The revenue from operations has increased by 592.06% from FY 2022 to FY 2023. The Company had applied for FSSAI license to start the operation but due to COVID, the authorities issued the same in June 2022. Therefore, the business operations could be started only after that and company could clock turnover of ₹ 526.54 lakhs from trading activities only in FY 21-22. In August 22, the Company started its manufacturing and processing operation. The Company have its own facility for blending Masala and coating of Dry fruits. In the first year of manufacturing operation, the company has achieved revenue from manufacturing and processing division of ₹ 484.45 lakhs. The Company also expanded its distribution network by appointing super stockist and entering retail business for the manufactured goods.

#### ***Other Income***

Our other income increased to ₹ 2.87Lakhs for Fiscal 2023 from ₹ 0.00 Lakhs for Fiscal 2022. This can be primarily attributed to discounts and foreign exchange gain.

### ***Expenditure***

#### ***Cost of Materials Consumed***

The Cost of Materials Consumed for the financial year 22-23 is ₹ 344.51Lakhs as company has started its manufacturing and processing division in the year of 2022-23, therefore the same is not available in fiscal 2022. Our Cost of materials consumed is primarily comprises of Purchases of raw material and change in inventory of raw materials.

#### ***Changes in inventories of finished goods, WIP and Stock-in-Trade***

Change in inventory of finished goods was ₹ (763.44) Lakhs during the financial year 22-23 as compared to ₹ (377.29) Lakhs in the financial year 21-22. The change of 102.35 % was due to increase in closing stock of Finished Goods.

#### ***Employee Benefit Expenses***

The employee benefits expense is ₹ 58.33Lakhs for Fiscal 2023. This was primarily attribute to salary component as compared to the previous year.

#### ***Finance costs***

These costs for the financial Year Fiscal 2023 are ₹ 44.24Lakhs. In previous year there was no finance cost as company has started its operations in that last quarter of fiscal 2022.

#### ***Other Expenses***

Our other expenses substantially increased to ₹ 107.88 Lakhs for Fiscal 2023 from ₹6.18Lakhs for Fiscal 2022. The principal attribute was introduction of new expenses such as advertisement expenses, direct expenses, selling and marketing expense etc. in the fiscal ending 2023. As company has started its operations in that last quarter of fiscal 2022, other expenses were very minimal in the said fiscal.

#### ***Depreciation & Amortization***

Our depreciation and amortization expense are ₹ 0.03 Lakhs for Fiscal 2022 to ₹ 43.46 Lakhs for Fiscal 2023. This increase is due to major purchase of the machineries in the year 2023.

#### ***Profit before tax***

Profit before tax has decreased by 4770.43% from ₹10.99lakhs for Fiscal 2022 to ₹ 535.26l akhs for Fiscal 2023. The increase in profit before tax was due to increase in the revenue from operations and increase in other expenses as compared to the previous fiscal.

#### ***Tax Expense***

Our tax expense increased from ₹ 3.09 lakhs to ₹ 171.79 lakhs for Fiscal 2023, primarily due to increase in profit before tax.

#### ***Profit after tax***

For the reasons discussed above, our profit after tax increased by 4503.76% to ₹ 363.46Lakhs for Fiscal 2023 from ₹ 7.90Lakhs for Fiscal 2022. Profit has increase due to increase in the volume of business operations of the company.

### **INFORMATION REQUIRED AS PER ITEM 11 (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS**

#### **1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity. There are no unusual or infrequent events or transactions in our Company. The transactions are as per usual business operations.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in 'Factors Affecting our Results of Operations' and the uncertainties described in the section entitled "*Risk Factors*" beginning on page 30 of this Prospectus. To our knowledge, except as we have described in this Prospectus, there are no known factors which we expect to bring about significant economic changes.

### **3. Income and Sales on account of major product/main activities**

Our Revenue from operations is bifurcated into two sources: trading and manufacturing/processing of wide range of spices, dry fruits, frozen/semi fried products and other grocery products. Under trading division, we are dealing in various types of whole spices and dry fruits in bulk quantity under unbranded sale, various types of whole spices and dry fruits in smaller quantity under our brand name “VANDU” and frozen/semi fried products under the brand name of “FRYD”. Under our manufacturing/processing division, we are processing blended spices and other grocery products such as chiz bites and seasoning at our manufacturing/processing unit located at Thane, Maharashtra. For details, please refer to chapter “*Our Business*” on page 126 of this Prospectus.

### **4. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under chapter titled “*Risk Factors*” beginning on page 30 of this Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

### **5. Extent to which material increases in net sales or revenue are due to increase in services**

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*” above.

### **6. Significant dependence on a single or few Suppliers or Customers**

Significant proportion of our total revenue have historically been derived from a limited number of customers. Our top ten customers for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 is ₹ 1,668.76 lakhs, ₹ 2,753.05 lakhs, ₹ 1,562.23 lakhs and ₹ 485.50 lakhs accounted for 93.32%, 44.29%, 42.87 % and 92.21 % of our revenue from operations for the respective year.

Significant proportion of our purchases have historically been derived from a limited number of suppliers. Our top 10 suppliers for the period ended September 30, 2024 and for the Fiscals 2024, 2023 and 2022 is ₹ 1,499.99 lakhs, ₹ 2,328.49 lakhs, ₹ 1,947.08 lakhs and ₹ 840.36 lakhs accounted for 84.27%, 39.83%, 51.48 % and 94.78 % of our purchases for raw materials and traded products for respective years.

### **7. Status of any publicly announced new products or business segment.**

Please refer to the chapter titled “*Our Business*” beginning on page 126 of this Prospectus for new products or business segments.

### **8. Seasonality of business**

We are largely dependent on the agricultural industry for almost all of our raw materials including, whole spices, dry fruits and other grocery products etc. Agricultural industry is largely dependent on various factors including monsoon and weather conditions. We purchase the raw materials in the harvest season and store them in our cold storage. For further information, see “*Risk Factors - Certain aspects of our business, including procurement of raw materials and traded products are seasonal in nature*” on page 30.

### **9. Competitive conditions.**

Competitive conditions are as described under the chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 110 and 126 respectively of this Prospectus.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held April 22, 2024 determined that outstanding legal proceedings involving the Company, Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 5% of revenue of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

#### A. LITIGATION INVOLVING THE COMPANY

##### a) Criminal proceedings against the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### b) Criminal proceedings filed by the Company

A case bearing no. SCC/10854/2023 has been filed by our Company (“Plaintiff”) against Royal Dry Fruits Private Limited & Ors. (“Defendants”) before the Ld. Civil and Criminal Court, Belapur (“Ld. Court”). The Defendant approached the Plaintiff to purchase goods and the Plaintiff supplied goods and products worth ₹1,50,57,167/- In relation to clear the outstanding amount few cheques were issued by the Defendants amounting ₹ 66,09,071, but when these cheques were presented in the bank, they were returned due to “Exceeds Arrangement”. The case is currently pending for adjudication before the Ld. Court and the next date of hearing is January 07, 2025.

##### c) Actions taken by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company

##### d) Tax Proceedings: NIL

##### e) Other pending material litigation against the Company

As on the date of this Prospectus, there are no other pending material litigations against the Company.

##### f) Other pending material litigation filed by the Company

As on the date of this Prospectus, there are no other pending material litigations filed by the Company

#### B. LITIGATION INVOLVING THE DIRECTORS/PROMOTERS OF THE COMPANY

##### a) Criminal proceedings against the Directors/Promoters of the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Directors/Promoters of the Company.

##### b) Criminal proceedings filed by the Directors/Promoters of the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings filed by the Directors/Promoters of the Company.

**c) Actions taken by statutory and regulatory authorities against the Directors/Promoters of the Company**

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors/Promoters of the Company.

**d) Tax proceedings: NIL**

**e) Other pending material litigations against the Directors/Promoters of the Company**

As on the date of this Prospectus, there are no such outstanding litigations initiated against the Directors/Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

**f) Other pending material litigations filed by the Directors/ Promoters of the Company**

As on the date of this Prospectus, there are no outstanding litigations initiated against the Directors/Promoters, which have been considered material by the Company in accordance with the Materiality Policy.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY**

As on date of this Prospectus, there are no group companies of our Company.

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS AND DIRECTORS DURING THE LAST 5 FINANCIAL YEARS**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters and Directors during the last 5 financial years including outstanding actions except as disclosed above.

**PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS**

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Prospectus in the case of our Company, Promoters, and Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Prospectus.

**OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY**

As on the date of the Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

**PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES**

There are no proceedings initiated against our Company for any economic offences.

**NON-PAYMENT OF STATUTORY DUES**

As on the date of the Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

**MATERIAL FRAUDS AGAINST OUR COMPANY**

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

**DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any

bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

#### **DISCLOSURES PERTAINING TO FRAUDULENT BORROWER**

Our Company or any of our Promoters or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

#### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" and "*Our Business*" beginning on page 222 and 126 respectively, there have been no material developments that have occurred after the Last Balance Sheet date.

#### **AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding 10 % of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on September 30, 2024 were ₹ 1,474.90 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 59.59 lakhs as on September 30, 2024. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on April 22, 2024. As on September 30, 2024, there are 8 creditors to each of whom our Company owes amounts exceeding 10 % of our Company's total trade payables and the aggregate outstanding dues to them being approximately ₹ 1,222.94 lakhs.

As per the above materiality policy, the outstanding amount owned to small scale undertakings and material creditors as on September 30, 2024, by our Company is as follows:

<b>Material Creditors</b>	<b>Number of Creditors</b>	<b>Amount Involved (₹ in Lakhs)</b>
Micro, Small and Medium Enterprises*	8	1,222.94
Other Creditors	-	-
<b>Total</b>	<b>8</b>	<b>1,222.94</b>

\*Entities that are identified as "Micro, Small and Medium Enterprises" under the Restated Financial Statements are considered as micro small and medium enterprises.

The details pertaining to amounts due towards material creditors are available on the website of our Company at <https://leodryfruitsandspices.com/material-creditors/>.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.*

### **I. APPROVALS FOR THE ISSUE**

The following approvals have been obtained or will be obtained in connection with the Issue

#### **Corporate Approvals:**

- a. Our Board, pursuant to its resolution dated April 22, 2024 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;
- b. The shareholders of our Company have, pursuant to their resolution passed at the annual general meeting of our Company held on May 06, 2024 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;
- c. Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 03, 2024 and Red Herring Prospectus pursuant to its resolution dated December 23, 2024.

#### **Approval from the Stock Exchange:**

- d. In-principle approval dated December 06, 2024 from the BSE for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the Issue

#### **Agreements with NSDL and CDSL:**

- e. The company has entered into an agreement dated October 09, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- f. Similarly, the Company has also entered into an agreement dated October 11, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
- g. The Company’s International Securities Identification Number (“ISIN”) is INE0RH001011.

