



(Please scan this QR  
Codeto view the DRHP)



**DRAFT RED HERRING PROSPECTUS**  
Dated: April 16, 2024  
100% Book Built Offer

(This Draft Red Herring Prospectus will be  
updated upon filing with the RoC)  
Please read Section 26 and 32 of the  
Companies Act, 2013

## JEYYAM GLOBAL FOODS LIMITED

Corporate Identification Number: U15400TN2008PLC066955

REGISTERED OFFICE		CONTACT PERSON		TELEPHONE		WEBSITE & EMAIL	
No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai – 600 086		Mr. Amit Agarwal Managing Director		Contact: 044-4505 4101, 044-2835 1835, +91-90034 02000		Website: <a href="http://www.jeyyamfoods.com">www.jeyyamfoods.com</a> Email: <a href="mailto:info@jeyyamfoods.in">info@jeyyamfoods.in</a>	
<b>THE PROMOTERS OF OUR COMPANY: MR. SHRIPAL VEERAMCHAND SANGHVI, MR. AMIT AGARWAL, MRS. SUJATHAA MEHTA &amp; SHANTI GURU INDUSTRIES LIMITED</b>							
<b>DETAILS OF THE OFFER</b>							
TYPE	FRESH ISSUE SIZE (IN LAKHS)	OFFER FOR SALE SIZE (IN LAKHS)	TOTAL OFFER SIZE (IN LAKHS)		ELIGIBILITY		
Fresh Issue and Offer for Sale	Fresh Issue of upto 1,20,88,800 Equity Shares aggregating to ₹ [●] Lakhs	Offer for Sale of upto 13,43,200 Equity Shares aggregating to ₹ [●] Lakhs	up to 1,34,32,000 Equity Shares aggregating upto ₹ [●] lakhs		The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations		
<b>DETAILS OF OFFER FOR SALE</b>							
NAME OF SELLING SHAREHOLDER		TYPE		NO. OF EQUITY SHARES OFFERED		WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) #	
Mr. Shripal Veeramchand Sanghvi		Promoter Selling Shareholder		13,43,200		9.60	
# as certified by M/s. A B C D & Co., Chartered Accountants, Statutory Auditors of our Company vide their certificate dated April 03, 2024 vide UDIN: 24214520BKCWQR5141							
<b>RISKS IN RELATION TO THE FIRST OFFER</b>							
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5/- each and the Offer Price is ₹ [●], which is [●] times of the face value of the Equity Shares. The offer Price determined and justified by our Company in consultation with the Book Running Lead Manager as stated in chapter titled as "Basis for offer Price" beginning on page number 102 of this Draft Red Herring 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.							
<b>GENERAL RISKS</b>							
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer including the risks involved. The Equity Shares issued and offered in the offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page number 26 of this Draft Red Herring Prospectus.							
<b>ISSUERS &amp; SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY</b>							
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its offered shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect.							
<b>LISTING</b>							
The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of the National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principle approval letter dated [●] from NSE for using its name in this Draft Offer document for listing our shares on the NSE EMERGE. For the purpose of this offer, the Designated Stock Exchange will be National Stock Exchange of India Limited.							
<b>BOOK RUNNING LEAD MANAGER TO THE OFFER</b>		<b>CONTACT PERSON</b>		<b>CONTACT DETAILS</b>			
 CORPORATE WISDOM CORPWIS ADVISORS PRIVATE LIMITED SEBI Regn. No.: INM000012962		Mr. Vishal Kumar Garg		Tel : 22 - 4972 9990 Email: <a href="mailto:ipo@corpwis.com">ipo@corpwis.com</a> Investors Grievance Email Id: <a href="mailto:investors@corpwis.com">investors@corpwis.com</a> Website: <a href="http://www.corpwis.com">www.corpwis.com</a> Address: G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai – 400093 CIN: U74900MH2014PTC322723			
<b>REGISTRAR TO THE OFFER</b>		<b>CONTACT PERSON</b>		<b>CONTACT DETAILS</b>			
 KFIN TECHNOLOGIES LIMITED SEBI Regn. No.: INR000000221		Mr. M. Murali Krishna		Tel : 18003094001 E-mail: <a href="mailto:jgfl.ipo@kfintech.com">jgfl.ipo@kfintech.com</a> Investor Grievance Email ID: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a> Address: Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032 CIN: L72400TG2017PLC117649			
<b>BID / OFFER PROGRAMME</b>							
<b>ANCHOR INVESTOR BID/ OFFER PERIOD</b> <sup>(1)</sup> : [●]		<b>BID/OFFER OPENS ON</b> <sup>(1)</sup> : [●]			<b>BID/ OFFER CLOSSES ON</b> <sup>(2)</sup> : [●] <sup>(3)</sup>		

<sup>(1)</sup> Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.



(Please scan this QR  
Codeto view the DRHP)



(This Draft Red Herring Prospectus will be  
updated upon filing with the RoC)  
Please read Section 26 and 32 of the  
Companies Act, 2013

## JEYYAM GLOBAL FOODS LIMITED

**Corporate Identification Number: U15400TN2008PLC066955**

Our company was incorporated as "Kichoni Online Services Private Limited" on March 24, 2008, as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Chennai, with the object to collect and sell data online. Shareholders of our Company at the EGM held on July 31, 2008 passed a special resolution for amendment in the Object Clause of the MOA of our Company and the objects of our Company were amended to include trading of FMCG products. The same was approved by the Registrar of Companies, Chennai vide its certificate dated September 17, 2008. The shareholders of our Company thereafter at the EGM held on May 09, 2009 passed a special resolution for change of the Name of our Company to 'Jeyyam Products Private Limited'. Accordingly, the name of our company was changed to 'Jeyyam Products Private Limited' vide Fresh Certificate of Incorporation consequent upon change of Name dated June 18, 2009 issued by Registrar of Companies, Chennai. Subsequently, the shareholders of our Company at the EGM held on February 19, 2015, passed special resolution for change in the Object clause of the MOA of our Company to replace all the existing Main Objects with a New Object relating to Manufacturing, processing and trading of Pulses, Food grains, etc, and for Name Change of our Company to 'Jeyyam Global Foods Private Limited'. The change of Objects was approved by the Registrar of the Companies, Chennai vide its certificate dated February 20, 2015 and the name of our company was changed to 'Jeyyam Global Foods Private Limited' vide Fresh Certificate of Incorporation consequent upon change of Name dated February 24, 2015 issued by Registrar of Companies, Chennai. Thereafter, shareholders of our Company at the EGM held on April 24, 2023, passed a special resolution for conversion of our Company from a Private Limited Company to a Public Limited Company and the same was approved by the Registrar of Companies, Chennai vide issue of Certificate of Incorporation Consequent upon conversion to public company dated May, 23, 2023. Thus, our Company was converted to a public company and the name of our Company was changed to 'Jeyyam Global Foods Limited' with effect from May 23, 2023 and the Corporate identification number of our Company was changed to: U15400TN2008PLC066955.

**Registered Office:** No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai – 600 086  
**Tel:** 044-4505 4101, 044-2835 1835, +91-90034 02000 | **Email Id:** info@jeyyamfoods.in | **Website:** www.jeyyamfoods.com  
**Contact Person:** Mr. Amit Agarwal, Managing Director

**THE PROMOTERS OF OUR COMPANY: MR. SHRIPAL VEERAMCHAND SANGHVI, MR. AMIT AGARWAL, MRS. SUJATHA MEHTA & SHANTI GURU INDUSTRIES LIMITED**

### THE OFFER

INITIAL PUBLIC OFFER OF UPTO 1,34,32,000 EQUITY SHARES OF FACE VALUE OF ₹ 5/- EACH (THE "EQUITY SHARES") OF JEYYAM GLOBAL FOODS LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC OFFER") COMPRISING OF A FRESH ISSUE OF UPTO 1,20,88,800 EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 13,43,200 EQUITY SHARES BY MR. SHRIPAL VEERAMCHAND SANGHVI, SELLING SHAREHOLDER ("OFFER FOR SALE") AGGREGATING TO ₹ [●] LAKHS. OUT OF WHICH 6,72,000 EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 1,27,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH, AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 28.28% AND 26.86% RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND SELLING SHAREHOLDERS IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITION OF THE TAMIL DAILY NEWSPAPER [●] (TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO NSE EMERGE FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the Book Running Lead Managers, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), other Designated Intermediaries and the Sponsor Bank(s), as applicable.

### THE FACE VALUE OF THE EQUITY SHARE IS ₹ 5/- & THE OFFER PRICE IS [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES

In terms of Rule 19(2)(b)(i) of the SCRR this offer is being made for at least 25% of the Post-offer Paid-up Equity Share Capital of our Company. This Offer is being made through Book Building process in accordance and compliance with Chapter IX and other applicable provisions of SEBI (ICDR) Regulations wherein (a) not less than 35% of the Net Offer is allocated for Retail Individual Applicants, (b) not less than 15% of the Net Offer to Non-Institutional Investors and (c) not more than 50% shall be offered to qualified institutional buyers out of which five per cent shall be allocated to mutual funds. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category Provided further that in addition to five per cent, allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers. All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Offer Procedure" beginning on page 307 of this Draft Red Herring Prospectus. A copy of the Red Hearing Prospectus / Prospectus will be filed with the Registrar of Companies as required under Sections 26 and Section 32 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 5/- each and the Offer Price is [●], which is [●] times of the face value of the Equity Shares. The Offer Price determined and justified by our Company in consultation with the Book Running Lead Manager as stated in chapter titled as "Basis for Offer Price" beginning on page number 102 of this Draft Red Herring 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 this offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer including the risks involved. The Equity Shares issued and offered in the offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 26 of this Draft Red Herring Prospectus.

### ISSUERS & SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Selling Shareholder accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Draft Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its offered shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect.

### LISTING

The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of the National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our Company has received in-principle approval letter dated [●] from NSE for using its name in this Draft Offer document for listing our shares on the NSE EMERGE. For the purpose of this offer, the Designated Stock Exchange will be National Stock Exchange of India Limited. For details of the material contracts and documents that will be available for inspection from the date of the Draft Red Herring Prospectus up to the Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 358

### BOOK RUNNING LEAD MANAGER TO THE OFFER

### REGISTRAR TO THE OFFER



#### CORPWIS ADVISORS PRIVATE LIMITED

CIN: U74900MH2014PTC322723  
SEBI Regn. No.: INM000012962  
Contact Person: Vishal Kumar Garg  
Tel : 22 - 4972 9990  
Email: ipo@corpwis.com  
Investors Grievance Email Id: investors@corpwis.com  
Website: www.corpwis.com  
Address: G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai – 400093

#### KFIN TECHNOLOGIES LIMITED

CIN: L72400TG2017PLC117649  
SEBI Regn. No.: INR000000221  
Contact Person: M. Murali Krishna  
Tel : 18003094001  
E-mail: jgfl.ipo@kfintech.com  
Investor Grievance Email ID: einward.ris@kfintech.com  
Website: www.kfintech.com  
Address: Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032

### BID / OFFER PROGRAMME

ANCHOR INVESTOR BID/OFFER PERIOD<sup>(1)</sup>: [●] | ANCHOR INVESTOR BID/OFFER PERIOD<sup>(1)</sup>: [●] | ANCHOR INVESTOR BID/OFFER PERIOD<sup>(1)</sup>: [●]

<sup>(1)</sup> Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup> Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