### **II. INCORPORATION RELATED APPROVALS**

Sr No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Incorporation	U51229MH2019PTC333102	Companies Act, 2013	Central Registration Centre	November 16, 2019	Valid until cancelled
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U51229MH2019PLC333102	Companies Act, 2013	Registrar of Companies, Mumbai	July 07, 2023	Valid until cancelled
3	Certificate of registration of the Special Resolution confirming alteration of object clause	U10799MH2019PLC333102	Companies Act, 2013	Central Registration Centre	May 30, 2024	Valid until cancelled

### **III. TAX RELATED APPROVALS**

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAECL0791L	November 16, 2019	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department, Government of India	MUML11942A	November 19, 2019	Valid until cancelled
3.	Certificate of Registration of Goods and Services Tax (Maharashtra)	Centre Goods and Services Tax Act, 2017	Assistant Commissioner of State Tax	27AAECL0791L1Z6	October 27, 2023	Valid until cancelled
4.	Professional Tax Enrolment Certificate	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Sales Tax Department	99714829406P	April 29, 2024	Valid until cancelled
5.	Professional Tax Registration Certificate	Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975	Maharashtra Sales Tax Department	27752337478P	April 29, 2024	Valid until cancelled

### **IV. BUSINESS OPERATION RELATED APPROVALS**

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Udyam Registration Certificate	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	UDYAM-MH-33-0204360	May 20, 2022	Valid until cancelled

Sr No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
2.	Certificate of Importer-Exporter Code (IEC)	Foreign Trade (Development and Industry, Office of the Joint Director General of Foreign Trade) Act, 1992	Ministry of Commerce & Industry, Office of the Joint Director General of Foreign Trade	AAECL0791L	January 22, 2022	Valid until cancelled
3.	Certificate of Registration as Exporter of Spices	Spices Board Act, 1986	Head office, Spices Board India	CRES/SBCB/19691/2022-2023	March 04, 2023	March 03, 2026
4.	Factory Licence	Factories Act, 1948	Department of Industrial Safety & Health, Maharashtra	111701079308-010	June 24, 2024	December 31, 2025
5.	Registration Food Safety and Standards Authority of India (FSSAI)	Food Safety and Standards Act, 2006	Government of Maharashtra Food And Drug Administration	11522017000150	June 03, 2022	February 17, 2027
6.	Shop Act Registration	Maharashtra Shop and Establishment (Regulation of Employment and Service) Rule 2018	Office of Deputy Commissioner of Labour, Thane	107017982403	July 13, 2024	Valid until cancelled
7.	Legal Entity Identifier Certificate	Payment and Settlement Systems Act, 2007	LEI Register India	9845008AA7F4PE4E1D14	February 05, 2024	February 05, 2025

#### **V. ENVIRONMENT RELATED APPROVALS**

Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Consent to Operate under green category	Water (Prevention & Control of Pollution) Act, 1974 Air (Prevention & Control of Pollution) Act, 1981 Hazardous & Other Wastes (Management & Transboundary Movement) Rules, 2016	Maharashtra Pollution Control Board	0000172220/CO/23080 01080	August 18, 2023	June 30, 2029

#### **VI. LABOUR RELATED APPROVALS**

Sr. No.	Description	Applicable Laws	Issuing Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	THVSH3295381000	June 03, 2024	Valid until cancelled
2.	Employees' State Insurance Corporation Registration	Employees State Insurance Act, 1948	Sub-Regional Office Employees' State Insurance Corporation	34000821230001099	May 30, 2024	Valid until cancelled

## VII. INTELLECTUAL PROPERTY RELATED APPROVALS

Sr No.	Name Applied	Nature	Application Date	Registration Number	Class	Present Status
1.	 "Premium Quality Perfect Taste"	Copyright	June 23, 2023	A-149951/2023	ARTISTIC WORK VANDU PRESENTED IN UNIQUE WRITING STYLE IN RED COLOR WITH TAGLINE	Registered*
2.	 "Premium Quality Perfect Taste"	Trademark	September 02, 2015	3046008	30	Registered**
3.	 FLAVORSOME   RICH   YUMMY   DELIGHTS	Device	November 30, 2023	6202960	29	Registered
4.	 FLAVORSOME   RICH   YUMMY   DELIGHTS	Device	November 30, 2023	6202959	30	Objected

\*The above Copy Right bearing no. A-149951/2023 is owned by Mr. Ketan Sobhagchand Shah, who has granted No Objection Certificate (NOC) dated March 28, 2023 to our company.

\*\*The above Trademark bearing no. 3046008 is owned by J. Ketankumar & Company which is assigned to the company vide Trademark Licensing Agreement dated July 01, 2022.

## VIII. THE DETAILS OF DOMAIN REGISTERED BY OUR COMPANY ARE: -

Sr. No .	Domain Name and ID	Registry Domain ID	Registrant Name, Address	Creation Date	Registry Expiry Date
1.	<a href="https://vanduspices.in">https://vanduspices.in</a>	DC39CDF076A88412BA 6346D6F769DEFA3-IN	Leo Dryfruits & Spices Trading Limited	March 13, 2024	February 28, 2026
2.	<a href="https://frydfoods.com">https://frydfoods.com</a>	2833620072	Leo Dryfruits & Spices Trading Limited	June 08, 2024	June 07, 2025
3.	<a href="https://leodryfruitsandspices.com">https://leodryfruitsandspices.com</a>	2888670525	Leo Dryfruits & Spices Trading Limited	June 08, 2024	June 08, 2025

#### **I. APPLICATIONS MADE BY OUR COMPANY, PENDING APPROVAL**

- Fire Noc application made by the company dated May 25, 2024 before Special Planning Authority, MIDC.
- Receipt dated July 20, 2024 Metro Dogi Scale for name change to 'Leo Dryfruits & Spices Trading Limited'.
- Application dated December 12, 2024 for renewal of Legal Metrology Registration.

#### **II. MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY**

As on the date of this Prospectus, there are no material licenses/ approvals for which the Company has not applied.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated April 22, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on May 06, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE *vide* letter dated December 06, 2024 to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME. BSE is the designated stock exchange.

### PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

None of our Directors are associated with securities market related business, in any manner and there have been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Promoters or Directors have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Prospectus.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.

(d) None of our Promoters or Directors is a fugitive economic offender.

We are an unlisted company and are eligible for the Initial Public Offer in accordance with Regulation 229 (2) of the SEBI ICDR Regulations which states the following:

*“An issuer, whose post issue face value capital is more than ten crore rupees and up to twenty- five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.”*

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME. Our Company complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise criteria for SME Platform of BSE Limited and compliance thereof are given hereunder:

- a) Our Company was incorporated on November 16, 2019 under the provisions of Companies Act, 2013 with the Registrar of Companies, Central registration Centre.
- b) As on the date of this Prospectus, our Company has a total paid-up capital (face value) of ₹ 1306.14 Lakhs comprising 1,30,61,440 Equity Shares of ₹ 10/- each and the Post Issue paid-up Capital (face value) will be ₹ 1,789.144 Lakhs comprising 1,78,91,440 Equity Shares which shall be below ₹ 25 crores.
- c) As per the Restated Financial Statements, our company has net worth at least ₹1 Cr for 2 preceding full financial years depicted as follows:

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Net Worth	3,390.26	499.91	136.45

- d) As per the Restated Financial Statements, our company has net tangible assets is ₹ 3,389.52 lakh which is more than ₹ 3 Cr. for last preceding full financial years i.e., March 31, 2024.
- e) Our Company was incorporated on November 16, 2019 under the provisions of Companies Act, 2013 with the Registrar of Companies, Central registration Centre. Therefore, we are in compliance with criteria of having track record of 3 years.
- f) As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) in two out of the three proceeding financial year depicted as follows:

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
EBITDA	1,113.16	620.09	11.02

- g) The Leverage ratio (Total Debts to Equity) of the Company as on September 30, 2024 was 0.47 :1 which is less than the limit of 3:1.
- h) No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- i) The Promoter(s) or directors are not promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- j) Our directors are not disqualified/ debarred by any of the Regulatory Authority.
- k) There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.
- l) The Company confirms that there has not been any change in its name in last 1 year.

m) Other Requirements:

- Our Company has a website:[www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com);
- The Equity Shares of our Company held by our Promoters are in dematerialised form;
- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated October 09, 2023 and National Securities Depository Limited dated October 11, 2023 for establishing connectivity.
- There has been no change in the promoter of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- The composition of the board our company is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- The Net worth of our company as mentioned above is computed as per the definition given in SEBI (ICDR) Regulations.
- The Company has not been referred to NCLT under IBC.
- There is no winding up petition against our company, which has been admitted by the court.

**Disclosures:**

- We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) of our company in the Prospectus.
- There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) during the past three years except as mentioned in the Prospectus.
- We have disclosed the details of our company, promoter/promoting company(ies), group companies, companies promoted by the promoter/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter "*Outstanding Litigations and Material Developments*" on page 232.
- We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "*Outstanding Litigations and Material Developments*" on page 232.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a) The Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the SME platform of BSE. BSE is the Designated Stock Exchange.
- b) Our Company has entered into an agreement dated October 11, 2023 with NSDL and agreement dated October 09, 2023 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c) The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d) The entire Equity Shares held by the Promoters are in dematerialized form.

e) The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter "*Objects of the Issue*" on page 89.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

**We further confirm that:**

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the book running lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "*General Information*" beginning on page 59.
3. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 we have entered into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in the Issue.
4. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be unblocked or refunded forthwith with interest as prescribed under SEBI ICDR Regulations and as per the applicable law.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, SHRENI SHARES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 23, 2024 IN THE FORMAT PRESCRIBED UNDER**

**SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

**DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website [www.leodryfruitsandspices.com](http://www.leodryfruitsandspices.com) or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at bidding centres elsewhere.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Shreni Shares is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their

constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be issued or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

### **Eligibility and Transfer Restrictions**

The Equity Shares offered in the Issue have not been, and will not be, registered under the U.S. Securities Act and 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 accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and 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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any application from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

### **DISCLAIMER CLAUSE OF THE BSE SME**

BSE Limited ("BSE") has vide its letter dated December 06, 2024 given permission to "Leo Dryfruits & Spices Trading Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company.

BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this

Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai”.

## **LISTING**

The Equity Shares issued through the Prospectus are proposed to be listed on BSE SME. Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated December 06, 2024 to use name of BSE in the Red Herring Prospectus and Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within three (3) Working Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p. a, for the delayed period

## **CONSENTS**

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Peer Review Auditor and the Statutory Auditor; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue, Bankers to the company, Market Maker and Underwriters and Syndicate Member to act in their respective capacities, have been obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, Peer Reviewed Auditors, M/s. A Y & Co., Chartered Accountants, have provided their written consent to the inclusion of Restated Financial Statements dated December 16, 2024 and to the inclusion of their reports dated September 01, 2024 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

## **EXPERT OPINION**

Except the report of the Peer Reviewed Auditors on statement of tax benefits and report on Restated Financial Statements for the period ended September 30, 2024 and for the financial years ended March 31, 2024, 2023 and 2022 as included in this Prospectus, our Company has not obtained any expert opinion.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS**

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

### **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

### **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page 70, our Company has not made any capital issue during the previous three years.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 185.

### **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 70, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

For details in relation to our group companies, please see chapter titled “*Our Group Company*” on page 185.

### **PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

**Price information of past issues handled by Shreni Shares Limited.**

**Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Shreni Shares Limited:**

Sr. No.	Issuer name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
<b>Mainboard IPO Issues</b>								
-	-	-	-	-	-	-	-	-
<b>SME IPO Issues</b>								
1.	Refractory Shapes Limited	18.60	31.00	May 14, 2024	75.00	+546.61% [+4.97%]	+532.26% [+9.68%]	+313.06% [+8.69%]
2.	Silkflex Polymers (India) Limited	18.11	52.00	May 15, 2024	60.00	+0.96% [+5.40%]	+66.63% [+9.67%]	+61.35% [+8.77%]
3.	Quest Laboratories Limited	43.16	97.00	May 23, 2024	155.10	+63.56% [+2.32%]	+39.18% [+7.54%]	+20.10% [+2.12%]
4.	GSM Foils Limited	11.01	32.00	May 31, 2024	32.00	+57.34% [+6.57%]	+140.94% [+11.19%]	+193.59% [+7.38%]

Sr. No.	Issuer name	Issue size (₹ Crores)	Issue price (Rs.)	Listing Date	Opening price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark] - 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 <sup>th</sup> calendar days from listing
5.	Visaman Global Sales Limited	16.05	43.00	July 01, 2024	45.10	+0.00% [+2.96%]	-2.21% [+8.44%]	-0.12% [-1.36%]
6.	Effwa Infra & Research Limited	51.27	82.00	July 12, 2024	155.80	+312.01% [-0.55%]	+209.76% [+1.96%]	-
7.	Prizor Viztech Limited	25.15	87.00	July 22, 2024	165.30	+82.53% [+0.77%]	+76.15% [+1.41%]	-
8.	Dhariwalcorp Limited	25.15	106.00	August 08, 2024	150.00	+36.79% [+3.05%]	+38.68% [+0.40%]	-
9.	Picturepost Studios Limited	18.72	24.00	August 09, 2024	30.00	+55.00% [+1.99%]	+36.88% [+0.48%]	-
10.	Rappid Valves (India) Limited	30.41	222.00	September 30, 2024	312.00	+14.08% [-5.21%]	+46.40% [-7.74%]	-

Source: [www.bseindia.com](http://www.bseindia.com) / [www.nseindia.com](http://www.nseindia.com)

**Notes:**

1. The BSE SENSEX and CNX NIFTY are considered as the Benchmark Index.
2. Price on BSE/NSE are considered for all the above calculations.
3. In case 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day is not a trading day, closing price of the previous trading day has been considered.
4. In case 30<sup>th</sup>, 90<sup>th</sup> and 180<sup>th</sup> day, scripts are not traded then the last trading price has been considered.
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

**Summary statement of price information of past issues handled by Shreni Shares Limited:**

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium as on 180 <sup>th</sup> calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025 <sup>s</sup>	11 <sup>&amp;</sup>	310.78	-	-	-	6	1	4	-	-	1	3	-	2
2023-2024	13 <sup>**</sup> *	260.67	-	-	-	6	6	1	-	-	2	6	3	2
2022-2023	10 <sup>**</sup>	156.29	-	-	-	5	2	3	-	-	1	5	-	4

*\*\*The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olatech Solutions Limited, Ameya Precision Engineers Limited, DAPS Advertising Limited, Amiable Logistics (India) Limited, PNGS Gargi Fashion Jewellery Limited, Arihant Academy Limited, Sivasavi Adhesive Tapes Limited and Bright Outdoor Media Limited were listed on June 10, 2022, July 13, 2022, August 29, 2022, September 08, 2022, November 14, 2022, November 16, 2022, December 20, 2022, December 29, 2022, March 09, 2023 and March 24, 2023 respectively.*

*\*\*\*The script of Sancode Technologies Limited, Veefin Solutions Limited, Global Pet Industries Limited, AccelerateBS India Limited, C P S Shapers Limited, Meson Valves India Limited, Marco Cables & Conductors Limited, KK Shah Hospitals Limited, Swasthik Plascon Limited, Net Avenue Technologies Limited, AIK Pipes and Polymers Limited, Delaplex Limited and Gabriel Pet Straps Limited were listed on April 18, 2023, July 05, 2023, July 10, 2023, July 19, 2023, September 07, 2023, September 21, 2023, September 28, 2023, November 06, 2023, December 05, 2023, December 08, 2023, January 02, 2024, February 02, 2024 and February 07, 2024 respectively.*

*\$The script of Effwa Infra & Research Limited, Prizor Viztech Limited, Dhariwalcorp Limited, Picturepost Studios Limited and Rappid Valves (India) Limited have not completed 180 days from the date of listing.*

*& The script of Yash Optics & Lens Limited, Refractory Shapes Limited, Silkflex Polymers (India) Limited, Quest Laboratories Limited, GSM Foils Limited, Visaman Global Sales Limited, Effwa Infra & Research Limited, Prizor Viztech Limited, Dhariwalcorp Limited, Picturepost Studios Limited and Rappid Valves (India) Limited were listed on April 08, 2024, May 14, 2024, May 15, 2024, May 23, 2024, May 31, 2024, July 01, 2024, July 12, 2024, July 22, 2024, August 08, 2024, August 09, 2024 and September 30, 2024 respectively.*

**Note:** Rights Issues lead managed by Shreni Shares Limited (Formerly known as Shreni Shares Private Limited) have not been included in the abovementioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.

#### **TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at: [www.shreni.in](http://www.shreni.in).

#### **STOCK MARKET DATA OF EQUITY SHARES**

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the applicants to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving full details such as name of the sole or First Bidder, ASBA Form number, Bidders DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for UPI Applicants who make the payment of Application Amount through the UPI Mechanism), date of ASBA Form and the name and address of the relevant Designated Intermediary where the Bidders was submitted. Further, the Application shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the

Bid cum Application Form and the name and address of the Book Running Lead Manager where the Bid cum Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Issue Closing Date, the applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable).

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable) and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 (three) months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 (fifteen) days, failing, failing which the concerned SCSB would have to pay interest at the rate of 15% p.a. for any delay beyond this period of 15 days.

Further, the investors shall be compensated by the SCSBs in accordance with SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications, for the stipulated period. Further, in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

<b>Scenario</b>	<b>Compensation amount</b>	<b>Compensation period</b>
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Application Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100/- per day or 15% per annum of the Application Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank for addressing any clarifications or grievances of ASBA Applicants. Applicants can contact our Company Secretary and 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, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Ms. Pratibha Kumari Bharadia, Company Secretary and Compliance officer. For details, see "*General Information*" beginning on page 59.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Prospectus, obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Further, our Board by a resolution on April 22, 2024 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Nature of Directorship</b>	<b>Designation in Committee</b>
Mr. Satinder Kaur Sehra	Non-Executive Independent Director	Chairman
Mr. Ankit Kumar	Non-Executive Independent Director	Member
Mr. Ketan Sobhagchand Shah	Whole Time Director	Member

For further details, please see the chapter titled "*Our Management*" beginning on page 166.

#### **EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI**

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

#### **OTHER CONFIRMATIONS**

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Issue.

## **SECTION IX – ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Prospectus, Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR) Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

### **RANKING OF EQUITY SHARES**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company in respect of dividend. The Allotees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

### **AUTHORITY FOR THE ISSUE**

This Issue has been authorized by a resolution of the Board passed at their meeting held on April 22, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra ordinary General Meeting of the Company held on May 06, 2024.

### **MODE OF PAYMENT OF DIVIDEND**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page no. 186.

### **FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND**

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ 51.00 per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ 52.00 per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of Financial Express, an English national daily newspaper, all editions of Janasatta, the Hindi national daily newspaper and all editions of the Pratahkal, 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/Issue Opening Date and has been made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price is determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on Page No. 89.

### **COMPLIANCE WITH THE DISCLOSURE AND ACCOUNTING NORMS**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

### **RIGHTS OF THE EQUITY SHAREHOLDER**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, SEBI(LODR), 2015 and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 291.

### **ALLOTMENT ONLY IN DEMATERIALISED FORM**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

1. Tripartite agreement dated October 09, 2023 amongst our Company, CDSL and Bigshare Services Private Limited.
2. Tripartite agreement dated October 11, 2023 between our Company, NSDL and Bigshare Services Private Limited.

For details in relation to the Basis of Allotment, see “*Issue Procedure*” on page 267.

### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the SME platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Shares and is subject to a minimum allotment of 2,000 Equity Shares to the successful applicants in terms of the SEBI circular No.

## **JOINT HOLDERS**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

## **JURISDICTION**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

## **NOMINATION FACILITY TO THE INVESTOR**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

## **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchange.

### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

The BRLM, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Banks (in case of UPI Bidders), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly. In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit reports of compliance with the applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding two Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

### **BID/ISSUE PROGRAM**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
<b>Bid/Issue Opened on</b>	Wednesday, January 1, 2025
<b>Bid/Issue Closed on</b>	Friday, January 3, 2025 <sup>(1)</sup>
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before Monday, January 6, 2025
<b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>	On or before Tuesday, January 7, 2025
<b>Credit of Equity Shares to demat account of the Allotees</b>	On or before Tuesday, January 7, 2025
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before Wednesday, January 8, 2025

1. *UPI mandate end time and date was at 5:00 pm IST on Bid/ Issue Closing Date, i.e. January 3, 2025.*

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs and shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated by the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the Self Certified Syndicate Bank(s) ("SCSB"), to the extent*

applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The processing fee for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023.

**The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.**

**Any circulars or notifications from the SEBI after the date of this Prospectus may result in changes to the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.**

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Issue, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

**The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.**

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

#### **Submission of Bids (other than Bids from Anchor Investors)**

<b>Bid/ Issue Period (except the Bid/ Offer Closing Date)</b>	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
<b>Bid/Issue Closing Date*</b>	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking,	Only between 10.00 a.m. and up to 4.00 p.m. IST

Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
<b>Modification/ Revision/cancellation of Bids</b>	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories <sup>#</sup>	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST

\* UPI mandate and time and date was at 5:00 p.m. on Bid/Issue Closing Date

<sup>#</sup> QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

**On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange in case of Bids by RIIs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIIs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data

contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the issue shall ask the relevant SCSBs /RTAs / DPs / stock brokers, as the case may be, for the rectified data.

**In case of revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribe and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, our company shall forthwith refund the entire subscription amount received. If there is a delay beyond two days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lac only) per application.

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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" beginning on page 70 and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page 268.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility*

for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

## **NEW FINANCIAL INSTRUMENTS**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

## **ALLOTMENT OF SECURITIES IN DEMATERIALISED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

## **APPLICATION BY ELIGIBLE NRIS, FPIs OR VCFS REGISTERED WITH SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## **AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE**

The current provisions of the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or offer of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **MIGRATION TO MAIN BOARD**

Our Company may migrate its securities from SME Platform of BSE Limited to Main Board Platform of the BSE Limited, if we fulfil the criteria as per SEBI (ICDR) Regulation and as per BSE Circular dated November 24, 2023.

### **A. As per BSE guidelines**

As per BSE Circular dated November 24, 2023, our Company may migrate its securities from SME Platform of BSE Limited to main board platform of the BSE Limited.

<b>Eligibility Criteria</b>	<b>Details</b>
Paid up capital and market capitalization	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum ₹ 25 Crores ( <i>Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.</i> )
Promoter holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	<ul style="list-style-type: none"> <li>▪ The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration</li> </ul>

Eligibility Criteria	Details
	<p>application to Exchange.</p> <ul style="list-style-type: none"> <li>▪ The applicant company should have a Net worth of at least ₹15 crores for 2 preceding full financial years.</li> </ul>
Track record of the company in terms of listing/ regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for at least 3 years.
Regulatory action	<ul style="list-style-type: none"> <li>▪ No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.</li> <li>▪ No Debarment of company, promoters/promoter group, subsidiary company by SEBI.</li> <li>▪ No Disqualification/Debarment of directors of the company by any regulatory authority.</li> <li>▪ The applicant company has not received any winding up petition admitted by a NCLT.</li> </ul>
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of fund	<ul style="list-style-type: none"> <li>▪ No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.</li> <li>▪ No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.</li> <li>▪ The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.</li> <li>▪ The applicant company has no pending investor complaints.</li> <li>▪ Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action</li> </ul>

#### **B. As per ICDR guideline:**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Platform of BSE Limited on a later date subject to the following:

If the paid-up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board

#### **OR**

Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless;

the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein

- a) the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in-principal approval from the Main Board for listing of its entire specified securities on it.

## **MARKET MAKING**

The shares Offered through this issue are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE Limited (“BSE SME”). For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 59.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and up to ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page no. 252 and 267 respectively.

### ISSUE STRUCTURE

This Issue comprised of Initial Public Offering of 48,30,000 Equity Shares for Cash at an Issue Price of ₹ 52.00 per Equity Share. The Issue comprises a reservation of 2,46,000 Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of 45,84,000 Equity Shares of face value of ₹10/- each (“the Net Issue”). The Issue and the Net Issue will constitute 27.00 % and 25.62%, respectively of the post Issue paid-up equity share capital of the Company

This Issue is being made by way of Book Building Process:

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation <sup>(2)</sup>	,46,000 Equity Shares	Not more than 22,40,000 Equity Shares.	Not less than 7,00,000 Equity Shares	Not less than 16,44,000 Equity Shares
Percentage of issue size available for allocation	5.09 % of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor investor portion). The unsubscribed portion in the MutualFund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue

<b>Particulars of the Issue <sup>(2)</sup></b>	<b>Market Maker Reservation Portion</b>	<b>QIBs <sup>(1)</sup></b>	<b>Non-Institutional Applicants</b>	<b>Retail Individual Investors</b>
Basis of Allotment <sup>(3)</sup>	Firm Allotment	<p>Proportionate as follows (excluding the Anchor investor portion):</p> <p>a) 42,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) 22,40,000 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>c) (c) Up to 60% of QIB Portion (of 13,24,000 Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>Proportionate basis subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares. For details, see “Issue Procedure” beginning on page 267.</p>	<p>Proportionate basis subject to minimum allotment of 2,000 Equity Shares. For details, see “Issue Procedure” beginning on page 267.</p>
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors <sup>(4)</sup>	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	2,000 Equity Shares in multiple of 2,000 Equity shares	Such number of Equity Shares and in multiples of 2,000 Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity shares in multiple of 2,000 Equity shares that Bid size exceeds ₹ 2,00,000	2,000 Equity Shares in multiple of 2,000 Equity shares so that the Bid Amount does not exceed ₹ 2,00,000

<b>Particulars of the Issue <sup>(2)</sup></b>	<b>Market Maker Reservation Portion</b>	<b>QIBs <sup>(1)</sup></b>	<b>Non-Institutional Applicants</b>	<b>Retail Individual Investors</b>
Maximum Bid Size	2,46,000 Equity Shares	Such number of Equity Shares in multiples of 2,000 Equity Shares not exceeding the size of the Net Issue (excluding the Anchor portion), subject to applicable limits	Such number of Equity Shares in multiples of 2,000 Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of 2,000 Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Bid Lot	2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter			
Trading Lot	2,000 Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof
Who can apply? <sup>(5)</sup>	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Applicants	Retail Individual Investors
Terms of Payment	<p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(6)</sup></p>			
Mode of Bid	Only through the ASBA process			

- (1) *Our Company in consultation with the Book Running Lead Manager, have allocated up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.*
- (2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post Issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.*
- (3) *Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- (4) *Anchor Investors are not permitted to use the ASBA process.*
- (5) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.*
- (6) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*
- (7) *SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

The Bids by FPIs with certain structures as described under “Issue Procedure” on page 267 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Issue*" on page 252.