<sup>(3)</sup> The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

*(This page is intentionally left blank)*

## TABLE OF CONTENTS

<b>SECTION I: GENERAL</b> .....	<b>1</b>
DEFINITION AND ABBREVIATION .....	1
CERTAIN CONVENTION, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA .....	17
FORWARD LOOKING STATEMENT .....	18
<b>SECTION II – SUMMARY OF OFFER DOCUMENT</b> .....	<b>19</b>
<b>SECTION III – RISK FACTORS</b> .....	<b>26</b>
<b>SECTION IV – INTRODUCTION</b> .....	<b>58</b>
THE OFFER .....	58
SUMMARY OF FINANCIAL INFORMATION .....	60
GENERAL INFORMATION.....	63
CAPITAL STRUCTURE .....	71
<b>SECTION V – PARTICULARS OF THE OFFER</b> .....	<b>87</b>
OBJECTS OF THE OFFER .....	87
BASIS OF THE OFFER PRICE .....	102
STATEMENT OF TAX BENEFITS.....	108
<b>SECTION VI – ABOUT OUR COMPANY</b> .....	<b>113</b>
INDUSTRY OVERVIEW .....	113
OUR BUSINESS .....	127
KEY INDUSTRIAL REGULATIONS AND POLICIES .....	159
HISTORY AND CERTAIN CORPORATE MATTERS .....	171
OUR MANAGEMENT .....	179
OUR PROMOTERS AND PROMOTER GROUP .....	199
GROUP ENTITIES OF OUR COMPANY .....	211
DIVIDEND POLICY .....	213
<b>SECTION VII – FINANCIAL INFORMATION</b> .....	<b>214</b>
RESTATED FINANCIAL STATEMENTS.....	214
OTHER FINANCIAL INFORMATION.....	245
RELATED PARTY TRANSACTIONS.....	246
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS .....	247
CAPITALISATION STATEMENT .....	258
FINANCIAL INDEBTEDNESS .....	259
<b>SECTION VIII – LEGAL AND OTHER INFORMATION</b> .....	<b>263</b>
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT .....	263
GOVERNMENT AND OTHER APPROVALS .....	275
OTHER REGULATORY AND STATUTORY DISCLOSURES .....	285
<b>SECTION IX: OFFER INFORMATION</b> .....	<b>295</b>
TERMS OF THE OFFER.....	295
OFFER STRUCTURE .....	303
OFFER PROCEDURE.....	307
RESTRCITION ON FOREIGN OWENRSHIP OF INDIAN SECURITIES .....	326
<b>SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION</b> .....	<b>327</b>
<b>SECTION XI – OTHER INFORMATION</b> .....	<b>358</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	358
DECLARATION.....	361

## SECTION I: GENERAL

### DEFINITION AND ABBREVIATION

This Draft Red Herring 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 Draft Red Herring 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. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “Basis for Offer Price”, “Statement of Possible Tax Benefits”, “Industry Overview”, “History and Certain Corporate Matters”, “Our Group Companies”, “Restated Financial Statements”, “Outstanding Litigations and Material Developments”, “Key Industry Regulations and Policies”, “Offer Procedure” and section titled “Main Provisions of the Articles of Association” on page 102, 108, 113, 171, 211, 214, 263, 159, 307, and 327 respectively of this Draft Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

### GENERAL AND COMPANY RELATED TERMS GENERAL TERMS

TERM	DESCRIPTION
Jeyyam / The Company / Our Company / The Issuer/ Jeyyam Global Foods Limited	Jeyyam Global Foods Limited, a company incorporated under the Companies Act, 1956 having its registered office at No. 37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai - 600086
We / us / our you / your / yours	Unless the context otherwise indicates or implies, refers to our Company Prospective Bidders in this Offer

### COMPANY RELATED TERMS

TERM	DESCRIPTION
Articles/Articles of Association/AOA	Unless the context otherwise requires, refers to the Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer chapter titled “Our Management” on page number 179 of this Draft Red Herring Prospectus.
Auditors / Statutory Auditors / Peer Review Auditors	The Statutory Auditors of our Company, currently being M/s A B C D & Co., Chartered Accountants, having their office at No. 79, Peters Road, (Opp. YMCA Ground entrance) Royapettah, Chennai - 600014
Bankers to our company	[●]
Board of Directors / Board / BOD / Our Board	The Board of Directors of Jeyyam Global Foods Limited, including all duly constituted Committees thereof as the context may refer to
Chairman / Chairperson	Our Company does not have a Formal Chairman / Chairperson
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Chinnaponnu Devarajan
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Our Company Secretary and Compliance Officer of our Company is Ritika Agarwal
Corporate Identification Number / CIN	U15400TN2008PLC066955
Equity Shares	Equity Shares of our Company of Face Value of ₹5/- each fully paid-up
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company. For details, see “Our Management” beginning on page

<b>TERM</b>	<b>DESCRIPTION</b>
	179 of this Draft Red Herring Prospectus
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” 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 “Our Group Companies” beginning on page 211 of this Draft Red Herring Prospectus
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 “Our Management” beginning on page 179 of this Draft Red Herring Prospectus
ISIN	International Securities Identification Number. In this case being INE0RXB01022
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 “Our Management” beginning on page 179 of this Draft Red Herring Prospectus
Materiality Policy	The policy adopted by our Board on March 15, 2024 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Managing Director	The Managing Director of our Company being Amit Agarwal
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on March 15, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” beginning on page 179 of this Draft Red Herring Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Promoters	The Promoters of our Company are Shripal Veeramchand Sanghvi, Shanti Guru Industries Limited, Amit Agarwal, Sujathaa Mehta.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations as disclosed in the Chapter titled “Our Promoters and Promoter Group” beginning on page 199 of this Draft Red Herring Prospectus
Registered Office	The Registered Office of our Company situated at No. 37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai - 600 086
Registrar of Companies / RoC	Registrar of Companies, Chennai situated at Block No.6, B Wing, 2nd Floor, Shastri Bhawan, 26, Haddows Road, Chennai – 600 034,
Restated Financial Statements	Restated Financial Statements of our Company for the period ended November September 30, 2023 and for the financial years ended on 2023, 2022, and 2021 {(prepared in accordance with 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 “Reports in Company Prospectuses (Revised 2019)” 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.
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 “Our Management” beginning on page 179 of this Draft Red Herring



TERM	DESCRIPTION
	Prospectus
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Company, constituted on March 15, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in "Our Management" beginning on page 179 of this Draft Red Herring Prospectus
Whole Time Director	The Whole Time Director of our company being Shripal Veeramchand Sanghvi

## KEY PERFORMANCE INDICATORS

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 our 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
Profit after tax growth	Profit after tax growth provides information regarding the growth of our operational performance for the respective period
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive payments from its customers
Inventory days	Inventory days is the average number of days required for a company to convert its inventory into sales
Trade Payable days	Trade Payable days is the average number of days required for a company to pay its suppliers
Return on Equity	Return on equity 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	Debt / Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	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	The current ratio is a liquidity ratio that measures our company's ability to pay short-term obligations or those due within one year

## OFFER RELATED TERMS

TERMS	DESCRIPTION
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Bid cum Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Offer to the successful Bidders, including transfer of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allotment Date	Date on which the Allotment is made
Allottee	The successful Bidder to whom the Equity Shares are being / have been allotted

<b>TERMS</b>	<b>DESCRIPTION</b>
Anchor Investor(s)	Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹200.00 lakhs
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
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 Bidding Date	The day, being one Working Day prior to the Bid / Offer 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 Anchor Investors shall be completed
Anchor Investor Offer 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 Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Manager
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 Offer Price, not later than two Working Days after the Bid / Offer Closing Date
Anchor Investor Portion	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. 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
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Bidders and which will be considered as an application for allotment in terms of the Red Herring Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, Refund Bank, Public Issue Bank and Sponsor Bank and in this case being [●]
Banker(s) to the Offer and Sponsor Bank Agreement	Agreement dated [●], entered into between our Company, Book Running Lead Manager, the Registrar to the Offer, Banker to the Offer and Sponsor Bank for collection of the Bid Amount on the terms and conditions thereof
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in the chapter titled "Offer Procedure" beginning on page 307 of this Draft Red Herring Prospectus
Bid	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the



<b>TERMS</b>	<b>DESCRIPTION</b>
	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 Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid / Offer 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 shall be notified in all editions of [●], an English daily newspaper, all editions of [●], the Hindi national daily newspaper and all editions of the [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation. Our Company, in consultation with the Book Running Lead Manager may, consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall also be notified on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid / Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper, all editions of [●], the Hindi national daily newspaper and all editions of the [●], a Tamil daily newspaper (Tamil being the regional language of Tamil Nadu, where our Registered Office is located), each with wide circulation
Bid / Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/ Offer 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, provided that such period shall be kept open for a minimum of three working days. Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations. 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 / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made

<b>TERMS</b>	<b>DESCRIPTION</b>
Book Running Lead Manager / BRLM	The Book Running Lead Manager to the Offer, namely, Corpwis Advisors Private Limited
Broker Centres	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 ( <a href="http://www.nseindia.com">www.nseindia.com</a> )
CAN / Confirmation of Allocation Note	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/ Offer Period The Note or advice or intimation sent to each successful bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	Higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	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
Cut-off Price	The Offer Price finalised by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable), etc.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange at <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of UPI Bidders using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	<p>Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs 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 Offer.</p> <p>In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>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.</p> <p>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</p>

TERMS	DESCRIPTION
Designated Market Maker	[●] 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
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders 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 Application Forms are available on the website of the Stock Exchange ( <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmlId=34</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	NSE Emerge
Draft Red Herring Prospectus / DRHP	This Draft Red Herring Prospectus dated April 16, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Bank(s), which are clearing members and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Escrow Account will be opened, in this case being, [●]
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
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 is available on the websites of the Stock Exchange and the BRLM
Gross Proceeds	Gross proceeds of the Offer that will be available to our Company
Offer/ Public Offer/ Offer size/ Initial Public Offer/ Initial Public Offering/ IPO	The Initial Public Offer of upto 1,34,32,000 Equity shares of ₹ 5/- each at offer price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs comprising the Fresh Issue and the Offer for Sale.
Issue Agreement	The agreement dated April 03, 2024 entered amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the

TERMS	DESCRIPTION
	Offer
Offer Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹ [●] per Equity share, as determined by our Company and the Selling Shareholders, in consultation with the BRLM.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and NSE
Market Maker Reservation Portion	The Reserved portion of up to 6,72,000 Equity shares of ₹5/- each at an Offer Price of ₹ [●] aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Offer of our Company
Market Making Agreement	The Agreement among the Market Maker, the Book Running Lead Manager and our Company dated [●]
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;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism. The mobile applications which may be used by RIIs to submit applications using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	Up to 5% of the Net QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Offer	The Net Offer Less Market maker portion of up to 1,27,60,000 Equity Shares of ₹5/- each at price of ₹ [●] per Equity Shares aggregating to ₹ [●] Lakhs
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "Objects of the Offer" beginning on page 87 of this Draft Red Herring Prospectus
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non - Institutional Bidders / Non – Institutional Investors / NIIs	All Bidders that are not QIBs, RIBs and who have Bid for Equity Shares, for an amount of more than ₹2.00 lakhs (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising of up to [●] Equity Shares which shall be available for allocation to NIIs in accordance with the SEBI ICDR Regulations, to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
NSE Emerge	SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
OCB / Overseas Corporate Body	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 Offer. (A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.)