**In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.**

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective until June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023.

The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus.

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹5.00 lakhs shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two (2) Working Days from the Bid/Issue Closing Date, in accordance with the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two (2) Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to two days.

Our Company and the BRLM, members of the syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the GID and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Prospectus and the Prospectus, when filed.

Further, our Company and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Issue.

## BOOK BUILDING PROCEDURE

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under- subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

Bidders 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, and CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIIs Bidding in the Retail Portion using the UPI Mechanism, shall be treated**

**as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIIs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

### **The Issue is being made under Phase III of the UPI (on a mandatory basis).**

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (the "UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post- issue BRLM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as

prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Issue will be made under UPI Phase III of the UPI Circular.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹2.00 lakhs and up to ₹5.00 lakhs, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 ("UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

## **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form was also available for download on the website of the BSE ([www.bsesme.com](http://www.bsesme.com)), at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process, ASBA Bidders (other than UPI Bidders using the UPI Mechanism) must provide the bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid

amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022.

ASBA Bidders (not using the UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022. All ASBA Bidders are required to provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that did not contain such details will be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable to be rejected. The UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- (a) RIIs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (b) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (c) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (d) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application form*
Resident Indians, including QIBs, Non-institutional Investors and Retail Individual Bidders, each resident in India and Eligible NRIs applying on a non-repatriation basis.	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors**	White

\* Excluding electronic Bid cum Application Form.

\*\* Bid cum Application Forms for Anchor Investors will be made available at the office of the Book Running Lead Manager.

Electronic Bid cum Application forms will also be available for download on the website of BSE ([www.bsesme.com](http://www.bsesme.com)).

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange and the Stock Exchange validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchange. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchange bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Issue shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchange platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Issue Closing Date ("Cut-Off Time"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Issue Period until the Cut-Off Time.

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in accordance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4. A Depository Participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSBs:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Who Can Apply?**

In addition to the category of Applicants set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

16. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
  - (a) Minors (except through their Guardians)
  - (b) Partnership firms or their nominations
  - (c) Foreign Nationals (except NRIs)
  - (d) Overseas Corporate Bodies

#### **ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.
- d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

#### **PARTICIPATION BY PROMOTERS, PROMOTER GROUP, THE BOOK RUNNING LEAD MANAGER, THE SYNDICATE MEMBERS AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP/THE BOOK RUNNING LEAD MANAGER**

The Book Running Lead Manager and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Manager nor any associate of the Book Running Lead Manager can apply in the Issue under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the Book Running Lead Manager;
- (ii) insurance companies promoted by entities which are associate of the Book Running Lead Manager;
- (iii) AIFs sponsored by the entities which are associate of the Book Running Lead Manager; or
- (iv) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Manager.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if:

- (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
- (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
- (iii) there is a common director, excluding nominee director, amongst the Anchor Investors, the Book Running Lead Manager.

## **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

## **BIDS BY ELIGIBLE NON-RESIDENT INDIANS**

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their respective SCSB to block their NRE accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSB to block their NRO accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Eligible NRIs applying on a non-repatriation basis in the Issue through the UPI Mechanism are advised to enquire with their relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the members of the Indian company in a general meeting.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRI/ NRO accounts.

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 290.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules. Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

### **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids/Applications by HUFs may be considered at par with Bids from individuals.

### **BIDS BY FPIs**

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post- issue Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the issue are advised to use the Bid cum Application Form for Non-Residents in blue colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("MIM Structure"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi)

Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24%, 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

- (a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Participation of FPIs in the issue shall be subject to the FEMA Rules

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form *“exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Prospectus.”*

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “FPI Group”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post issue Equity Share capital shall be liable to be rejected.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹2,500.00 lakhs and pension funds with a minimum corpus of ₹2,500.00 lakhs (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

### **BIDS BY SEBI REGISTERED VCFs, AIFs AND FVCIs**

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the issue shall be subject to the FEMA Rules.

**All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof.

### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "Banking Regulation Act"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

### **BIDS BY SCSBs**

SCSBs participating in the issue are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended (“IRDAI Investment Regulations”), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds with minimum corpus of ₹2,500.00 lakhs, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserve the right to reject any Bid, without assigning any reason thereof.

### **BIDS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time

### **BIDS BY ANCHOR INVESTORS**

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors Portion at the offices of the Book Running Lead Manager.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors opened one Working Day before the Bid/ issue Opening Date and completed on the same day.
5. Our Company in consultation with the Book Running Lead Manager, finalized allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion was, as mentioned below:

- where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
- where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
- where the allocation under the Anchor Investor portion is more than ₹2,500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹2,500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2,500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/ issue Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid

8. If the issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9. The Equity Shares Allotted in the Anchor Investor Portion will be locked in, in accordance with the SEBI ICDR Regulations. 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply under the Anchor Investors category.

For more information, please read the General Information Document.

**The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in the Prospectus.**

#### **Information for Bidders**

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with

the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or Red Herring Prospectus or this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

## GENERAL INSTRUCTIONS

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid Period.

### Do's:

1. Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that your PAN is linked with Aadhaar and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021
3. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
4. Ensure that you have Bid within the Price Band;
5. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
6. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;
8. UPI Bidders Bidding in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party
9. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
10. Ensure that you mandatorily have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
11. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
12. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
13. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DOP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is

not mentioned will be rejected;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
21. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders Bidding through UPI mechanism) and PAN available in the Depository database;
23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in));
24. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
25. Ensure that the Demographic Details are updated, true and correct in all respects;
26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;
27. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Banks issues the Mandate Request, the RIIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI pin. Upon the authorization of the mandate using his/her UPI pin, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks offer a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;
30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Banks to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner;
31. Bids by Eligible NRIs for a Bid Amount of less than ₹2.00 lakhs would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹2.00 lakhs would be considered under the Non-Institutional Category for allocation in the Issue;
32. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIIs shall ensure that the name

of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019; and

33. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date.

34. The ASBA bidders shall ensure that bids above ₹5.00 lakhs, are uploaded only by the SCSBs.

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.**

**Don'ts:**

1. Do not Bid for lower than the minimum Bid Lot;
2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
3. Do not Bid for a Bid Amount exceeding ₹2.00 lakhs (for Bids by RIIs) and ₹5.00 lakhs for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
5. Do not Bid/ revise the Bid amount to less than the Floor Price or higher than the Cap Price;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
14. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;
18. Anchor Investors should not bid through the ASBA process;
19. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;
20. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
21. Do not submit the GIR number instead of the PAN;
22. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
23. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;
24. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/ Issue Closing Date;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion can revise or withdraw their Bids on or before the Bid/ Issue Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;
27. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Issue;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;
30. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;
31. Do not Bid if you are an OCB;
32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and
33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹5.00 lakhs;

**The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.**

#### **GROUND FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Banks);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/22/2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIIs with Bid Amount of a value of more than ₹2.00 lakhs;
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIIs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges. On the Bid/ Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Bidders, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre- issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance officer. For details of the Company Secretary and Compliance officer, see “*General Information*” beginning on page 59.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding three Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis.

#### **Flow of Events from the closure of bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:

#### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Issue price of ₹ 52.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any allotment in excess of the Equity Shares offered through this Offer document.

The allotment of Equity Shares to bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion and the remaining available shares, if any, shall be allotted on a proportionate basis. Further, not less than 15% of the Net Issue shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations. Further, the allocation to each Non-Institutional Investor shall not be less than Minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

## **PAYMENT INTO ANCHOR INVESTOR ESCROW ACCOUNTS**

Our Company in consultation with the Book Running Lead Manager will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: "***Leo Dryfruits & Spices Trading Limited-Anchor Investor - R***".
- (b) In case of Non-Resident Anchor Investors: "***Leo Dryfruits & Spices Trading Limited-Anchor Investor - NR***".

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

## **PRE- ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company have, after filing the Red Herring Prospectus with the RoC, published a pre- issue advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express, an English national daily newspaper, all editions of Janasatta, the Hindi national daily newspaper and all editions of the Pratahkal, a Marathi daily newspaper (Marathi being the regional language of Maharashtra where our Registered Office is located) each with wide circulation.

In the pre- issue advertisement, we have state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, has been in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

## **ALLOTMENT ADVERTISEMENT**

Our Company, the Book Running Lead Manager and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express, an English national daily newspaper, all editions of Janasatta, the Hindi national daily newspaper and all editions of the Pratahkal, a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located) each with wide circulation.

The information set out above is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

## **SIGNING OF THE UNDERWRITING AGREEMENT AND FILING WITH THE ROC**

Our company has entered into an Underwriting Agreement dated October 14, 2024 and Addendum to Underwriting Agreement dated December 17, 2024.

After signing the Underwriting Agreement, an updated Red Herring Prospectus has been filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and will be complete in all material respects.

## **Depository Arrangements**

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "*Terms of the Issue*" on page 252.

## **IMPERSONATION**

Attention of the bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*“Any person who:*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10.00 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10.00 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50.00 lakhs or with both.

## **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within three Working Days from the Bid/ Issue Closing Date or such other prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/ Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;
- that if our Company does not proceed with the Issue after the Bid/ Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall be informed promptly;

## **UTILISATION OF ISSUE PROCEEDS**

- Our Company severally and not jointly, specifically confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.
- Details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the FDI policy, FDI in companies engaged in the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route. As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see "*Issue Procedure*" on page 267. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Issue Period.

**The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued 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 applicable state securities laws of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues 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.**

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

## **SECTION X - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

### **THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES (Incorporated under the Companies Act, 2013)**

#### **ARTICLES OF ASSOCIATION \* OF LEO DRYFRUITS & SPICES TRADING LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on June 20, 2023 in substitution for and to the entire exclusion of the earlier Articles of Association.

#### **Table F of the Companies Act, not to apply but company to be governed by these Articles**

1. No regulations contained in Table F in the First Schedule to the Companies Act, 2013, shall apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives, shall, subject to any exercises of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, its regulation by special resolution, as prescribed by the said Companies Act, 2013, be such as are contained in these Articles.

#### **INTERPRETATION**

##### **Interpretation clause**

2. (a) In the interpretation of these Articles, unless repugnant to the subject or context:

##### **'the Company' or 'this Company'**

- (i) 'The Company' or 'this Company' means '**LEO DRYFRUITS & SPICES TRADING LIMITED.**'

##### **Annual General Meeting**

- (ii) 'Annual General Meeting' means a general meeting of the members held in accordance with the provisions of Section 96 of the Act.

##### **'Auditors'**

- (iii) 'Auditors' means and includes those persons appointed as such for the time being by the Company at its General Meeting.

##### **'Board' or 'Board of Directors'**

- (iv) 'Board' or 'Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board of Directors of the Company collectively.

\*New Articles of Association adopted vide Special Resolution at Extraordinary General Meeting dated June 20, 2023.

##### **'Capital'**

- (v) 'Capital' means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.

##### **'Debenture'**

- (vii) 'Debenture' includes debenture-stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not.

**'Directors'**

(viii) 'Directors' means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

**'Dividend'**

(ix) 'Dividend' includes any interim dividend.

**'Extraordinary General Meeting'**

(x) 'Extraordinary General Meeting' means an extraordinary general meeting of the members duly called and constituted and any adjourned holding thereof.

**'Financial Year'**

(xi) 'Financial Year' shall have the meaning assigned thereto by Section 2(41) of the Act.

**'Member'**

(xiii) 'Member' means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

**'Meeting' or 'General Meeting'**

(xiv) 'Meeting' or 'General Meeting' means a meeting of Members and any adjournment thereof.

**'Month'**

(xv) 'Month' means a calendar month. 'Office'

(xvi) 'Office' means the registered office for the time being of the Company.

**'Ordinary Resolution'**

(xvii) A resolution shall be an 'Ordinary Resolution' when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or electronically or on a poll, as the case may be) in favour of the resolution (including the casting vote if any, of the Chairman) by the Members, who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the Resolution by members so entitled and voting.

**'Paid-Up'**

(xviii) 'Paid-up' includes credited as paid-up.

**'Persons'**

(xix) 'Persons' includes corporation and firms as well as individuals.

**'Register of Members'**

(xxi) 'Register of Members' means the Register of Members to be kept pursuant to the Act.

**'Registrar'**

(xxii) 'Registrar' shall have the meaning assigned thereto by Section 2(75) of the Act.

**'Seal'**

(xxiii) 'Seal' means the common seal for the time being of the Company.

**'Share'**

(xxiv) 'Share' means share in the share capital of the Company and includes stock.

**'Special Resolution'**

(xxv) A Resolution shall be 'Special Resolution' when:

- 1) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;
- 2) the notice required under the Act has been duly given; and
- 3) the votes cast in favour of the resolution (whether on a show of hand, or electronically or on a poll, as the case may be) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, are required to be not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

**'Voting Right'**

(xxvi) 'Voting Right' means the right of a member of a company to vote in any meeting of the company or by means of postal ballot.

**'Written' and 'in writing'**

(xxvii) 'Written' and 'in Writing' include printing, lithography and other modes of representing or reproducing words in a visible form.

**'Singular Member'**

(xxviii) Words importing the singular member include, where the context admits or requires, the plural member and vice-versa.

**'Gender'**

(xxix) Words importing the masculine gender also include the feminine gender. **'Beneficial Owner'**

(xxx) 'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

**'Depositories Act'**

(xxxi) 'Depositories Act' means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force.

**'Depository'**

(xxxii) 'Depository' shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depository Act, 1996.

**'Marginal Notes'**

- a) The Marginal notes used in these Articles shall not affect the construction hereof.
- b) Same as aforesaid, any words or expressions defined in the Act, shall, if not inconsistent with the subject or context bear the same meaning in these articles.

## CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

### Authorized Share Capital

- 3. The Authorized Share Capital of Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.

### Increase of Capital by the Company and how carried into effect

- 4. The Company in General Meeting may, from time to time, increase the capital by creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of section 64 of the Act.

### Buy-Back of Shares

- 4A. The Company, subject to Section 68 and other applicable provisions of the Act and other applicable regulations, as the case may be in force, may from time to time buy-back its own shares, by passing a Special Resolution at its general meeting or by means of a resolution passed by the board of directors at its meeting, as may be applicable.

### New capital same as existing capital

- 5. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained, with reference to payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

### Redeemable Preference Shares

- 6. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue Preference Shares which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner and terms and conditions of redemption.

### Provisions to apply on issue of Redeemable Preference Shares

- 7. On the issue of Redeemable Preference Shares under the provisions of Article 6 hereof the following provisions shall take effect:
  - a. No such shares be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;
  - b. No such shares shall be redeemed unless they are fully paid;
  - c. The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the

Company's Share Premium Account before the Shares are redeemed;

Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the 'Capital Redemption Account', a sum equal to the normal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, shall apply as if the Capital Redemption Reserve Account were paid up share capital of the company.

### **Reduction of Capital**

8. The Company may from time to time by Special Resolution reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorized by law and, in particular, capital may be paid off on the footing that it may be called upon again or otherwise. This Article is not to derogate from any power that the Company would have if it were omitted. Sub-division, consolidation and cancellation of shares.
9. Subject to the provisions of section 61 of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares advantages as regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

### **Modification of rights**

10. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

## **SHARES AND CERTIFICATES**

### **Register and Index of Members**

11. The Company shall cause to be kept a Register and Index of Members in accordance with Section 88 of the Act. The Company shall be entitled to keep in any state or country outside India a part of register called "foreign register" containing names and particulars of members, debenture-holders, other security holders or beneficial owners residing outside India.

### **Shares to be numbered progressively and no share to be sub-divided**

12. The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner herein before mentioned, no shares shall be sub-divided. Every forfeited share shall continue to bear the number by which the same was originally distinguished.

### **Further issue of Capital**

13. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
  - (a) (i) Such further shares shall be offered to the persons who, at the date of offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
  - (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.

- (iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
- (iv) After the expiry of the time specified in the notice aforesaid, or in respect of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as it thinks most beneficial to the Company.
- (b) The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
- (c) Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by :
  - (i) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans; and
  - (ii) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf

#### **Shares under control of directors**

- 14. Subject to the provisions of these Articles and of the Act, the shares including any shares forming part of any increased capital of Company shall be under the control of Directors who may allot or otherwise dispose of the same to such persons in such proportions on such terms and conditions, and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount (subject to the provisions of the Act) and such options being exercisable for such time and for such consideration as the Directors think fit. The board shall cause to be filed the returns as to allotment provided for in Section 39 of the Act.

#### **Power also to Company in General Meeting to issue shares**

- 15. In addition to and without derogating from the powers for that purpose conferred on the Board under Article 13 and 14, the Company in General Meeting may, subject to the provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person (whether member or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 53), as such General Meeting shall determine and with full power to give any person (whether a member or not) the option or right to call for, or be allotted shares of any class of the Company either (subject to compliance with provisions of Sections 52 of the Act) at a premium or at par or at a discount, such option being exercisable at such time and for such consideration as may be directed by such General Meeting or the Company in General Meeting may take any other provisions whatsoever for the issue, allotment or disposal of any shares.

#### **Issue other than for cash**

- 16.(a) The Board may issue and allot shares in the capital of the Company as payment or payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.

- (b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

#### **Acceptance of Shares**

- 17. Any application signed by or on behalf of an applicant for shares in the Company followed by allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register, shall for the purposes of these Articles be a member.

### **Deposit, call etc to be debt payable immediately**

18. The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on insertion of the name of the allottee in the Register of Members as the name of the holders of such shares, become a debt due to and recoverable by the company from the allottee thereof, and shall be paid by him accordingly.

### **Liability of Member**

19. Every member, or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his share or shares which may for the time being, remain at such time or times, and in such manner as the Board shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

### **Share Certificate**

20.(a) Every member or allottee of shares shall be entitled within one month from the date of application for registration of transfer or transmission or within two months from the date of allotment (or within such other period as the conditions of issue shall provide) without payment;

- (i) to receive one certificate for all his shares; or
- (ii) to receive several certificates each for market lots of shares held by any members, specifying the name of the person in whose favour it is issued, the shares of which it relates and the amount paid-up thereon.

Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letters of acceptance or of renunciation or in case of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on the behalf of the Directors under a duly registered power of attorney, and the Secretary or some other person appointed by the Board for the purpose, shall sign the share certificate, provided that if the composition of the Board permit, at least one of the aforesaid two Directors shall be a person other than a Managing or Whole time Director. Particulars of every share certificate issued shall be entered in the Register of members against the name of the person to whom it has been issued indicating the date of the issue.

- (b) As two or more joint allottees of a share shall, for the purpose of this Article, be treated as single member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them.
- (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography or digitally signed, but not by means of a rubber stamp, provided that the Director shall be personally responsible for permitting the affixation of his signature and for the safe custody of such machine, equipment or other material used for the purpose.
- (d) Notwithstanding anything contained in Article 20(a), the Board may not accept applications for sub-division or other consolidation of share certificates into denominations of less than the market unit of trading except when such a sub-division or consolidation is required to be made to comply with a statutory order or any Order of a Competent Court of Law or a request from a member to convert his holdings of odd lots of shares into transferable/marketable lots, subject, however, to verifications by the company.
- (e) The Company shall give effect to a transmission of shares and consolidation or subdivision of share certificates as provided in Article 20 (d), and shall issue share certificates in pursuance thereof within two months of lodgment of a proper application for such transmission, consolidation or sub-division.

### **Option to receive share certificate or hold shares with depository**

21. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such

shares or hold the shares in dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.

#### **Renewal of Share Certificate**

22. If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force. No fee shall be charged by the Company for issue of such certificate.

#### **The first named or joint holders deemed sole holder**

23. If any share stands in the names of two or more persons, the person first named in the Register shall as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at the meetings, and the transfer of shares, be deemed to be the sole holder thereof, but the joint holders of share shall be severally as well as jointly, liable for the payment of all installments and calls due in respect of such shares and for all incidents thereof according to the Company's regulations.

#### **Company not bound to recognize any interest in share other than that of registered holder**

24. Except as ordered by a court of competent jurisdiction, or as by law required the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, in the persons from time to time registered as the holder thereof; but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivors of them.

#### **Funds of the Company may not be applied in purchase of shares of the Company**

25. None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company save as provided by section 67 of the Act

### **UNDERWRITING AND BROKERAGE**

#### **Commission may be paid**

26. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued, and in the case of debentures, two and half per cent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares in one way and partly in the other.

#### **Brokerage**

27. The Company may pay a reasonable sum for brokerage.

#### **CALLS**

#### **Directors may make calls**

28. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the

conditions of allotment, by a resolution passed at meeting of the Board (and not by circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board and shall not give the option or right to call on shares to any person except with the sanction of the Company in the Board Meetings. A call may be made payable by installments.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

#### **Notice of Calls**

29. Thirty days' notice in writing at the least of any call shall be given by the Company specifying the time and place of payment, and person to whom such call shall be paid.

#### **Calls to date from resolution**

30. A call shall be deemed to have been made at the time when the resolution authorizing such calls was passed at a meeting of the Board.

#### **Calls may be revoked or postponed**

31. A call may be revoked or postponed at the discretion of the Board.

#### **Liability of joint holders**

32. The joint holders of a share be jointly and severally liable to pay all calls in respect thereof.

#### **Directors may extend time**

33. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who by reason of residence at a distance or other cause the Board may deem are fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

#### **Calls to carry interest**

34. If any member fails to pay any calls due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from such member.

#### **Sums deemed to be of calls**

35. Any sum, which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.

#### **Proof of trial**

36. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, or subsequently to the date at which the money is sought to be recovered, is alleged to have become due on the shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book, and that the notice of such call was duly given to the member

or his representatives used in pursuance of these Articles; and that it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matter whatsoever, but the proof of the matters as aforesaid shall be conclusive evidence or debt.

#### **Partial Payment not to preclude forfeiture**

37. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

#### **Payment in anticipation of calls may carry interest**

38. (a) The Board may, if it thinks fit, agree to receive from any member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums actually called upon and upon the moneys so paid in advance, or upon so much thereof from time to time, and any time thereafter as exceeds the amount of the calls then made upon and due in

respect of the shares on account of which such advances are made, the Board may; pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time an amount so advanced or may at any time repay the same upon giving the member three months notice in writing provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or participate in profits.

- (b) No member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would be but for such payment become presently payable.

#### **Company to have lien on shares**

39. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any shares shall be created except upon the footing and upon the condition that article 24 hereof is to have full effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board may, however, at any time, declare any share to be exempt, wholly or partially from the provision of this article. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

#### **As to enforcing lien by sale**

40. For the purpose of enforcing such lien, the Board may sell the subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their member to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

#### **Application of proceeds of sale**

41. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a lien for sums not presently payable as existed upon the shares before the sale) be paid to persons entitled to the shares at the date of the sale.