<b>TERMS</b>	<b>DESCRIPTION</b>
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	<p>The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof.</p> <p>The Price Band and the minimum Bid Lot for the Offer 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, [●], all editions of Hindi national daily newspaper, [●] and [●] edition of the Tamil daily newspaper [●] (Tamil being the regional language of Tamil Nadu, where our registered office is located), each with a wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date, with the relevant financial ratios calculated at the Floor price and at the Cap Price, and shall be available to the Stock Exchange for the purpose of uploading on their respective website</p>
Pricing Date	The date on which our Company in consultation with the Book Running Lead Manager will finalize the Offer Price
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Issue Account	The 'no-lien' and 'non-interest bearing' account to be opened, in accordance with Section 40(3) of the Companies Act, with the Public Issue Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Issue Bank	The banks which are a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account for collection of Bid Amounts from Escrow Account and ASBA Accounts will be opened, in this case being [●]
Qualified Institutional Buyers / QIBs / QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer comprising up to [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus / RHP	<p>The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid / Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date</p>
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar / Registrar to the Offer	Registrar to the Offer being KFin Technologies Limited Bigshare Services Private Limited



<b>TERMS</b>	<b>DESCRIPTION</b>
Registrar Agreement	The agreement dated April 03, 2024 among our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / 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.nseindia.com">www.nseindia.com</a>
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidders / Retail Individual Investors / RIBs / RIIs	Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹2.00 lakhs in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer comprising of up to [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s).
Self-Certified Syndicate Bank(s) / SCSBs	<p>The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) 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 at <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.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at <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</p>
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by our Company, in consultation with the BRLM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of UPI Bidders as per the UPI Mechanism, in this case being [●]
Syndicate Agreement	Syndicate agreement to be 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



TERMS	DESCRIPTION
	with SEBI who are permitted to accept bids, applications and place order with respect to the Offer.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the Book Running Lead Manager and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate / Members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Bidder, as proof of registration of the Application
Underwriters	The Underwriters in this case are [●]
Underwriting Agreement	The Agreement among the Underwriters, BRLM and our Company dated [●]
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Bidders	<p>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 ₹5.00 lakhs 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.</p> <p>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 ₹5.00 lakhs using UPI Mechanism, shall provide their UPI ID in the bid-cum-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 website of the stock exchange as eligible for such activity), and (iv) a registrar to an Offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p>
UPI Circulars	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 Circular no. 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/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 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 with 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), SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of

<b>TERMS</b>	<b>DESCRIPTION</b>
	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
Working Day	Any day, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Bid / Offer Period, "Working Day" shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Bid / Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

#### **TECHNICAL AND INDUSTRY RELATED TERMS**

<b>TERM</b>	<b>DESCRIPTION</b>
GDP	Gross Domestic Product
F&B	Food and beverage
CAGR	Compound Annual Growth Rate
GVA	Gross Value Added
FMCG	Fast Moving Consumer Goods
R&D	Research and Development
H&W	Health and Wellness
FCL	Full Container Load
MT	Metric tonne
KW	Kilo watt
APMC	Agriculture Produce Market Committee
QC	Quality Check
B2B	Business to Business
B2C	Business to Consumer

#### **CONVENTIONAL AND GENERAL TERMS/ABBREVIATION**

<b>Term</b>	<b>Description</b>
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2020, as amended

<b>Term</b>	<b>Description</b>
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI 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 Foreign Portfolio Investor(s) / Category III FPIs	FPIs who are registered as “Category III Foreign Portfolio Investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder’s beneficiary account
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
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT under DPIIT File Number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
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
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees’ Provident Fund Organization
EPF Act	The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder

<b>Term</b>	<b>Description</b>
FEMA Regulations	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019
FIIIs	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013

<b>Term</b>	<b>Description</b>
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VC	Venture Capital
VCF / Venture Capital Fund	Venture Capital Funds as defined under the erstwhile SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be, registered with SEBI

<b>Term</b>	<b>Description</b>
WIP	Work in process
Wilful Defaulter(s) or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

***Notwithstanding the foregoing:***

- *In the section titled “Main Provisions of Articles of Association” beginning on page 327 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the chapters titled “Summary of the Offer Document” and “Our Business” beginning on page 19 and 127 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the section titled “Risk Factors” beginning on page 26 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the chapter titled “Statement of Tax Benefits” beginning on page 108 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
- *In the chapter titled “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on page 247 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*



## **CERTAIN CONVENTION, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA**

### **CERTAIN CONVENTIONS**

All references to 'India' contained in this Draft Red Herring Prospectus 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 Draft Red Herring Prospectus is in Indian Standard Time ("IST").

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

In this Draft Red Herring Prospectus, the terms "we", "us", "our", the "Company", "our Company", "JGFL", "JEYYAM GLOBAL FOODS LIMITED" and, unless the context otherwise indicates or implies, refers to JEYYAM GLOBAL FOODS LIMITED. In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lac / Lakh", the word "Crore" means "ten million" and the word "billion (bn)" means "one hundred crore".

### **FINANCIAL DATA**

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the Restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the Section titled "*Financial Information*" beginning on page number 214 of this Draft Red Herring Prospectus.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ending on 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. Our 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 our Company's financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of our Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the Section titled "*Financial Information*" Statements, as Restated" beginning on page number 214 of this Draft Red Herring Prospectus.

### **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry data used throughout the Draft Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry 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 are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in the Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no 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 STATEMENT

All statements contained in the Draft Red Herring Prospectus that are not statements of historical facts constitute “forward- looking statements”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in the Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. All forward looking statements 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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- (a) General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- (b) Competition from existing and new entities may adversely affect our revenues and profitability;
- (c) Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- (d) Our business and financial performance is particularly based on market demand and supply of our Products/services;
- (e) The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- (f) Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- (g) Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- (h) The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.
- (i) Our ability to respond to technological changes;
- (j) Our ability to attract and retain qualified personnel;
- (k) Our ability to manage our growth effectively.

*For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “Risk Factors”, “Business Overview” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on page number 26, 127 and 247 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.*

Forward looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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. None of our Company, the Directors, the BRLM, or 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. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – SUMMARY OF OFFER DOCUMENT

### A. Primary Business of our Company:

Over more than 15 years in food industry, we specialize in manufacturing and/or processing and supply of Bengal Gram (locally known as 'Chana'), Fried Gram, and Besan Flour to wide variety of market like Distributors, Large Retailers, Hotels, Restaurants, Caterers, Branded Supermarkets and Wholesalers. Our Company is continuously engaged in undertaking research and development and is ready to enter into the B2C business of spices and masala, ready to cook and ready to eat foods, salt, sugar, soya and vermicelli, among others.

"Jeyyam" brand is known best for its quality. The brand has earned the trust, and loyalty of its distributors, retailers, and customers solely for its quality through complete transparency. We adhere to standard practices and strictly abide by statutory norms. Our Company has obtained FSSAI License for both of its Factory locations and ensures that ISO 9001:2015 and ISO 22000:2018 standards are followed in both of its Factory location and have obtained the ISO Certification for Factory situated in Salem.

Our focus on quality ensures that every step of the process, from procurement, processing to packaging, is carried out to the highest standards. Our manufacturing facilities, coupled with a supply chain, enables us to deliver products that meet the evolving needs of our customers.

Jeyyam is a brand that is synonymous with quality, trust, and innovation. We are dedicated to the Chana industry and we are committed to driving growth and transformation in this sector.

With deep expertise in chana, a strong team and leverage to anchor and establish the entire Chana value chain, we are on its way to become a pan-India Chana brand.

Jeyyam is a brand with a focus in the Chana industry. Our experience in setting up and operating chana product manufacturing units has helped us understand and build a thriving supply chain ecosystem. We are proud to have set up a model of forward and backward integration in the chana value chain, driving value for every player in the ecosystem.

*(For Detailed information on our business, please refer to the chapter titled "Business Overview" on page 127 of this Draft Red Herring Prospectus)*

### B. Summary of the Industry in which our Company Operates:

The Indian food processing industry is among the largest in the nation in terms of growth, production, consumption and exports. Industry produces several food products such as meat, poultry, fisheries, fruits, vegetables, spices, milk and milk products, alcoholic beverages, plantations and grains. It also manufactures cocoa products and chocolates, confectionery, mineral water, soya-based items and high-protein foods. Since the liberalisation in August 1991, the government proposed and accepted multiple projects, for instance, creating foreign collaborations, joint ventures, 100% export-oriented units and industrial licenses to encourage growth and investment in the food processing industry. Foreign direct investment (FDI) in India was estimated at ₹ 2,934.1 crore (US\$ 368.8 million) in FY21.

India is a major producer of food in the world, with a large and growing market. The food and grocery retail market, valued at US\$ 11.3 trillion in 2021, is also among the largest in the global economy.

India's food processing sector is a sunrise sector that has gained prominence in recent years. Major processed food products exported from India include processed fruits and juices, pulses, guar gum, groundnuts, milled products, cereals preparations, oil meals and alcoholic beverages. India created history in agriculture and processed food exports by exporting products worth US\$ 25.6 billion in FY22. Export of APEDA products stood at US\$ 7.4 billion as of April-June 2022, up 31% compared with US\$ 5.7 billion over the same period last fiscal, according to the Directorate General of Commercial Intelligence and Statistics. Furthermore, exports of processed fruits and vegetables grew by 59.1%; cereals and miscellaneous processed items grew by 37.66%; meat, dairy and poultry products grew by 9.5%; basmati rice grew by 25.5%; non-basmati rice grew by 5%; and miscellaneous products grew by 50%.

The food sector is currently undergoing a transition in India. The Agricultural and Processed Food Products Export Development Authority (APEDA) forecasts that the sector will grow at a compounded annual growth rate (CAGR) of 3% between 2022 and 2030.

*(For Detailed information on our industry, please refer to the chapter titled "Industry Overview" on page 113 of this Draft Red Herring Prospectus)*

### C. Name of Promoters:

As on the date of this Draft Red Herring Prospectus, our promoters are:

- Mr. Shripal Veeramchand Sanghvi.
- Mr. Amit Agarwal
- Mrs. Sujathaa Mehta
- Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)

For further details, see chapter titled 'Our Promoter and Promoter Group' beginning on page 199 of this Draft Red Herring Prospectus.

### D. Size of the offer:

The following table summarizes the details of the size of the offer:

Type	Fresh Issue Size (In Lakhs)	Offer For Sale Size (In Lakhs)	Total Offer Size (In Lakhs)
Fresh Issue and Offer for Sale	Fresh Issue of upto 1,20,88,800 Equity Shares aggregating upto ₹ [●] Lakhs	Offer for Sale upto 13,43,200 Equity Shares aggregating upto ₹ [●] Lakhs*	up to 1,34,32,000 Equity Shares aggregating upto ₹ [●] lakhs

The Offer has been authorized by our Board of Directors at the Board Meeting held on April 01, 2024, and by our Shareholders at the Extra Ordinary General Meeting held on April 02, 2024.

\* Mr. Shripal Veeramchand Sanghvi, the Promote Selling Shareholder have confirmed and approved his participation in the Offer for Sale and his eligibility to participate in the Offer for Sale in accordance with the SEBI ICDR Regulations for an aggregate of 13,43,200 Equity Shares. The Offer for Sale has been authorized by the Selling Shareholder by consent letter dated April 01, 2024. For details regarding capital build-up of the Promoter Selling Shareholder, kindly refer page no. 79 of Chapter 'Capital Structure' of this Draft Red Herring Prospectus.

### E. Object of the Offer:

Our Company intends to utilize the Net Proceeds to meet the following Objects:

(Amount in ₹ Lakhs)

Particulars	Amount to be funded from Net Proceeds (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY2024-25 (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY2025-26 (₹ In Lakhs)
Funding of Working Capital requirements	3,500.00	3,500.00	-
Capital Expenditures	1,900.00	1,900.00	-
General Corporate Expenses <sup>(1)</sup>	[●]	[●]	-
<b>Total</b>	<b>5,400.00</b>	<b>5,400.00</b>	<b>-</b>

<sup>(1)</sup> The amount utilized for general corporate purposes shall not exceed 25% of the amount being raised by our Company through this offer.

### F. Aggregate pre-Offer Shareholding of our Promoters, our Promoter Group:

Particulars	Pre-Offer Shareholding	
	Number of Shares	Percentage holding
<b>Promoters</b>		
Shripal Veeramchand Sanghvi	85,39,804	24.12%
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	19.89%
Amit Agarwal	53,11,176	15.00%
Sujathaa Mehta	22,12,990	6.25%
<b>Total Promoters Shareholding (A)</b>	<b>2,31,05,866</b>	<b>65.26%</b>
<b>Promoter Group (other than Promoter)</b>		
Siddharrth Mehta	28,30,516	7.99%

Particulars	Pre-Offer Shareholding	
	Number of Shares	Percentage holding
Shrreyans Mehta	22,12,990	6.25%
Arihanth Mehta	22,12,990	6.25%
Simran Sureshchand	22,12,990	6.25%
<b>Total Promoter Group Shareholding (B)</b>	<b>94,69,486</b>	<b>26.74%</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>3,25,75,352</b>	<b>92.00%</b>

For further details, see Chapter titled "Capital Structure" beginning on page 71 of this Draft Red Herring Prospectus.