#### **FORFEITURE OF SHARES**

**If money payable on shares not paid, notice to be given to member**

42. If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remain unpaid, give notice requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

**Form of notice**

43. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

**In default of payment shares to be forfeited**

44. If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeiture share and not actually paid before the forfeiture.

**Notice of forfeiture to a member**

45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register of members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

**Forfeited share to be property of the Company and may be sold, etc.**

46. Any share so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

**Member still liable to pay money owing at the time of forfeiture and interest**

47. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine, and the Board may enforce the payment thereof, as it thinks fit.

**Effect of forfeiture**

48. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these articles are expressly saved.

**Evidence of forfeiture**

49. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

**Validity of sale**

50. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the sharessold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### **Cancellation of share certificates in respect of forfeiture**

51. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

#### **Power for annual forfeiture**

52. The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

### **TRANSFER AND TRANSMISSION OF SHARES**

#### **Register of transfer**

53. The Company shall keep a 'Register of Transfers', and therein shall be fairly and distinctlyentered particulars of every transfer or transmission of any share.

#### **Instrument of transfer**

54. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and the rules prescribed in the Act shall be duly complied with in respect of all transfers of shares and the registration thereof.

#### **Instrument of transfer to be completed and presented to the Company**

55. The instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the Board may require to prove the title of Transferor and his right to transfer the shares and every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board. The Transferorshall be deemed to be the holder of such shares until the name of the Transferee shall havebeen entered in the Register of Members in respect thereof. Before the registration of a transfer, the certificate or certificates of the shares must be delivered to the Company.

#### **Transfer books and register of members when closed**

56. The Board shall have the power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the Office of the Companyis situate to close the Transfer Books, the Register of Members or Register of Debenture holders at such time and for such period or periods, not exceeding thirty days at a time and notexceeding in the aggregate forty-five days in each year.

#### **Transfer to Minors**

56A.(a) The Directors may at their absolute discretion approve a minor, becoming a Member of the Company on such terms as the Directors may stipulate.

(b) If any Member be a minor, the votes in respect of his share or shares shall be made by his guardian or any of his guardians, if more than one, to be elected in case of dispute by the Chairman of the meeting.

### **Transfer of shares held in Demat**

56B.(a) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.

(b) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

### **Directors may refuse to register transfer**

57. Subject to the provisions of section 58 of the Act, the Board may, at its own absolute and uncontrolled discretion subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien;.

The registration of transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.

### **Notice of application when to be given**

58. Where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of Act.

### **Death of one or more joint holders of shares**

59. In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any share, the survivor or the survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

### **Title of shares of deceased member**

60. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or holders or a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the union of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as the indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 62 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

### **No transfer to insolvent etc.**

61. No share shall in any circumstances be subscribed for by, or transferred to, any insolvent or person of unsound mind.

### **Registration of persons entitled to shares otherwise than by transfer**

62. Subject to the provisions of the Act and Articles 59 and 60 any person becoming entitled to shares in consequence of the death, and any person becoming entitled to shares in consequence of lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered,

he shall testify the election by executing in favour of his nominee as instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

#### **Persons entitled may receive dividend without being registered as member**

63. A person entitled to a share by transmission shall, subject to the right of the Board to retain such dividends or money as hereinafter provided, be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of share.

#### **Fee on transfer or transmission**

64. No fee shall be charged by the Company for the following viz:

- (a) for registration of transfers of shares and debentures, or for transmission of shares and debentures;
- (b) for sub-division and consolidation of share and debenture certificates and for sub-division of letters of allotment, split, consolidation, renewal and transfer receipts into denominations corresponding to the market units of trading;
- (c) for sub-division of renounceable letters of right;
- (d) for registration of any power of attorney, probate, letters of administration or other legal representation. Company not liable for disregard of a notice prohibiting registration of a transfer

65. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to it in some book of the Company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

#### **Copies of memorandum and articles of association to be sent by the Company**

66. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every member at his request within seven days of the request on payment of the sum of Rupee One for such copy.

#### **BORROWING POWERS**

##### **Power to borrow**

67. Subject to the provisions of Section 73, 179 and 180 of the Act, the Board may, from time to time, at its discretion by a resolution passed at a meeting of the Board accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such moneys without the consent of the Company in General Meeting accorded by way of special resolution.

##### **Payment or re-payment of moneys borrowed**

68. Subject to the provisions of Article 67 hereof, the payment or re-payment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution shall prescribe including

by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

#### **Form of issue of Debentures**

69. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures, debenture-stock, loan, loan-stock with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.

#### **Register of mortgages etc., to be kept**

70. The Board shall cause a proper Register to be kept in accordance with the provisions of the Act for all mortgages, debentures and charges specifically affecting the property of the Company, and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

#### **Register and index of debenture holders**

71. The Company shall, if at any time issues debentures, keep a Register and index of debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or country outside India a branch Register of Debenture holder's resident in that State or country.

### **CONVERSION OF SHARES INTO STOCK AND RECONVERSION**

#### **Shares may be converted into stock**

72. The Company in General Meeting may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arise might have been transferred, if no such conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into paid-up shares of any denomination.

#### **Right of stock holders**

73. The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets of winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

#### **Applicability of regulations to stock and stockholders**

74. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

### **MEETING OF MEMBERS**

#### **Annual General Meeting**

75. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

#### **Extraordinary General Meeting**

76. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.

#### **Requisition of members to state object of meeting**

77. Any valid requisition so made by members must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.

#### **On receipt of any such requisitions, Directors to call meeting and in default requisitions may do**

78. Upon the receipt of any such requisition, the Board shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty-one days from the date of the requisition, being deposited at the office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case, any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

#### **Meeting called by requisitionists**

79. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

#### **Notice of General Meeting**

80. (a) A general meeting of a company may be called by giving not less than twenty-one days' notice in writing;

(b) A general meeting may be called after giving shorter notice than that specified in sub-section in sub-section (1), if consent is accorded thereto -

(i) in the case of an annual general meeting, by all the members entitled to vote thereat; and

(ii) in the case of any other meeting, by members of the company

(a) holding if the company has a share capital, not less than 95 per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting, or

(b) having, if the company has no share capital, not less than 95 per cent of the total voting power exercisable at that meeting :

Provided that where any members of a company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purposes of this sub-section in respect of the former resolution or resolutions and not in respect of the latter.

#### **Omission to give notice not to invalidate a resolution passed**

81. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

#### **Meeting not to transact business not mentioned in notice**

82. No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the Notice or notices upon which it was convened.

#### **Quorum at the general meeting**

83. The quorum for general meeting shall be as provided in the Act.

#### **Body corporate deemed to be personally present**

84. A body corporate being a member shall be deemed to personally present if it is represented in accordance with Section 113 of the Act.

#### **If quorum not present meeting to be dissolved or adjourned**

85. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, the meeting shall stand adjourned to the same day in the next week or, if that day is a public holiday, until the next succeeding day which is not a public holiday, at the same time and place, or to such other day and at such other time and place in the city or town in which the Office of the Company is for the time being situated, as the Board may determine, and if at such adjourned meeting a quorum, is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which meeting was called.

#### **Chairman of general meeting**

86. The Chairman (if any) of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman of the Board, or if at any meeting he shall be unable or unwilling to take the Chair, then the Managing Director shall be entitled to take the Chair and failing him the Directors present may choose one of their members to be the Chairman of the Meeting. If no Director be present or if all the Directors present decline to take the chair, then the members present shall elect one of their member to be the Chairman.

#### **Business confined to election of Chairman while chair is vacant**

87. No business shall be discussed at any General Meeting except the election of Chairman, while the Chair is vacant.

#### **Chairman with consent may adjourn meeting**

88. The Chairman with the consent of the members may adjourn any meeting from time to time and from place to place in Bombay, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **Question at general meeting how decided**

89. At any General Meeting a resolution put to the vote of the meeting shall, unless a poll is ordered by the chairman of the meeting, be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on show of hands/electronic voting, has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Before or on the declaration of the result of the voting on any resolution on a show of hands, poll may be ordered to be taken by the Chairman of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five lakh rupees has been paid up.

### **Chairman casting vote**

90. In the case of equality of votes, the Chairman shall both on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

### **Poll to be taken if demanded**

91. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may be direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

### **Scrutinizers at Poll**

92. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinize the vote given on the poll and to report therein to him. One of scrutineers so appointed shall always be a member (not being an Officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

### **In what case, poll taken without adjournment**

93. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.

### **Demand for poll not to prevent transactions of other business**

94. The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

## **VOTE OF MEMBERS**

### **Members in arrears not to vote**

95. No members shall be entitled to vote, either personally or by proxy, at any General Meeting of a class of shareholders, either upon a show of hands/electronic voting or upon a poll in respect of any shares registered in his name on which any call or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

### **Numbers of votes to which member entitled**

96. Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions as voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every member, not disqualified by the last preceding Article shall be entitled to be present and to speak and vote at such meeting and on a show of hands, every member present in person shall have one vote and upon a poll/electronic voting the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Provided, however, if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 47, he shall have a right to vote only on resolutions placed before the meeting which directly affect the right attached to his preference shares.

### **Casting of votes by member entitled to more than one vote**

97. On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his vote or cast in the same way all the votes he uses.

### **Votes of joint members**

98. If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto and, if more than one of such joint holders be present at any meeting, that one of the said persons so present whose name stands first one in the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint holders thereof.

### **Voting in person or by proxy**

99. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that could exercise if it were an individual member.

### **Votes in respect of shares of deceased and insolvent member**

100. Any person entitled under Article 62 to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

### **Appointment of proxy**

101. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is corporation under the common seal of such corporation, or be signed by an officer or any attorney duly authorized by it, and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meeting.

### **Proxy either for specified meeting or for a period**

102. An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

### **Proxy to vote only on a poll**

103. A member present by proxy shall be entitled to vote only on a poll.

### **Deposit of instrument of appointment**

104. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notorially certified copy of that power or authority, shall be deposited at the office not later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default, the instrument or proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

### **Form of Proxy**

105. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

### **Validity of votes given by proxy notwithstanding death of member**

106. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity revocation or transfer shall have been received at the Office before the meeting.

#### **Time for objections of Votes**

107. No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

#### **Chairman of the meeting to be judge of validity of any vote**

108. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

#### **Certain matters to be exercised by special resolution**

109. The Company shall not do or cause to be done any of the following acts or thinks except by means of a **SPECIAL RESOLUTION** passed by the Company in General Meeting;

- (a) Amendment to the Memorandum and Articles of Association;
- (b) Increase and / or decrease of capital;
- (c) Issuance of new shares;
- (d) Issuance of debentures;
- (e) Assignment, transfer, sale or other disposition of whole or part of the business, including goodwill;
- (f) Merger with other entities;
- (g) Exercise of Borrowing power

Any resolution which under the provisions of these Articles or the Act is permitted or required to be passed by the Company in General Meeting shall, unless the Articles or the Act expressly required such matters to be passed by a **SPECIAL RESOLUTION**, be passed as an Ordinary Resolution.

#### **Minutes of general meeting and inspection thereof by members**

110.(a) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereon in books kept for that purpose with their pages consecutively numbered.

- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
- (e) All appointments of Officers made at any meeting as aforesaid shall be included in the minutes of the meeting.
- (f) Nothing herein contained shall require or be deemed to require the inclusion in any such minute of any matter which in the opinion of the Chairman of the meeting :
  - (i) is or could reasonably be regarded as defamatory of any person, or

- (ii) is irrelevant or immaterial to the proceedings, or
- (iii) is detrimental to the interests of the Company.

The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non inclusion of any matter in the minutes on the aforesaid grounds.

- (g) Any such minutes shall be evidence of the proceedings recorded therein.
- (h) The book containing the minutes of proceedings of General Meeting shall be kept at the Office of the Company and shall be open during business hours, for such period not being less in the aggregate than two hours on such day as the Directors determine, to the inspection by any member without charge.

## **DIRECTORS**

### **Number of Directors**

111. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

### **Nominated Director**

112. The First Directors of the Company shall be :

- (i) Ashish Jaswantrai Mehta
- (ii) Parth Ashish Mehta

### **Debenture Director**

113. If it is provided by the trust Deed, securing or otherwise, in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Directors shall not be liable to retire by rotation.