#### G. Summary of Restated Financial Statements:

(Amount in ₹ lakhs)

Particulars	For the Eight-months period ended November 30, 2023	For the Financial Years ended March 31,		
		2023	2022	2021
Total Share Capital	61.05	61.05	61.05	61.05
Total Net Worth	7,455.98	6,513.60	5,726.51	3,112.70
Total Revenue	37,563.66	38,217.00	25,388.30	24,446.48
EBITDA	2,061.23	1,700.95	1,152.19	1,171.91
Profit After Tax	942.68	786.80	436.80	346.64
Face Value per equity share*	10.00	10.00	10.00	10.00
Earnings Per Share (As per Restated)				
Basic	154.42	128.88	82.48	157.82
Adjusted Basic	2.66	2.22	1.42	2.72
Return on Equity (RoE) (%)	12.64%	12.08%	7.63%	11.14%
Return on Capital Employed (RoCE) (%)	17.06%	15.22%	13.36%	14.93%
Net Asset Value per equity share (As per Restated)	1,221.33	1,066.91	1,081.35	1,417.21
Nets Asset Value per equity share - Adjusted	21.06	18.40	18.64	24.43

\*Our Company has split the shares vide passing a special resolution at the Extraordinary General Meeting held on March 30, 2024 by sub division on one equity share of our Company having face value of ₹ 10/- each into 2 (two) equity shares having face value of ₹ 5/- each.

#### Notes:

- The ratios have been computed as follows:
  - Earnings per share = Restated Net Profit/(Loss) after Tax / Weighted Average Number of Equity Shares
  - Return on Equity (%) = Restated Net Profit/(Loss) after Tax / Shareholder's Equity
  - Return on Capital Employed (%) = Restated Earnings before Interest and Tax (EBIT) / Capital Employed
  - Net Asset Value per share (in ₹) = Restated net worth at the end of the year / Weighted Average Number of Equity Shares
  - Net Asset Value per share (in ₹) – Adjusted = Restated Net worth at the end of the year (or) period / Weighted Average Number of Equity Shares (Adjusted for the bonus and split shares)
- Net Worth for calculating Ratios = Equity Share Capital + Reserves and Surplus
- Capital Employed for calculating Ratios = Total Assets – Current Liabilities
- EPS and Return on net worth numbers for the eight months ended November 30, 2023, have not been annualized.

(For further details, please refer section "Financial Information" beginning from page no. 214 of this Draft Red Herring Prospectus)

## H. Summary of Contingent Liabilities:

(Amount in ₹ lakhs)

Particulars	For the Eight-months period ended November 30, 2023	For the Financial Years ended March 31,		
		2023	2022	2021
<b>(D) Contingent Liabilities (to the extent not provided for)</b>				
(A) Claims against our company not acknowledged as	72.00	72.00	20.00	-
(B) TDS default with respect to Delay Filing fee, Short Deduction and Interest thereon	11.54	4.55	2.93	2.33
(C) Income Tax Outstanding Demand	224.96	224.96	87.97	74.53
<b>Total</b>	<b>308.50</b>	<b>301.51</b>	<b>110.90</b>	<b>76.86</b>

It is not practicable for our Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the proceedings. Our Company does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments/ decisions pending with various forums/ authorities. Our Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

(For further details, please refer section "Financial Information" beginning from page no. 214 of this Draft Red Herring Prospectus)

## I. Auditor Qualifications or Adverse Remarks:

There are no auditor qualifications which have not been given effect to in the Restated Financial Statements except which are non-quantifiable.

For further details, see chapter titled "Restated Financial Statements" beginning on page 214 of this Draft Red Herring Prospectus.

## J. Summary of Outstanding Litigation:

A summary of outstanding litigation proceedings involving our Company, Promoter, Directors, Subsidiaries, and Group Companies as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "Outstanding Litigation and Other Material Developments" on page 263 of this Draft Red Herring Prospectus is as under:

Nature of Cases	Number of Cases	Amount Involved (in ₹)
<b>Our Company – Jeyyam Global Foods Limited</b>		
<b>Direct Tax</b>		
E-Proceedings	1	Not Ascertainable
Outstanding Demand	7	2,26,12,552/-
<b>TDS</b>		
TDS Default	5	18,67,040/-
<b>Other Matters</b>		
Other Matters based on Materiality Policy	3	Not Ascertainable
Criminal Proceedings	1	1,00,000/-
<b>Promoters</b>		
<b>Veeramchand Shripal Sanghvi</b>		
<b>Direct Tax</b>		
E-Proceedings	12	Not Ascertainable
Outstanding Demand	8	39,38,567/-
<b>Other Matters</b>		
Other Matters based on Materiality Policy	2	Not Ascertainable
<b>Amit Agarwal</b>		
<b>Direct Tax</b>		
E-Proceedings	4	Not Ascertainable



Outstanding Demand	8	7,60,88,428/-
<b>Other Matters</b>		
Criminal Proceedings	2	40,00,000/-
<b>Shanti Guru Industries Limited</b>		
<b>Direct Tax</b>		
E-Proceedings	4	Not Ascertainable
Outstanding Demand	3	22,10,925/-
<b>TDS</b>		
TDS Default	2	6,94,260/-
<b>Directors (Other than Promoters)</b>		
<b>Vikash Mahipal</b>		
<b>Direct Tax</b>		
E-Proceedings	1	Not Ascertainable
<b>Shanmugam</b>		
<b>Direct Tax</b>		
Outstanding Demand	1	1,020/-

**K. Risk Factors:**

Kindly refer Section titled "Risk Factors" beginning on page 26 of this Draft Red Herring Prospectus to have an informed view before making an investment decision.

**L. Summary of Related Party Transactions:**

As per Restated Financial Statements: As per Accounting Standard (AS) 18 issued by Institute of Chartered Accountants of India (ICAI), following is the summary of the related parties transaction of the Company as of for the Six-months period ended September 30, 2023, and for the financial years ended on March 31, 2023, 2022 and 2021:

Names of related parties	Description of Relationship
Saravanan Shrruthi - Director (Resigned w.e.f. September 30, 2023)	Key Management Personnel
Sujathaa Mehta - Director (w.e.f September 27, 2023)	Key Management Personnel
Krishnasamy Saravanan -Managing Director (Resigned w.e.f. September 30, 2023)	Key Management Personnel
Amit Agarwal – Whole Time Director (w.e.f September 27, 2023)	Key Management Personnel
Arihanth Mehta	Relative of Director & Shareholder
Shrreyaans Mehta	Relative of Director & Shareholder
Siddharth Mehta	Relative of Director & Shareholder
Simran Sureshchand	Relative of Director & Shareholder

**Note :** M/s Muster Online Private Limited - Director had significant influence only upto FY 2022-23

(Amount in ₹ lakhs)

Nature of the Transaction	Name of Related Party	For the period ended 30 November, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loan Borrowed	Krishnasamy Saravanan	1,269.32	6,235.67	1,356.72	-
Loan Repaid	Saravanan	3,579.49	4,850.25	431.96	-
Loan Borrowed	Thilagavathi.S	-	193.60	325.62	3,084.42
Loan Repaid	Thilagavathi.S	-	0.05	1,478.46	2,871.93
Loan Borrowed	Shripal	-	-	2.04	920.12
Loan Repaid	Veeramchand Sanghvi	-	-	921.60	0.56
Loan Borrowed	Saravanan	-	-	8.00	54.00
Loan Repaid	Shrruthi	-	-	8.00	303.60
Loan Borrowed	Sujathaa Mehta	285.00	-	-	373.38
Loan Repaid	Mehta	-	-	-	18.56
Loan Borrowed	Arihanth Mehta	12.25	-	-	109.34
Loan Repaid	Mehta	10.40	-	-	0.56
Loan Borrowed		-	-	-	109.34

Loan Repaid	Shrreyans Mehta	-	-	-	0.56
Loan Borrowed	Simran	-	-	-	109.34
Loan Repaid	Sureshchand	-	-	-	0.56
Advance Received Back	Muster Online Private Limited	Not related	1,289.40	-	-
Loan converted to equity share capital	Sujathaa Mehta	-	-	354.83	-
Loan converted to equity share capital	Arihanth Mehta	-	-	108.79	-
Loan converted to equity share capital	Shrreyans Mehta	-	-	108.79	-
Loan converted to equity share capital	Simran Sureshchand	-	-	108.79	-
Salary	Shripal Veeramchand	-	45.00	40.00	-
Property Advance given	Thilagavathi.S	-	-	-	1,800.00
Property Advance Returned	Thilagavathi.S	502.80	-	-	-
Legal/Professional/Consultancy Charges paid	Krishnasamy Saravanan	-	18.00	6.00	-
Legal/Professional/Consultancy Charges paid	Saravanan Shrruthi	-	-	6.00	-
Legal/Professional/Consultancy Charges paid	Thilagavathi.S	-	-	18.00	-

(For details pertaining to Related Party Transactions, kindly refer to the subhead "Related Party Transactions" under the Chapter Restated Financial Statements on page 241 of this Draft Red Herring Prospectus).

#### M. Details of financing arrangement:

There are no financing arrangements whereby the promoter, member of promoter group, the directors of our company and their relatives have financed the purchase by any other person of securities of our company other than in the normal course of the business of the financing entity since inception of our company.

#### N. Weighted average price at which the specified securities were acquired by our Promoters and our Promoter Selling Shareholders, in the last one year

The weighted average price at which Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Sr No	Name of the Promoter	Shripal Veeramchand Sanghvi	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	Amit Agarwal	Sujathaa Mehta
<b>A</b>	<b>No of Shares Acquired</b>				
	From transfers			91,752	38,155
	From Bonus Issue *	41,22,664	33,99,536	25,64,016	10,68,340
	From Split**	41,22,664	33,99,536	26,55,588	11,06,495
	<b>Total No. of Shares acquired</b>	<b>82,45,328</b>	<b>67,99,072</b>	<b>53,11,176</b>	<b>22,12,990</b>
<b>B</b>	<b>Cost of Acquisition (in Rs)</b>				
	From transfers	-	-	9,13,88,856	3,80,78,690
	From Bonus Issue *	-	-	-	-
	From Split**	-	-	-	-
	<b>Total Cost of Acquisition</b>	<b>-</b>	<b>-</b>	<b>9,13,88,856</b>	<b>3,80,78,690</b>
<b>C</b>	<b>Weighted Average Price per equity share (total C/A) (in ₹)#</b>	<b>-</b>	<b>-</b>	<b>17.21</b>	<b>17.21</b>

\*The Board of Directors vide passing of Resolution in the Board Meeting on January 5, 2024, allotted 1,70,93,496 Equity Shares via Bonus Issue in the ratio of Twenty Eight (28) Equity Shares for every one (1) existing fully paid up Equity Share.

\*\* Our Company has split the shares vide passing Resolution at Extraordinary General Meeting held on March 30, 2024, by sub division of 1 (One) Equity Share of our Company having Face Value of ₹ 10/- each (Rupees Ten Only) into 2(two) Equity Share having Face Value of ₹ 5/-(Rupees Five Only) each

#As certified by statutory auditors, M/s. A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN:24214520BKCWQS2156.

#### O. Average cost of acquisition of our Promoter and Promoter Group

The average cost of acquisition of Equity Shares for our Promoter and Promoter Group as on the date of the Draft Red Herring Prospectus is as set out below:

Name of the Promoter	No. of Shares held	Average Cost of Acquisition per Share (In ₹)*
<b>Promoter</b>		
Shripal Veeramchand Sanghvi	85,39,804	9.60
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	9.60
Amit Agarwal	53,11,176	17.21
Sujathaa Mehta	22,12,990	17.18
<b>Promoter Group (other than Promoter)</b>		
Shrreyans Mehta	22,12,990	15.73
Arihant Mehta	22,12,990	16.57
Simran Sureshchand	22,12,990	13.27
Siddharrth Mehta	28,30,516	17.21

\* As certified by Statutory Auditor, A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN – 24214520BKCWQR5141.

#### P. Issue of Equity Shares for consideration other than cash in the last one year

Except for the bonus issue on January 5, 2024, as disclosed in chapter titled "Capital Structure" on page 71 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares in the last one year preceding the date of this Draft Red Herring Prospectus for consideration other than cash or through a bonus issue.

#### Q. Split or Consolidation of Equity Shares in the last one year

Except for the split/sub-division of shares on March 30, 2024, as disclosed in chapter titled "Capital Structure" on page 71 of this Draft Red Herring Prospectus, our Company has not undertaken any split of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

#### R. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for any exemption from complying with any provisions of securities laws by SEBI from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus

(Rest of the Page is intentionally left blank)

### SECTION III – RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Hearing Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, financial condition and cash flows. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, financial condition and cash flows could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a more detailed understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on pages 127, 113, 247 and 214, respectively, as well as the other financial information contained in this Draft Red Hearing Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved.

In making an investment decision, prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer and rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors in our Equity Shares should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment in India, which may differ in certain respects from that of other countries.

This Draft Red Hearing Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Hearing Prospectus. For further information, see “Forward-Looking Statements” on page 18. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Hearing Prospectus. For further information, see “Restated Financial Information” on page 214.

#### INTERNAL RISKS FACTORS

1. We are significantly dependent on the sale of our products namely, chana, and related products. Our aggregate revenue from sale of chana and related products accounted for 98%, 72%, 96%, 93% of our revenue from operations in 8M ended November 30, FY 2023, FY 2022 and FY 2021, respectively. An inability to anticipate and adapt to evolving consumer preferences and demand for particular products, or ensure product quality may adversely impact demand for our products, brand loyalty and consequently our business, results of operations, financial condition and cash flows.

Our future business prospects are dependent on the demand for our products in Indian markets. Our financial performance is dependent primarily on the sale of certain of our products i.e., chana. The following table sets forth information on our product mix in the periods indicated:

Category	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
Chana & related	3,68,29,51,341	98%	2,75,36,14,008	72%	2,43,01,06,535	96%	2,27,42,64,652	93%
Others	7,34,14,370	2%	1,06,80,85,896	28%	10,87,23,752	4%	17,03,82,872	7%
<b>Total</b>	<b>3,75,63,65,711</b>	<b>100%</b>	<b>3,82,16,99,904</b>	<b>100%</b>	<b>2,53,88,30,287</b>	<b>100%</b>	<b>2,44,46,47,524</b>	<b>100%</b>

(For the above details relating to sales bifurcated into product category, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQZ5856 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

Any decrease in demand for these chana and related products can have an adverse impact on our business, results of operations, financial conditions and cash flows. Further, any disruption in the supply chain for these products, such as delays in delivery or quality issues, may impact our ability to meet customer demand and result in loss of sales.

Demand for our products depends primarily on consumer-related factors such as regional or locality-based tastes, demographics, consumer confidence in our products as well as evolving consumer tastes and preferences. The tastes and preferences of our consumers may also change over time, and we cannot assure you that we will be able to adapt our product portfolio to shift in consumer preferences and tastes. We may also be required to invest in updated technology and processes to develop products having the desired qualities and characteristics, and continually monitor and adapt to evolving market demand. Our failure to anticipate, identify or react to changes in these trends could, among other things, lead to reduced demand and price reductions, and could have an adverse effect on our business, results of operations, financial condition and cash flows. Additionally, we are subject to the preferences of consumers in the Indian market in relation to the characteristics, ingredient profile and range of our products. Factors that may affect consumer perception of our products include dietary trends and attention to certain nutritional aspects of foods. Our success depends, in part, on our ability to anticipate the tastes and dietary habits of consumers and to offer products that appeal to their needs and preferences on a timely and affordable basis. We may not be able to introduce new products that are in faster growing and more profitable categories.

Additionally, the characteristics and ingredient profile of our products are also subject to regulatory requirements in India, which may change from time to time. The food industry is regulated by the Food Safety and Standards Authority of India (“FSSAI”), which is a statutory authority responsible for regulating food safety standards in India. The FSSAI has enacted several regulations including the Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011, the Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017 and Food Safety and Standards (Labelling and Display) Regulations, 2020 to regulate the characteristics and ingredient profile of food products and these regulations may be amended from time to time. Further, any guidelines introduced by the government in relation to marketing and advertising of our products may affect our business.

While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

*For further details in relation to Company’s products, see the head ‘Product Overview’ and ‘Our Key Offerings’ under the chapter titled “Our Business” on page 130 of this Draft Red Herring Prospectus*

**2. The sale of our products is concentrated in our core market of Tamil Nadu and Karnataka. Any adverse developments affecting our operations in such region, could have an adverse impact on our business, financial condition, results of operations and cash flows.**

The sale of our products is majorly concentrated in the state of Tamil Nadu and Karnataka. The following table sets forth our revenue from operations in the periods indicated:

State	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
Tamil Nadu	3,09,77,56,978	82%	3,50,82,56,446	92%	2,38,77,70,681	94%	2,31,12,03,610	95%
Karnataka	56,06,85,353	15%	25,63,82,216	7%	12,44,11,771	5%	11,00,23,546	5%
Andhra Pradesh	6,05,82,991	2%	37,73,070	0%	43,01,073	0%	53,51,639	0%
Others	3,73,40,389	1%	5,32,88,171	1%	2,23,46,762	1%	1,80,68,729	1%
<b>Total</b>	<b>3,75,63,65,711</b>	<b>100%</b>	<b>3,82,16,99,904</b>	<b>100%</b>	<b>2,53,88,30,287</b>	<b>100%</b>	<b>2,44,46,47,524</b>	<b>100%</b>

*(For the above details relating to sales bifurcated into geographical locations, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQZ5856 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

Due to the geographic concentration of the sale of our products in Tamil Nadu and Karnataka, our operations are susceptible to local and regional factors, such as economic and weather conditions, natural disasters, demographic changes, and other unforeseen events and circumstances. Consequently, any significant social, political or economic disruption, or natural calamities or civil disruptions in this region, or changes in policies of the state or local governments or the government of India or adverse developments related to competition in this region, may adversely affect our business, results of operations, financial condition and cash flows. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

*For further details in relation to Company’s products offered in select States, see the head ‘Geographical Sales’ under the chapter titled “Our Business” on page 140 of this Draft Red Herring Prospectus*

3. **Our revenues have been significantly dependent on few customers and our inability to maintain such business may have an adverse effect on our results of operations.**

For the period ended March 31, 2023 and November 30, 2023, our revenue from operations from our top 10 customers contributed to 32 % and 46% respectively of our revenues from operations as per our Restated Financial Statements. Our Company is primarily engaged in business of chana and related products. Few clients may represent a larger part of our customer portfolio, increasing the potential volatility of our results. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations. However, the composition and revenue generated from these customers might change as we continue to add new customers in the normal course of business. While we believe that we shall not face challenges in finding new customers in the ordinary course of business, our results of operations and financial condition may be adversely affected if we remain dependent on few customers. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

*For further details in relation to revenue from few customers kindly refer to the head “Details of Top Five/Ten clients” in the chapter titled ‘Our Business’ on page 140 of this Draft Red Herring Prospectus.*

4. **In Fiscal 2021, 2022 and 2023 and in the eight months ended November 30, 2023, our cost of materials consumed (including purchase of stock in trade and changes in inventory of finished goods, Work in progress and stock in trade) accounted for approximately 88.89%, 87.54%, 89.42%, 89.18% of our revenue from operations, respectively. Inadequate or interrupted supply and price fluctuation of our raw materials could adversely affect our business, results of operations, cash flows and financial condition.**

The primary raw materials i.e, Chana, is subject to price volatility and unavailability caused by external conditions, such as commodity price fluctuations within India and globally, weather conditions, supply and demand dynamics, logistics, our bargaining power with the suppliers, inflation and governmental regulations and policies. While we have not experienced material disruption in the supply of our raw materials in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that such disruption will not occur in the future and if any such disruption occurs, such disruption may result in unexpected increases in prices of our raw materials. In addition, we do not have a formal hedging policy and do not undertake hedging on any commodity futures platform. If we are unable to manage these costs or to increase the prices of our products to offset these increased costs, our business, results of operations, financial condition and cash flows may be adversely affected.

Absence of any long term supply arrangements with our suppliers exposes us to the price volatility of other raw materials. In case of unexpected increase in the prices of any of the raw materials, which may adversely affect our business, results of operations, financial condition and cash flow. Further, if any of the key suppliers of our raw materials fail for any reason to deliver raw materials in a timely manner or at all, it may affect our ability to manage our inventory levels, manufacture of relevant products, and ability to supply such products to customers. This may also result in an increase in our procurement costs which we may or may not be able to pass on to our consumers. If we experience significant increased demand for our products, or need to replace an existing supplier, we cannot assure you that additional supplies of raw materials will be available when required on acceptable terms, or at all, or that any supplier would allocate sufficient capacity to us in order to meet our requirements, fill our orders in a timely manner or meet our quality standards. Even if our existing suppliers are able to expand their capacities to meet our needs or we are able to find new sources of raw materials, we may encounter delays in production, inconsistencies in quality and added costs. Further, we cannot assure you that we will be able to effectively manage relationships with our existing or new suppliers or that we will be able to engage new suppliers at attractive terms or at all. If we fail to successfully leverage our existing and new relationships with suppliers, our business, results of operations, financial condition and cash flows could be adversely affected. While we have not experienced any of the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

*For further details in relation to cost of materials consumed kindly refer to the head “Raw Materials” in the chapter titled ‘Our Business’ on page 157 of this Draft Red Herring Prospectus.*



5. **We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be obtained by our Company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.**

We require several statutory and regulatory permits, licenses, and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Presently, we have applied for updating licenses and approvals in the name of “**Jeyyam Global Foods Limited**” from “**Jeyyam Global Foods Private Limited**” and “**Jeyyam Food Park LLP**”. We require to keep already obtained valid key approvals such as Tax Registration, Udyam Registration, FSSAI License, Legal Metrology Verification Certificate and etc. for running our operations in a smooth manner. Some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses, or approvals. Also, our Company has applied for Factory License under the Factories Act, 1948 for the factory located in Andhra Pradesh vide application reference no. CAE2205098, Provisional Fire NOC for the factory located in Andhra Pradesh vide Challan No. 71142432482023 dated June 22, 2023, and New Interstate Migrant Registration Certificate under the Interstate Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. Further, our Company is in the process of applying for an amendment in GST Certificate bearing registration no. 33AADCK3303J1ZX. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

*For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at pages 159 and 275 respectively of this Draft Red Herring Prospectus.*

6. **There are outstanding legal proceedings involving our Company, Promoters and Directors. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition.

**A summary of the proceedings involving our Company, Promoters and Directors are provided below:**

Nature of Cases	Number of Cases	Amount Involved (in ₹.)
<b>Our Company – Jeyyam Global Foods Limited</b>		
<b>Direct Tax</b>		
E-Proceedings	1	Not Ascertainable
Outstanding Demand	7	2,26,12,552/-
<b>TDS</b>		
TDS Default	5	18,67,040/-
<b>Other Matters</b>		
Other Matters based on Materiality Policy	3	Not Ascertainable
Criminal Proceedings	1	1,00,000/-
<b>Promoters</b>		
<b>Veeramchand Shripal Sanghvi</b>		
<b>Direct Tax</b>		
E-Proceedings	12	Not Ascertainable
Outstanding Demand	8	39,38,567/-
<b>Other Matters</b>		
Other Matters based on Materiality Policy	2	Not Ascertainable
<b>Amit Agarwal</b>		
<b>Direct Tax</b>		
E-Proceedings	4	Not Ascertainable
Outstanding Demand	8	7,60,88,428/-
<b>Other Matters</b>		
Criminal Proceedings	2	40,00,000/-
<b>Shanti Guru Industries Limited</b>		

<b>Direct Tax</b>		
E-Proceedings	4	Not Ascertainable
Outstanding Demand	3	22,10,925/-
<b>TDS</b>		
TDS Default	2	6,94,260/-
<b>Directors (Other than Promoters)</b>		
<b>Vikash Mahipal</b>		
<b>Direct Tax</b>		
E-Proceedings	1	Not Ascertainable
<b>Shanmugam</b>		
<b>Direct Tax</b>		
Outstanding Demand	1	1,020/-

For further details of litigation proceedings, please refer the chapter titled “**Outstanding Litigations and Material Developments**” on page 263 of this Draft Red Herring Prospectus.