### **Appointment of Alternate Director**

114. The Board may appoint an alternate Director who is recommended for such appointment by a Director (hereinafter called "the original Director") to act for him during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director is determined before he so return to India, any provisions in the Act or in these Articles; for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

### **Directors' power to add to the Board**

115. Subject to the provisions of section 161 the Board shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under Article

110. Any such Additional Director shall hold office upto the date of the next Annual General Meeting.

### **Directors' powers to fill casual vacancies**

116. Subject to the provisions of Section 161 the Board shall have power at any time and from time to time to appoint any

other qualified persons to be a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.

### **Qualification of Director**

117. A Director shall not be required to hold any share Qualification.

### **Remuneration to Director**

119.(a) Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.

- (b) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (c) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

### **Special remuneration for extra services rendered by a Director**

120. If any Director is called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertion or efforts either by a fixed sum or otherwise as may be determined by the Board and the said remuneration may be either in addition to or in substitution for the remuneration otherwise provided.

### **Director may act notwithstanding any vacancy**

121. The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the number fixed by article 109 hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

### **When office of Director to become vacant**

122. Subject to Sections 167 of the Act, the office of a Director shall become vacant if :

- (a) he is found to be unsound mind by a court of competent jurisdiction; or
- (b) he applies to be adjudicated an insolvent; or
- (c) he is an undischarged insolvent; or
- (d) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call unless the Central Government has by notification in the official Gazette removed the disqualification incurred by such failure; or
- (e) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or

without seeking leave of absence of the Board; or

- (f) he becomes disqualified by an order of the court; or
- (g) he is removed in pursuance of the provisions of this Act: or
- (h) he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years ; or
- (i) he acts in contravention of section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184; or
- (j) he is convicted by a court of an offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months

Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court; or

- (k) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company, or
- (l) he has not complied with subsection (3) of Section 152.

notwithstanding anything contained in Clause (f), (h) and (j) aforesaid, the disqualification referred to in those clauses shall not take effect :

1. for thirty days from the date of adjudication, sentence or order;
2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or;
3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

### **Independent Directors**

123.(i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Act or Listing Regulations, whichever is higher, from time to time.

- (ii) Independent Directors shall possess such qualification as required under section 149 of the Act and Listing Agreement.
- (iii) Independent Directors shall be appointed for such period as prescribed under relevant provisions of the Act and Listing Agreement and shall not be liable to retire by rotation.

### **Woman Director**

124. The Directors shall appoint one woman director as per the requirements of section 149 of the Act and Clause 49 of the Listing Agreement.

### **Directors may contract with Company**

125. Subject to the limitations prescribed in the Act, the Directors shall be entitled to contract with the Company and no director shall be disqualified by having contracted with the Company as aforesaid.

### **Disclosure of interest**

126. A Director of the company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concernor interest at a meeting of the Board in the manner provided in sec 184 of the Act.

### **General notice of interest**

127. A general notice given to the Board by the Directors to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be referred as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice, and no renewal thereof, shall be of effect unless it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

### **Interested Director not to participate or vote in the Board proceedings**

128. No Directors shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however, that nothing herein contained shall apply to

- (i) any contract of indemnity against any loss which the Directors, or any one or more of them may suffer by reason of being sureties or a surety for the Company;
- (ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely
  - (a) in his being
  - (i) a Director of such company, and
  - (ii) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company, or
- (b) in his being a member or holding not more than two percent of its paid up share capital.

### **Register of contracts in which the Directors are interested**

129. The Company shall keep a Register in accordance with Section 189 and shall within the time specified in section 189 (2) enter therein such of the particulars as may be relevant having regard to the application thereto of Section 188 or 184 of the Act as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company the names of the corporate and firms of which notice has been given by him under Article 126. The Register shall be kept at the Office of the Company and shall be open to inspection at such office, and extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent and in the same manner and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

### **Directors may be Directors of Companies promoted by the Company**

130. A Director may be or become a Director of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as Director or Shareholder of such Company except in so far as provided in the provisions of the Act may be applicable.

### **Retirement and rotation of Directors**

131. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

### **Ascertainment of Directors retiring by rotation and filling vacancies**

132. Subject to Section 152 of the Act, the Directors to retire by rotation under Article 130 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.

### **Eligibility for re-election**

133. A retiring Director shall be eligible for re-election.

### **Provisions in default of appointment**

134.(a) If the place of the retiring director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place.

(b) If at the adjourned meeting also, the place of retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless

- (i) at the meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost;
- (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;
- (iii) he is not qualified or is disqualified for appointment;
- (iv) a resolution, whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or
- (v) section 162 is applicable to the case.

### **Company may increase or reduce the number of Directors**

135. Subject to sec 149, 151 and 152 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors and may alter their qualifications and the Company may (subject to the provisions of section 169 of the Act) remove any Director before the expiration of his period of office and appoint another qualified person in his seat. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

### **Notice of candidate for office of Director except in certain cases**

136.(a) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any general meeting unless he or some member intending to propose him has not less than fourteen days before the meeting, left at the office of Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be, along with a deposit of one lakh rupees which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director.

(b) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the

company a notice under sec 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a director, shall sign and file with the company, the consent in writing to act as a Director if appointed.

(c) A person other than a Director reappointed after retirement by rotation or immediately on the expiry of his term of office of an additional or alternate Director, or a person filling a casual vacancy in the office of a Director under sec 161 of the Act, appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company, unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

#### **Register of Directors and KMP and their shareholding**

137. The Company shall keep at its registered office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

#### **Disclosure by Director of appointment to any body corporate**

138. Every Director and Key Managerial Personnel Company shall within thirty day of his appointment to any of the above offices in any other body corporate, disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under section 170 of the Act.

### **MANAGING DIRECTOR**

#### **Managing Director**

139. Subject to the provisions of Section 196, 197, 2(94), 203 and other applicable provisions of the Act :

- (a) The Board may from time to time appoint a Managing Director from among the Directors;
- (b) In the event of any vacancy arising in the office of a Managing Director, the vacancy shall be filled by the Board of Directors and the Managing Director so appointed shall hold the office for such period as the Board of Directors may fix;
- (c) A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Company in General Meeting may from time to time determine, subject to the approval of the Central Government, or such remuneration within the maximum permissible limits in accordance with schedule V of the Act;
- (d) The Board may, from time to time, entrust to and confer upon the Managing Director for the time being, such of the powers exercisable under these presents by the Board as they may think fit and may confer such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time, revoke, withdraw, alter or vary all or any such powers;

#### **Restriction on management**

140. The Managing Director shall not exercise the powers to :

- (a) Make calls on share holders in respect of money unpaid on the shares in the Company;
- (b) Issue of securities, including debentures, and except to the extent mentioned in the resolution passed at the Board Meeting under section 179 of the Act, shall also not exercise the power to:
  - (i) Borrow money;

- (ii) Invest the funds of the Company;
- (iii) Make loans or give guarantee or provide security in respect of loans;
- (iv) To approve financial statement and the Board's report;
- (v) To diversify the business of the Company;
- (vi) To approve amalgamation, merger or reconstruction, and
- (vii) To take over a company or acquire a controlling or substantial stake in another company.

#### **Certain persons not to be appointed Managing Director**

141. The Company shall not appoint or employ or continue the appointment or employment of a person as its Managing Director, if he:

- (a) is an undischarged insolvent or has at any time been adjudged an insolvent;
- (b) suspends or has at any time suspended payment to his creditors or makes or has at anytime made a composition with them;
- (c) is or has at any time been convicted by a court of an offence involving moral turpitude.

#### **Special position of Managing Director**

142. The Managing Director of the Company shall not, while holding that office, be subject to retirement by rotation in accordance with article 131. If he ceases to hold the office of Director, he shall *ipso facto* and immediately ceases to be Managing Director.

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

#### **Meeting of Director**

143. The Directors may meet together as a Board for the dispatch of business from time to time and shall so meet at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meeting as they think fit.

#### **Notice of Meeting**

144. Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.

#### **Quorum**

145. Subject to section 174 of the Act the quorum for a meeting of the Board shall be one third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher, provided that where at any time the number of the interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time.

#### **Adjournment of meeting for want of quorum**

146. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other date and time (if any) as may be fixed by the Chairman not being later than thirty days from the date originally fixed for the meeting.

#### **When meeting to be convened**

147. A Director may at any time and the Secretary shall as and when directed by the Director to do so, convene a meeting of the Board giving notice in writing to every other Director for the time being in India and at his usual address to every other Director.

### **Chairman of the Board**

148.(a) The Director shall elect from among them the Chairman of the Board and determine the period for which he is to hold office. The Chairman shall be paid such remuneration as the Company in general meeting may determine.

(b) The Chairman of the Board shall be entitled to take the chair at every meeting of the Board. If no Chairman is appointed in pursuance of this Article, or if at any meeting of the Board, he shall not be present within 30 (thirty) minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair, then the Managing Director shall be entitled to take the chair and failing him the Directors present may choose one of their number to be the Chairman of the meeting.

### **Questions at Board meetings, how decided**

149. Questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

### **Power of Board meetings**

150. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the articles of the Company are for the time being vested in or exercisable by the Board generally.

### **Directors may appoint committees**

151. Subject to the restrictions contained in section 179 of the Act, the Board may delegate any of their powers to committees of the Board consisting of such number of members of its body as it thinks fit and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on to by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

### **Meeting of Committee how to be governed**

152. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same and applicable hereto and are not superseded by regulations made by the Directors under the last preceding Article.

### **Resolution by circulation**

153. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the committee, then in India (not being less in number than quorum fixed for a meeting of the board or committee, as the case may be), and to all other Directors or Members of the Committee, at their usual address in India and has been approved by such of the Directors or Members of the Committee, as are then in India, or by majority of such of them, as are entitled to vote on the resolution.

### **Acts of Board or Committee valid notwithstanding informal appointment**

154. All acts done by any meeting of the Board or by a committee of the Board, or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these

Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his appointment had not been terminated provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

#### **Minutes of proceedings of the meeting of the Board**

155.(a) The Company shall cause minutes of all proceedings of every meeting of the Board and the committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for the purpose with their pages consecutively numbered.

- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (c) In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
- (e) All appointments of officers made at any of the meeting aforesaid shall be included in the minutes of the meeting.
- (f) The minutes shall also contain:
  - (i) The names of the Director present at the meeting: and
  - (ii) In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in resolution
- (g) Nothing contained in sub-clauses (a) to (f) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting :
  - (i) is or could reasonably be regarded as defamatory of any person;
  - (ii) is irrelevant or immaterial to the proceeding; or
  - (iii) is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

- (h) Minutes of the meetings kept in accordance with aforesaid provisions shall be evidence of the proceedings recorded therein.

#### **Power of Directors**

156. The board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act, or by the Memorandum or by the Articles of the Company, required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made Provided that the Board shall not, except with the consent of the Company in General Meeting:

- (a) sell, lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertaking;
- (b) remit, or give time for the repayment of, any debt due by a Director;

- (c) invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation;
- (d) borrow moneys where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose;

Provided further that the powers specified in section 179 of the Act shall, subject to these Articles, so exercised only at meetings of the Board, unless the same be delegated to the extent therein stated, or

- (e) contribute to charitable and other funds, subject to the provisions contained in section 181 of the Act.

#### **Certain powers of the Board**

157. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to omit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers; that is to say, power ....