7. **We have certain contingent liabilities that have been disclosed in the Restated Financial Information, which if they materialize, may adversely affect our business, results of operations, financial condition and cash flows.**

As of November 30, 2023, our contingent liabilities that have been disclosed in our Restated Financial Information, were as follows:

Dues of	Financial Year	Processed Demand
TDS	2018-19 and before	0.25
	2019-20	1.67
	2020-21	0.40
	2021-22	0.60
	2022-23	1.62
	2023-24	6.98
<b>Total</b>		<b>11.54</b>

Name of the Statute	Nature of the Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Section
Income Tax Act, 1961	Demand	17.20	AY 2010	s.143 (1a)
	Interest	25.13	AY 2010	
	Demand	10.12	AY 2012	s.154
	Interest	9.21	AY 2012	
	Demand	5.52	AY 2013	s.143 (3)
	Interest	4.42	AY 2013	
Income Tax Act, 1961	Demand	36.61	AY 2014	s.143 (3)
	Interest	26.49	AY 2014	
	Demand	25.93	AY 2017	s.143 (3)
	Interest	9.08	AY 2017	
	Demand	28.28	AY 2020	s.154
	Interest	13.29	AY 2020	
	Demand	10.77	AY 2021	s.143 (1a)
	Interest	2.91	AY 2021	
	<b>Total</b>	<b>224.96</b>		

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

For further details in relation to the contingent liability, see Annexure V under Chapter titled ‘Restated Financial Information’ on page 237 of this draft red herring prospectus.

8. **Our Company has negative cash flows from its operating activities, investing activities as well as financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous year(s) as per the Restated Standalone Financial Statements and the same are summarized as under:

Particulars	For the eight-months period ended November 30, 2023	(₹ in Lakhs)		
		For the Financial Years ended March 31,		
		2023	2022	2021
Net cash (used in) / Generated from operating activities	(1,418.79)	(3,106.46)	823.06	1089.68
Net cash (used in) / Generated from investing activities	903.67	(1,749.84)	(568.00)	(2,730.30)
Net cash (used in) / Generated from finance activities	29.70	5,499.38	(259.12)	1,638.80

Cash flow of a company is a key indicator to show the extent of cash generated from operations 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 in future, it may adversely affect our business and financial operations.

*For further details in relation to the cashflow, see Restated Cashflow Statement under Chapter titled 'Restated Financial Information' on page 223 of this draft red herring prospectus.*

9. **Our Company has not done registration for transfer of property owned by Jeyyam Food Park LLP ('JFP LLP') in the name of our Company after amalgamation of JFP LLP with our Company.**

JFP LLP owned a property valued at INR 90,95,000. Pursuant to the amalgamation of JFP LLP with our Company, with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016, the said property became vested and amalgamated with the books of accounts, that of our Company. However, Our Company has not done the registration for transfer of the above stated property in the name of Our Company. The Stamp Duty payable by our Company on the property transfer in respect of the aforesaid amalgamation would be 2 % of the market value of such immovable property or 0.6% of the aggregate of the market value of the shares allotted to the Partners of the said amalgamated LLP.

*For further details in relation to the property kindly refer to the head "Property" in the chapter titled 'Our Business' on page 143 of this Draft Red Herring Prospectus.*

10. **Our business is dependent on our distribution network. An inability to expand or effectively manage our distributor network, or any disruptions in our distribution network may have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our business is significantly dependent on our distributors who distribute our products to end retailers. As of March 31, 2021, 2022 and 2023 and November 30, 2023, we had 401, 324, 415 and 281 distributors, respectively. *For further information in relation to our distribution network, see the head "Distribution Network" under the Chapter titled "Our Business" on page 157 of this Draft Red Herring Prospectus.* Any disputes with our distributors, including disputes regarding pricing or performance, could adversely affect our ability to supply products to the end retailers and consequently our consumers and could adversely affect our business, results of operations, financial condition and cash flows. In addition, any damage or disruption to our supply chain, including transportation and distribution capabilities due to weather, natural disaster, fire or explosion, terrorism, pandemics, strikes, government action, or other reasons beyond our control or the control of our distributors, could impair our ability to sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events or to effectively manage such events if they occur could adversely affect our business, results of operations, financial condition and cash flows.

We continuously seek to increase the penetration of our products by appointing new distributors to ensure a wide distribution network targeted at different consumer groups and regions. We cannot assure you that we will be able

to successfully identify or appoint new distributors, maintain and strengthen our relationships with our existing distributors, or manage our distribution network.

As we rely on our distributors for our sales, any one of the following events could adversely impact or result in a decrease in our sale of products and consequently impact our business, results of operations, financial condition and cash flows:

- failure to maintain relationships with our existing distributors;
- failure to establish relationships with new distributors, on favourable terms or at all;
- inability to timely identify and appoint additional or replacement distributors on loss of one or more of our distributors;
- reduction, delay or cancellation of orders from our distributors; and
- disruption in delivery of our products to our distributors and by our distributors to retailers.

The occurrence of any of these factors could result in a decrease in the sales volume of our products and therefore, adversely affect our business, results of operations, financial condition and cash flows. While we have not experienced the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

**11. Our operations are subject to various contamination related risks, including improper storage of our products and raw materials, labelling errors, and non-compliance with quality control standards. Any actual or alleged contamination could lead to legal liability, damage to brand reputation, and adverse impact on our business, results of operations, financial condition and cash flows.**

We are subject to various contamination related risks which typically affect the FMCG industry, including product tampering; relatively short shelf life of certain of our products; improper storage of our products and raw materials; adulteration of our products with any substance unfit for human consumption; labelling and packaging errors; inferior quality raw materials; non-compliance with food safety and quality control standards; and cross-contamination of products during manufacturing. Our products may contain undetected quality issues, resulting from the manufacture of the product or raw materials used in the product. While we have implemented quality control procedures at our manufacturing facilities including inspection of raw materials procured and monitoring of the manufacturing process, we cannot assure you that our quality control procedures will be adequate or will not fail, or that the quality tests and inspections conducted by us will be accurate at all times. Any actual or alleged contamination or deterioration of our products, whether deliberate or accidental, could result in legal liability, damage to our brand, reputation and may adversely affect our business, results of operations, financial condition and cash flows.

The risk of contamination or deterioration exists at each stage of the manufacturing cycle, including during the production, storage and delivery of raw materials, packaging, storage and delivery to our distributors and the storage and shelving of our products by our distributors and end retailers until final consumption by consumers. While we follow quality control processes and quality standards at each stage of the manufacturing cycle, we cannot assure you that our products will not be contaminated or suffer deterioration.

At times, we also employ third-party transportation providers to procure raw materials and to distribute finished products to distributors. We cannot assure you that contamination of our raw materials or products will not occur during the transportation, manufacturing, distribution and sales processes due to reasons unknown to us or beyond our control. If our products or raw materials are found to be spoilt, contaminated, tampered with, incorrectly labelled or reported to be associated with any such incidents, we may be forced to recall our products from the market and we could incur criminal or civil liability for any adverse medical condition or other damage resulting from consumption of such products, which we may not be able to fully recover from our suppliers or insurance coverages. We may also be subject to liabilities arising out of violations under the provisions of the erstwhile Prevention of Food Adulteration Act, 1954 and FSS Act along with relevant rules and regulations.

Further, contamination of any of our products could also subject us to product liability claims, adverse publicity and government scrutiny, investigation or intervention, product return, resulting in increased costs and any of these events could have an adverse impact on our reputation, business, results of operations, financial condition and cash flows. Although we have not experienced any product liability claims or similar allegations against us or our products in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that there will not be any such claims or allegations in the future which could adversely affect our business, results of operations, financial condition and cash flows or lead to civil and criminal liability or other penalties. Any

negative claim against us, even if meritless or unsuccessful, could divert our management's attention and other resources from other business concerns, which may adversely affect our business, results of operations, financial condition and cash flows.

**12. Any slowdown or interruption to our manufacturing operations or under-utilization of our existing or future manufacturing facilities may have an adverse impact on our business, results of operations, financial condition and cash flows.**

As of the date of this Draft Red Herring Prospectus, we operate two manufacturing facilities located at Tamil Nadu and Andhra Pradesh. *For details with respect to the installed capacities, and capacity utilization for each of our manufacturing facilities, see the head "Installed Capacity and Capacity Utilization" under the Chapter titled "Our Business" on page 153 of this Draft Red Herring Prospectus.*

Any slowdown or interruption to our manufacturing operations may have an adverse impact on our business, results of operations, financial condition and cash flows. Further, any breakdown or obsolescence in the equipment in our manufacturing facilities may interrupt our manufacturing process. Although we have not experienced any malfunction of equipment that had an adverse impact on our operations in the last three Fiscals and in the eight months ended November 30, 2023, any significant malfunction or breakdown of our equipment in the future may involve high repair and maintenance costs and may cause interruptions to our manufacturing operations. In addition, planned shutdowns of our manufacturing facilities for maintenance, statutory inspections and testing may be required, or manufacturing facilities may be shut down for capacity expansion and equipment upgrades.

Under-utilisation of our existing or future manufacturing facilities may have an adverse impact on our business, results of operations, financial condition and cash flows. Capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, the availability of raw materials, and industry/ market conditions. In the event there is a decline in the demand for our products, or if we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labor unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our existing or future manufacturing facilities, resulting in operational inefficiencies which could have an adverse effect on our business, results of operations, financial condition and cash flows.

Our manufacturing operations also require an adequate supply of electricity, other fuel and water, the shortage or non-availability of which may adversely affect our manufacturing operations. We source most of our electricity requirements from local utilities and our diesel generator sets. Inadequate electricity could result in interruption or suspension of our manufacturing operations.

Additionally, any increase in the cost of electricity could adversely impact our business, results of operations, financial condition and cash flows. Furthermore, our dependence on government agencies for the supply of electricity exposes us to the risk of changes in government policies, regulations, or pricing, which could impact our business, results of operations, financial condition and cash flows.

**13. An inability to maintain or enhance the popularity of our "Jeyyam" brand may adversely impact our business, results of operations, financial condition and cash flows.**

We sell all of our products under the "Jeyyam" brand. Our ability to develop the brand and consumer goodwill are dependent on public perception and recognition of product quality, variety of products, market penetration, accessibility of products from retailers, and our marketing and business promotional initiatives.

Any negative publicity or perception of consumers relating to, amongst others, the quality of our products, range of our product portfolio and pricing strategy may adversely impact public perception of our brand. Any concerns regarding quality of our products or our supply chain or allegations of low-quality products or misbranding, even when false or unfounded, could tarnish our brand. Although we believe we have quality control processes in place, we cannot assure that our products will always comply with the standards we set for our products.

Our inability to manage any of the above factors or an inability of our marketing and business promotional initiatives to distinguish and strengthen our brand may adversely impact the value and perception of our brand and consumer goodwill and consequently our business prospects and financial performance.

Further, unauthorized use of our brand name or logo by third parties could adversely affect our reputation, which could in turn adversely affect our business, results of operations, financial condition and cash flows.

While we have not experienced the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

*For further details in relation to the trademark kindly refer to the head “Intellectual Property” in the chapter titled ‘Our Business’ on page 157 of this Draft Red Herring Prospectus.*

**14. Our manufacturing facilities are concentrated in the state of Tamil Nadu and Andhra Pradesh. Any significant social, political, economic or seasonal disruption, natural calamities or civil disruptions in said Stated could have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our manufacturing facilities are located in Tamil Nadu and Andhra Pradesh. *For details with respect to our manufacturing facilities, see the head “Plant and Machinery” under the Chapter titled “Our Business” on page 144 of this Draft Red Herring Prospectus.* Due to the geographic concentration of our manufacturing facilities, our operations are susceptible to local and regional factors, such as economic and weather conditions, natural disasters, political changes and other unforeseen events and circumstances. Any natural calamity or economic slowdown in Tamil Nadu and Andhra Pradesh could adversely affect, amongst others, manufacturing operations, and may require us to modify our business strategy, or require us to incur significant capital expenditure or could also result in a temporary or permanent suspension of our operations. Further, any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet production schedules, which could adversely affect our business, results of operations, financial condition, cash flows and reputation within the industry.

While we have not experienced the above risks that had an adverse impact on our business operations and financial conditions in the last three Fiscals and in the eight months ended November 30, 2023, we cannot assure you that these risks will not arise in the future.

**15. An inability to comply with food safety laws, environmental laws and other applicable regulations in relation to our manufacturing facilities may adversely affect our business, results of operations, financial condition and cash flows.**

Our business operations, in particular our day-to-day manufacturing operations are subject to a broad range of food safety laws and regulations and accordingly, we are required to maintain licenses under such legislations. Any violations of these laws and regulations can result in fines, penalties or litigation, which may adversely affect our business, results of operations, financial condition and cash flows. For instance, the provisions of the FSS Act sets forth 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 FSS Act also provides for requirements relating to the license and registration of food and the storage, manufacturing, repacking, trade and retailing of food.

Our inability to maintain such standards and non-compliance of jurisdictional food safety laws may impact our business, results of operations, financial condition and cash flows. We are also subject to laws and Government regulations in relation to safety, health and environmental protection. These Environmental Laws and relevant regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other such aspects of our manufacturing.

Recently, the GoI notified the Plastic Waste Management (Amendment) Rules, 2022 which prescribes an extended producer responsibility for plastic packaging wherein, amongst other things, reuse of rigid plastic packaging material has been mandated to reduce the use of fresh plastic material for packaging. We cannot assure you that there will not such future changes in the regulatory framework, which may cause commercial and operational challenges to our Company. If we fail to meet the environmental requirements, we may be subject to administrative, civil and criminal proceedings by Government entities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as revocation of approvals and permits and orders that could limit or halt our operations.

There have been no instance in the past three Fiscals and the last eight months ended November 30, 2023 wherein we were subject to penalties on account of violation of environmental related laws, we cannot assure you that we may not be subject to such penalties in the future.

We cannot assure you that such failure will not occur and regulatory actions including injunction orders will not be taken or passed against us. We may become involved in any such litigation or proceedings relating to food safety or environmental matters in the future, which could divert management time and attention, consume financial resources, cause operational delays or result in a shutdown of our manufacturing facilities. We cannot assure you that we will be successful in all, or any, of such proceedings.

**16. Our Company has financial indebtedness and thus the inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, financial condition and cash flows.**

As of November 30, 2023, we had total secured borrowings of ₹ 9482.94 Lakhs from banks and financial institutions, all of which was for fund-based facilities of Cash Credit, Term Loans and Emergency Credit Line Guarantee Scheme, certain of which contain restrictive covenants, including requirements that we obtain consent from the lenders prior to undertaking certain matters including altering our capital structure, effecting any scheme of amalgamation or reconstruction, changing the management and dilution of Promoters' shareholding, and creation of security.

As of the date of this Draft Red Herring Prospectus, we have received all consents required from our lenders in connection with the Offer. Further, in terms of security, we are required to create a mortgage or charge over our movable and immovable properties. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios such as current ratio, debt service coverage ratio, interest coverage ratio, fixed asset coverage ratio, etc., while we are in compliance with all such ratios as prescribed as per our financing agreements, we cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business. Further, there have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread.

*For details with respect to the financial indebtedness, see the head "Notes on borrowings" under the Chapter titled "Restated Financial Statements" on page 243 of this Draft Red Herring Prospectus.*

**17. Our trade receivable days and the working capital cycle days have increased compared to the past 3 financial years.**

Our trade receivable day has increased from 15 as on March 2023 to 20 as on November 2023. In addition to the same, our working capital cycle days have also increased from 42 as on March 2023 to 51 as on as on November 2023. This signifies that our considerable funds are being blocked in the working capital which could have been invested elsewhere for expansion purposes. Further, considering our nature of business it is likely that our company may have considerable amount of the funds blocked in the working capital requirements.

*For details with respect to the trade receivable days as well as working capital cycle days, see the head "Ratios" under the Chapter titled "Restated Financial Statements" on page 238 of this Draft Red Herring Prospectus.*

**18. Our Company has borrowings re-payable on demand.**

Our company has following borrowings as a % of the total borrowings payable on demand:

Particulars	Period Ended Nov 2023	FY 2022-2023	FY 2021-2022	FY 2020-2021
Unsecured loans re-payable on demand	286.85	2,310.18	731.21	2,560.05
Total borrowings (Secured and unsecured)	9,769.78	9,226.05	3,319.30	5,402.54
Unsecured loans re-payable on demand as a % of the revenue from operations	2.94	25.04	22.03	47.39

The said unsecured loans re-payable on demand are availed from the directors or the relatives of the directors. The same is availed for the purpose of meeting the working capital requirements of our Company. If the said funds are

demanded for repayment at any period and our Company is not in a position to arrange for the interim funds for meeting its working capital, such working capital funding may be temporarily impacted, which may have an adverse effect on our business, results of operations, financial condition.

*For details with respect to the borrowings re-payable on demand, see the head “Restated statement of Long Term Borrowings” under the Chapter titled “Restated Financial Statements” on page 227 of this Draft Herring Prospectus.*

**19. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.**

We have entered into transactions with related parties in the past. These transactions principally include Loans borrowed and repaid by and/or Promoter/Promoter group and remuneration paid to the directors etc.,

The table below provides details of our aggregate related party transactions in the relevant periods:

*(Amount in ₹ lakhs)*

Nature of the Transaction	Name of Related Party	For the period ended 30 November, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loan Borrowed	Krishnasamy Saravanan	1,269.32	6,235.67	1,356.72	-
Loan Repaid		3,579.49	4,850.25	431.96	-
Loan Borrowed	Thilagavathi.S	-	193.60	325.62	3,084.42
Loan Repaid		-	0.05	1,478.46	2,871.93
Loan Borrowed	Shripal Veeramchand Sanghvi	-	-	2.04	920.12
Loan Repaid		-	-	921.60	0.56
Loan Borrowed	Saravanan Shrruthi	-	-	8.00	54.00
Loan Repaid		-	-	8.00	303.60
Loan Borrowed	Sujathaa Mehta	285.00	-	-	373.38
Loan Repaid		-	-	-	18.56
Loan Borrowed	Arihanth Mehta	12.25	-	-	109.34
Loan Repaid		10.40	-	-	0.56
Loan Borrowed	Shreyans Mehta	-	-	-	109.34
Loan Repaid		-	-	-	0.56
Loan Borrowed	Simran Sureshchand	-	-	-	109.34
Loan Repaid		-	-	-	0.56
Advance Received Back	Muster Online Private Limited	Not related	1289.40	-	-
Loan converted to equity share capital	Sujathaa Mehta	-	-	354.83	-
Loan converted to equity share capital	Arihanth Mehta	-	-	108.79	-
Loan converted to equity share capital	Shreyans Mehta	-	-	108.79	-
Loan converted to equity share capital	Simran Sureshchand	-	-	108.79	-
Salary	Shripal Veeramchand	-	45.00	40.00	-
Property Advance given	Thilagavathi.S	-	-	-	1,800.00
Property Advance Returned	Thilagavathi.S	502.80	-	-	-
Legal/Professional/Consultancy Charges paid	Krishnasamy Saravanan	-	18.00	6.00	-
Legal/Professional/Consultancy Charges paid	Saravanan Shrruthi	-	-	6.00	-
Legal/Professional/Consultancy Charges paid	Thilagavathi.S	-	-	18.00	-

While all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and all related party transactions that we may enter into post-listing, will be subject to Board or Shareholder approval, as applicable, and



in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, in the interest of our Company and its minority Shareholders.

*For details with respect to the related party transactions, see the head “Restated Statement of Related Party Disclosures” under the Chapter titled “Restated Financial Statements” on page 241.*

**20. Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage.**

Our existing insurance coverage includes protection for various aspects, insured assets include various PPE assets and inventory insured by various types of insurance coverages like Vehicle insurance, stock burglary insurance, stock fire insurance, asset fire policy, Asset burglary insurance, Marine open policy, etc. and money transit policy for secure transit of cash.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage, our business, results of operations, financial condition and cash flows could be adversely affected.

The following table sets forth the details of coverage of insurance policies in the periods indicated:

<b>Particulars</b>	<b>Remarks</b>	<b>Amount (in ₹ lakhs) of asset as at November 30, 2023</b>	<b>% of total assets as of November 30, 2023* (in %)</b>	<b>Percentage of insurance coverage as of November 30, 2023 (in %)</b>
Insured Assets	The insured assets include various PPE assets and inventory insured by various types of insurance coverages like Vehicle insurance, stock burglary insurance, stock fire insurance, asset fire policy, Asset burglary insurance, Marine open policy, etc.	12,447.43	68.91	82.29
Uninsured Assets	Uninsured assets include Fixed deposits, loans and advances, Trade receivables and other current assets.	5,616.12	31.09	-
<b>Total</b>		<b>18,063.55</b>	<b>100.00</b>	-

**\*based on Restated Financial Statements.**

*(For the above details relating to insurance coverage, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWRB6930 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

In the event we are unable to succeed in our claims arising from such claims, our business, results of operations, financial condition and cash flows could be adversely affected. Further, while we believe that we have obtained insurance against losses that are most likely to occur in our line of business, there may be certain losses that may not be covered by our Company, which we have not ascertained as of the date. Therefore, we cannot assure you that we will continue to accurately ascertain and maintain adequate insurance policies for losses that may be incurred in the future.

*For details with respect to the insurance, see the head “Insurance” under the Chapter titled “Our Business” on page 156 of this Draft Red Herring Prospectus.*

*(Rest of the Page is intentionally left blank)*

**21. The average cost of acquisition of Equity Shares by our Promoters could be lower than the offer price.**

Our Promoters' average cost of acquisition of Equity Shares in our Company is as follows:

<b>Name of Promoter</b>	<b>Average Cost of Acquisition (in ₹ per share)*</b>
Shripal Veeramchand Sanghvi	9.60
ShantiGuru industries Limited	9.60
Amit Agarwal	17.21
Sujathaa Mehta	17.18

*\* Data as certified by Statutory Auditor, M/s. A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 UDIN – 24214520BKCWQR5141*

This average cost of acquisition may be lower than the offer price as may be decided by our Company in consultation with the Book Running Lead Manager.

**22. Our corporate Promoter Shanti Guru Industries Limited is engaged in the line of business similar to our Company.**

Our corporate Promoter Shanti Guru Industries Limited is currently engaged in the business of trading of food and processed foods. While, as on the date of this Draft Red Herring Prospectus, it is not engaged in any business similar to our Company, it is authorised through its memorandum of association, to engage into the business of manufacture of protein and health foods of all kinds. We cannot assure that our individual promoter Shripal Veeramchand Sanghvi who is the promoter of Shanti Guru Industries Limited will not favour the interests of Shanti Guru Industries Limited over our interest.

**23. Our business is subject to seasonality.**

The crop Chana is sown between October to December period and harvested between March and May. When the crop is harvested and procured from multiple farmers the price of the raw chana is relatively less as compared to the price of the raw chana when procured from the suppliers during the non harvesting season. The primary impact of seasons on the business is pricing in relation to the procurement of the raw chana, which may have an adverse effect on our business, results of operations, financial condition.