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- (b) To pay and charge to the capital account of the Company any commission under the provisions of sections 40 of the Act;
- (c) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (d) At their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or services, rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- (e) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;
- (f) To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
- (g) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
- (h) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claim or demands by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon;
- (i) To act on behalf of the Company in all matters relating to bankrupts and insolvents;

- (j) To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demands of the Company;
- (k) Subject to the provisions of the Act, to invest and deal with any money of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they think fit, and from time to time to vary or realize such investment. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;
- (l) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
- (m) To determine from time to time who shall be entitled to sign, on the Company's behalf bills, notes, receipt, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (n) To distribute by way of bonus amongst the staff of the Company share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission of the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;
- (o) To provide for the welfare of the Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families of the dependents or connections of such persons, by building of houses, dwellings or chawls, or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution or objects which shall have any moral or other claim to support or aid by the Company, either by reason or locality of operation, or of public and general utility or otherwise;
- (p) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund or as a reserve Fund or Sinking Fund or any special fund to meet the contingencies or to repay debentures or debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the proceeding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments and dispose of any, apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of Reserve Fund or division of a Reserve Fund to another Reserve Fund or division of Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or debenture-stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine per cent per annum;
- (q) To appoint, and at their discretion remove or suspend such General Managers, Managers, Secretaries, Assistants, Supervisors, Clerks, Agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments or remuneration and to require security in such instances and to such amount as they may think fit. Also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clauses shall be without

prejudice to the general powers conferred by this sub-clause;

- (r) To comply with the requirements of any local law which in their opinion it shall, in the interests of the Company, be necessary or expedient to comply with;
- (s) From time to time and at any time to establish any Local Board for Managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Board, and to fix their remuneration;
- (t) Subject to Section 179 of the Act, from time to time, and any time, to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board other than power to make calls or to make loans or borrow moneys, and to authorize the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;
- (u) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board think fit) be made in favour of the members or any of the members of any Local Board, established as aforesaid or in favour of any Company, or the shareholders, Directors, nominees, or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, for the protection of convenience of persons dealing with such attorneys as the Board may think fit and may contain powers, authorities and discretion for the time being vested in them;
- (v) to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- (w) From time to time to make, vary and repeal by-laws for the regulation of the business of the Company its officers and servants.

## **MANAGEMENT**

### **Prohibition of simultaneous appointment of different categories of managerial personnel**

158. The Company shall not appoint or employ at the same time both the following categories of managerial personnel, namely:

- (a) Managing Director; and
- (b) Manager

## **SECRETARY**

### **Secretary**

159. The Directors shall from time to time appoint, and, at their discretion, remove the Secretary. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

## **THE SEAL**

### **The Seal, its custody and use**

160.(a) The Board shall provide a Common Seal for the purposes of Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the board shall provide for the safe custody of the Seal for the time being, and the seal shall never be used except by the authority of the Board or a Committee of the Board previously given.

161. Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by a director or the Secretary or the Managing Director or some other person appointed by the Board for the purpose, provided that in respect of Share Certificate, the Seal shall be affixed in accordance with Article 20(a).

## **DIVIDENDS**

### **Division of profits**

162. The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these Articles, and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid up on the shares held by them respectively.

### **The Company in General Meeting may declare a dividend**

163. The Company in general meetings may declare dividends out of profits of any financial year or previous financial year to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General meeting may declare a smaller dividend.

### **Dividends only to be paid out of profits**

164. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

### **Interim Dividend**

165. The Board may from time to time, pay to the members such interim dividend as in their judgment the position of the Company justifies.

### **Capital paid up in advance at interest not to earn dividend**

166. Where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer right to dividend or to participate in profit.

### **Dividend in proportion to amount paid-up**

167. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividendas from particular date such share shall rank for dividend accordingly.

### **Retention of dividends until completion of transfer under Article 62**

168. Subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any persons is under Article 62 entitled to become a member or which any person under that Article is entitled to transfer, until such persons shall become a member, in respect of such shares or shall duly transfer the same.

### **Dividend etc., to joint holders**

169. Any one of several persons who are registered as the joint holder of any share may give effectual receipts for all dividends or bonus and payment on account of dividends or bonus or other moneys payable in respect of such shares.

### **No member to receive dividend while indebted to the Company and Company's right of reimbursement thereout**

170. No member shall be entitled to receive payment of any interest or dividends in respect of hisshare or shares, while any money may be due or owing from him to the Company in respect of such share or shares or otherwise, howsoever either alone or jointly with any otherperson or persons and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

#### **Transfer of shares must be registered**

171. A transfer of shares shall not cause the right to any divided declared thereon before the registration of the transfer.

#### **Dividend how remitted**

172. Unless otherwise directed, any dividend may be paid by electronic mode or by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders to that one of them first named in the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

#### **Unclaimed/Unpaid dividend**

173. No unclaimed or unpaid dividend shall be forfeited by the Board and dividends unclaimed or unpaid will be dealt with as per the provisions of Section 123 and 124 or other provisions if any of the Act as may be applicable from time to time.

#### **No interest on dividends**

174. Subject to the provisions of the Act, no unpaid dividend shall bear interest as against the Company.

#### **Dividend and Call together**

175. Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but the call on each member shall not exceed the dividend payable to him, and the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the company and the members, be set off against the calls.

#### **Capitalisation**

176. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(1) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards

- (A) paying up any amounts for the time being unpaid on any shares held by suchmembers respectively;
- (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

(2) A securities premium account and a capital redemption reserve account or any other permissible reserve account

may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(3) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

177. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall :

(a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have power :

(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions ; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on such members.

## ACCOUNTS

### Directors to keep true accounts

178. (a) The Company shall keep at the office or at such other place in India as the Board thinks fit proper Books of Account in accordance with Section 128 of the Act with respect to :

(i) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;

(ii) all sales and purchases of goods by the Company; and

(iii) the assets and liabilities of the Company.

(b) Where the Board decides to keep all or any of the Books of Account at any place other than the office of the Company, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

(c) The Company shall preserve in good order the Books of Account relating to a period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

(d) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns, made up to date at intervals of not more than three months, are sent by the branch office to the Company at its office or other place in India, at which the Company's Books of Accounts are kept as aforesaid.

(e) The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions. The Books of Account and other books and papers shall be open to inspection by any director during business hours.

### **As to inspection of accounts or books by members**

179. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorized by the Board.

### **Statement of accounts to be furnished to General Meeting**

180. The Board shall lay before Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act. Subject to the provisions of Sections 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Part I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

### **Authentication of Financial Statement**

181 (a) Every financial statements of the Company shall be signed on behalf of the Board as per the provisions contained in Section 134 of the Act.

(b) The financial statements shall be approved by the Board before they are signed on behalf of the Board and before they are submitted to the Auditors for their report thereon.

### **Copies of accounts or statement in prescribed form to be sent**

182. A copy of every such Profit and Loss Account and Balance Sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet), or salient features of such documents, or such other documents as may be prescribed, shall be sent to, and also be available for inspection by, the members of the Company and other persons entitled, as required by law.

### **AUDIT**

#### **When accounts to be deemed finally settled**

183. Every balance sheet and profit and loss account of the Company when audited and adopted by the Company at an Annual General Meeting shall be conclusive except as regards any mistake or error discovered therein. Whenever any such mistake or error is discovered, the balance sheet and profit and loss account shall be corrected by the Board at a meeting of the Board and shall henceforth be conclusive.

### **DOCUMENTS AND NOTICE**

#### **Service of documents or notice**

184. (a) A document or notice may be served or given by the Company on any Member either personally or by sending it by post to the member to his registered address or in electronic mode in accordance with provisions of the act or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him.

(b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice, provided, that where a Member has intimated to the Company in advance that documents or notices should be sent to him under certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so; service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of a Notice of a Meeting at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other cases, at the time at which the letter would be delivered in the ordinary course of post.

## **Advertisement**

185. A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

## **On joint holders**

186. A document or notice may be served or given by the Company on or to the joint-holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.

## **On personal representatives etc.**

187. A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

## **To whom documents or notices are to be served or given**

188. Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor or Auditors for the time being of the Company.

## **Members bound by documents or notices served on or given to previous holders**

189. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.

## **Documents or notice by Company and signature thereto**

190. Any document or notice to be served by the Company may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed.

## **Services of documents or notice by members**

191. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending it to the Company or Officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the registered office.

## **WINDING-UP**

### **Liquidator may divide assets in specie**

192. Subject to the provisions of the Act and the Rules made thereunder –

- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as

aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY AND RESPONSIBILITY**

### **Directors and others right of indemnity**

193. Every Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the Court or Tribunal.

## **SECRECY CLAUSE**

### **Secrecy clause**

194. (a) Every Director, Manager, Managing Director, Secretary, Auditor, Treasurer, Trustee, member of a committee, officer, servant, agent, accountant, or other person employed or engaged in the business of the Company shall, if so required by the Directors, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

(b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of Directors, it would be inexpedient in the interest of the Company to disclose.

## **GENERAL AUTHORITY**

195. Wherever in the Companies Act or SEBI Regulations/ Guidelines/ Rules/ Foreign Exchange Laws/ or any law for time being in force, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this regulation hereto authorizes and empowers the Company to have such rights, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

We the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance to this Articles of Associations.

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## SECTION XI OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material were attached to the copy of the Red Herring Prospectus and Prospectus which has been filed with the RoC. Copies of the contracts and documents for inspection referred to hereunder, are uploaded on the website of our Company at [leodryfruitsandspices.com](http://leodryfruitsandspices.com) and may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Issue Closing Date (except for such agreements executed after the Bid/ Issue Closing Date).

#### MATERIAL CONTRACTS

1. Issue Agreement dated August 30, 2024 between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated July 26, 2024 between our Company and the Registrar to the Issue.
3. Public Issue Account and Sponsor Bank Agreement dated December 09, 2024 amongst our Company, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Members, Sponsor Bank, Public Issue Bank and the Refund Bank.
4. Market Making Agreement dated October 14, 2024 between our Company and the Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated October 14, 2024 and Addendum to Underwriting Agreement dated December 17, 2024 between our Company and Book Running Lead Manager and the Underwriter.
6. Syndicate Agreement dated December 10, 2024 amongst our Company, the Book Running Lead Manager, and Syndicate Member.
7. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated October 09, 2023.
8. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated October 11, 2023.

#### MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated November 16, 2019, issued as "*Leo Dryfruits & Spices Trading Private Limited*" under the provisions of the Companies Act, 2013 with the Registrar of Companies, Central registration Centre.
3. Copy of Fresh Certificate of Incorporation dated July 07, 2023, issued by Registrar of Companies, Centralized Processing Centre consequent to name change from "*Leo Dryfruits & Spices Trading Private Limited*" to "*Leo Dryfruits & Spices Trading Limited*" pursuant to the conversion of our Company into a Public Limited Company.
4. Resolution of the Board of Directors dated April 22, 2024 in relation to the Issue.
5. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held on May 06, 2024 in relation to the Issue.
6. Examination report for Restated Financial Statements dated December 16, 2024 from our Peer Review Auditor included in this Prospectus.
7. The Statement of Possible Tax Benefits dated September 01, 2024 from our Peer Review Auditor included in this Prospectus.

8. Copies of Audited Financial Statements of the Company for the period ended September 30, 2024 and for the financial year ended March 31, 2024, 2023, and 2022.
9. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory Auditor, Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue and Registrar to the Issue, Banker to the Issue, Syndicate Member, Underwriter and Market Maker to act in their respective capacities.
10. Certificate on KPI's issued by the Peer Review Auditor, M/s A Y & Company, Chartered Accountants by way of their certificate dated December 16, 2024.
11. Board Resolution dated September 03, 2024 for approval of Draft Red Herring Prospectus, dated for December 23, 2024 approval of Red Herring Prospectus and dated for January 04, 2025 approval of Prospectus.
12. Due Diligence Certificate dated December 23, 2024 to SEBI by the Book Running Lead Manager.
13. In Approval from BSE vide letter dated December 06, 2024 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- <b>Mr. Kaushik Sobhagchand Shah</b> Chairman & Managing Director <b>DIN:</b> 09484633	Sd/- <b>Mr. Ketan Sobhagchand Shah</b> Whole Time Director <b>DIN:</b> 07503685
Sd/- <b>Mr. Parth Ashish Mehta</b> Non-Executive Director <b>DIN:</b> 08613325	Sd/- <b>Mr. Ankit Kumar</b> Non-Executive Independent Director <b>DIN:</b> 08346490
Sd/- <b>Ms. Purvi Mahesh Gupta</b> Non-Executive Independent Director <b>DIN:</b> 10208800	Sd/- <b>Ms. Satinder Kaur Sehra</b> Non-Executive Independent Director <b>DIN:</b> 10234804

### SIGNED BY THE CFO AND CS OF OUR COMPANY

Sd/- <b>Mr. Ketan Sobhagchand Shah</b> Chief Financial Officer	Sd/- <b>Ms. Pratibha Kumari Bharadia</b> Company Secretary and Compliance Officer
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**Date:** January 04, 2025

**Place:** Mumbai