**24. Our business is manpower intensive. Our business may be adversely affected by work stoppages, increased wage demands by our employees, or an increase in minimum wages, and if we are unable to engage new employees at commercially attractive terms.**

Our operations are manpower intensive and we are dependent on our manufacturing staff for a significant portion of our operations. The success of our operations depends on the availability of and maintaining good relationships with our workforce. Shortage of skilled personnel or disruptions caused by disagreements with employees could have an adverse effect on our business, results of operations, financial condition and cash flows. Although we have not experienced any labour unrest in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that we will not experience disruptions in work or our operations.

Due to disputes, strikes, work stoppages, work slow-downs or lockouts at our manufacturing facilities or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations.

Our success also depends on our ability to attract, hire, train and retain skilled manufacturing personnel. An inability to recruit, train and retain suitably qualified and skilled personnel could adversely impact our business, results of operations, financial condition and cash flows. As of November 30, 2023, our average number of employees are 182 all of which are skilled employees. The unskilled employees of our company are wage workers and work on a contractual basis. *For further details, see head Human Resource under the Chapter titled "Our Business" on page 153 of this Draft Red Herring Prospectus.* The following table sets forth the details regarding rate of attrition of our employees, and skilled and unskilled labours in the periods indicated:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	For 8M ended November 30, 2023
Attrition rate of our Key Managerial Personnel	NA	NA	0	160%
Attrition rate of our Senior Management Personnel	NA	NA	NA	NA
Attrition rate of our Skilled employees	22.11%	17.08%	34.67%	63.36%
Attrition rate of our Unskilled employees	NA	NA	NA	NA

For further details, see head Attrition rate of our Key Managerial Personnel, Attrition rate of our Senior Management Personnel, Attrition rate of our Skilled employees and Attrition rate of our Unskilled employees under the Chapter titled “Our Business” on page 154 of this Draft Red Herring Prospectus.

We cannot assure you that attrition rates for our employees will not increase. Further, we are subject to stringent labour laws, and any violation of these laws may lead regulators or other authorities to order a suspension of certain or all of our operations. We may need to increase compensation and other benefits either to attract and retain key personnel or due to increased wage demands by our employees, or an increase in minimum wages and that may adversely affect our business, results of operations, financial condition and cash flows. The following table sets forth the details regarding our employee benefits expense in the periods indicated:

(in Lakhs)

Particulars	Period Ended Nov 2023	FY 2022-2023	FY 2021-2022	FY 2020-2021
Employee related expenses	742.22	909.47	835.25	696.95
Revenue from operations	37,563.66	38,217.00	25,388.30	24,446.48
Employee related expenses as a % of the revenue from operations	1.98%	2.38%	3.29%	2.85%

For further details, see head Human Resource under the Chapter titled “Our Business” on page 153 of this Draft Red Herring Prospectus.

**25. We depend on the skills and experience of our Promoters, Key Managerial Personnel, Senior Management for our business and future growth.**

We primarily benefit from the strategic guidance of our individual Promoters. If their involvement in our business reduces in the future, we may be unable to implement our plans as anticipated or maintain administrative control as we currently do, which in turn could adversely affect our business, results of operations, financial condition and prospects. As our Promoters are presently also engaged in other businesses including the business undertaken by our corporate Promoter, Shanti Guru Industries Limited, any increased focus on such business may divert their attention from our business. For further information, see head Interest of our Promoters under the Chapter titled “Our Promoters and Promoter Group” on page 208 of this Draft Red Herring Prospectus. Furthermore, our future performance will also depend on the continued service of our Key Managerial Personnel and Senior Management and the loss of any such employee and the inability to find an adequate replacement may adversely affect our business, results of operations, financial condition. For details of our Key Managerial Personnel and Senior Management, see head Key Managerial Personnel and Senior Management Personnel under the Chapter titled “Our Management” each on page 192 and 195 respectively of this Draft Red Herring Prospectus.

**26. We operate in a competitive market and any increase in competition may adversely affect our business, results of operations, financial condition and cash flows.**

The industry we serve is highly competitive, characterized by a mix of small and medium companies. We face intense competition in the Indian from various domestic companies in India mainly from the unorganised sector. We expect competition could increase with new entrants coming into the food processing industry, who may have more flexibility in responding to changing business and economic conditions, and existing players consolidating their positions. Further, expansion of our brand in new markets will require substantial advertising and promotional expenditures and some of our competitors may have access to significantly greater resources, including the ability to spend more on advertising and marketing and hence the ability to compete more effectively. Competitors may, whether through consolidation or growth, present more credible integrated or lower cost products than we do, which may have a negative effect on our business. We cannot assure you that we can continue to compete effectively with our competitors. Our failure to compete effectively, including any delay in

responding to changes in the industry and market, together with increased spending on advertising by competitors, may affect the competitiveness of our products, which may affect our business, results of operations, financial condition and cash flows.

*For details in relation to our Competition, see head Competition under Chapter titled “Our Business” on page 156 of this Draft Red Herring Prospectus.*

**27. Our future capacity expansion plans relating to our manufacturing facility are subject to the risks of unanticipated delays in implementation and cost overruns.**

We intend to continue making investments to expand the capacity of our manufacturing facilities to aid our growth efforts and consolidate our presence. Our company's growth trajectory hinges on deploying raised funds to expand capacity and set up 3 new units.

Problems that could adversely affect our expansion plans include issues with procurement of equipment or machinery, delays in completion, defects in design or construction of our future manufacturing facilities, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals and other external factors which may not be within the control of our management.

Further, we cannot assure you that the future capacity additions and expansions will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs and investments may be insufficient to meet our future capital expenditure requirements. Although we have not experienced any cost overruns in the past, we cannot assure you that we will not experience cost overruns in relation to our future manufacturing facilities.

*For details in relation to our capacity expansion plans, see the head “Capital Expenditure” under Chapter titled “Objects of the Offer” on page 91 of this Draft Red Herring Prospectus.*

**28. We may not be able to derive the desired benefits from our product development efforts. Further, failure to develop and launch new products due to unpredictable consumer preferences may have an adverse effect on our business, results of operations, financial condition and cash flows.**

We are undertaking research and development and is proposing to enter into the kitchen essentials segment (B2C). *For more details in relation to the products, please see head Our Future Key offerings under the Chapter titled “Our Business” on page 132 of this Draft Red Herring Prospectus.*

Our competitiveness is dependent on our ability to develop new products. We place emphasis to improve the quality of our products and expand our new product offerings, which we believe are factors crucial for our future growth and prospects. We cannot assure you that our newly developed products will achieve commercial success. Even if such products can be successfully commercialized, we cannot assure you that they will be accepted widely by the market. In addition, we cannot assure you that our existing or potential competitors will not develop products which are similar or superior to our products. It is often difficult to project the time frame for developing new products and the duration of market demand for these products, there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the research and development of such product. Further, the success of our new products depends on our ability to accurately anticipate the tastes and dietary habits of consumers and to offer products that appeal to their preferences and fall within a price range acceptable to them. Acceptance of our new product initiatives by consumers may not be as high as we anticipate. Further, our new products or our existing products may fail to appeal to the consumers, either in terms of taste or price. We may not be able to introduce new products that are fast-growing or generate acceptable margins. To the extent we are unable to execute our strategy of continuously introducing new products, improving our portfolio of products and satisfying consumers’ changing preferences, our business, results of operations, financial condition and cash flows would be adversely affected.

**29. Any inability to accurately manage inventory and forecast demand for particular products may have an adverse effect on our business, results of operations, financial condition and cash flows.**

Demand for our products is forecasted through data analysis, distributor feedback and our understanding of anticipated consumer spending, and inventory levels with our distribution network. If we underestimate demand or have inadequate capacity due to which we are unable to meet the demand for our products, we may manufacture fewer quantities of products than required, which could result in the loss of business. While we forecast the demand for our products and accordingly plan our manufacturing volumes, any changes in estimates could result in surplus stock, which may not be sold in a timely manner. Though there have not been any such instances in the

last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future we may be able to sell our inventory in the timely manner.

In addition, even if we are able to arrange for the sale of such stock, we cannot ensure that such products are not sold or consumed by consumers after the expiry date, which may lead to health hazards and possible litigation. While we prominently display the shelf life in the packaging of our products, we cannot assure you that we will not face claims for damages or other litigation, if our products are consumed subsequent to the expiry of their shelf life. Any or all of these factors could adversely affect our reputation, and consequently our business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future we may not face claims for damages or other litigation,

Also, see “- *Our operations are subject to various contamination related risks, including improper storage of our products and raw materials, labelling errors, and non-compliance with quality control standards. Any actual or alleged contamination could lead to legal liability, damage to brand reputation, and adverse impact on our business, results of operations, financial condition and cash flows*” on page 32 of this Draft Red Herring Prospectus.

**30. Our inability to effectively manage our growth or implement our growth strategies may have an adverse effect on our business, results of operations, financial condition and cash flows.**

As a result of expansion, our business and organization have become, and are expected to continue to become, considerably more complex. This requires us to adapt continuously to meet the needs of our growing business and could expose us to a number of factors that may adversely impact our business, results of operations, financial condition and cash flows.

While we have built information technology, governance frameworks and operational management systems to manage our business operations and to support our future growth at the manufacturing facilities and corporate level, in the future, in particular, our success will depend on our ability to adapt continuously to meet the needs of our growing business, in particular, to:

- maintain and develop a consistent and strong brand identity and further develop our brand strength;
- ensure safe movement and storage of inventory;
- build and maintain strong relationship with the distributors, suppliers;
- source, at appropriate prices, the amount of raw materials required for increased manufacturing;
- attract and retain experienced, high quality management and other key employees;
- identify potential new markets and suitable locations for our manufacturing facilities;
- efficiently manage international operations, including by acquiring an expertise of specific international markets where we expand with respect to customer preferences and regulatory concerns;
- respond to increasing competition from competitors in the existing markets we cover as well as new markets we may enter in the future; and

We may not be able to adequately respond to any of the foregoing factors or otherwise manage our growth which could adversely impact our business, results of operations, financial condition and cash flows.

We cannot assure you that our future growth strategy will be successful or that we will be able to continue to expand further, or at the same rate.

We may be unable to effectively manage, maintain, or expand our transportation and logistics infrastructure. Additionally, increased costs associated with inefficiencies or the need for additional infrastructure could have an adverse effect on our business, results of operations, financial conditions and cash flows. Further, given our strategy to leverage technology to further optimise our operations, we are in the process of developing certain technologies to support our sales and marketing team and distributors, we cannot assure you that we will be able to develop such technologies successfully. Even if we were to achieve success in their development, we cannot assure you that these technologies will effectively optimize our operations. Our business growth could also be a strain on our resources. Our ability to manage our future growth will depend on our ability to continue to implement and improve operational, financial and management systems on a timely basis and to expand, train, motivate and manage our personnel. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have an adverse effect on our business, results of operations, financial condition and cash flows.

31. **Our individual Promoters viz, Mr. Amit Agarwal, Mr. Shripal Veeramchand Sanghvi and Mrs. Sujathaa Mehta have provided personal guarantees for loan facilities obtained by our Company and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively to effectively service their role as a promoter and directors and thereby, impact our business and operations.**

Our individual Promoters viz, Mr. Amit Agarwal, Mr. Shripal Veeramchand Sanghvi and Mrs. Sujathaa Mehta have provided personal guarantee towards loan facilities taken by our Company. The table sets forth below the details of guarantees given by our aforementioned individual Promoters, as on November 30, 2023:

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on 30-11-2023 (₹ In Lakhs)	Principal Terms & Conditions
HDFC	03-Jul-23	Cash Credit/WCDL	2,000.00	1,948.85	<p><b>1. Interest Rate:</b> 9.25% p.a</p> <p><b>2. Repayment:</b> On Demand</p> <p><b>3. Security:</b></p> <p>A. Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1, 42/2, 42/2, 32/5A , 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32/1A,32/6A,33/3C1,29/ 2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.</p> <p>B. Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.</p> <p>i. Plant and Machinery - Pari passu charge on plant and machinery with Indian bank.</p> <p>ii. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal and Mrs. Sujathaa Mehta</p> <p><b>5. Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>
Indian Bank	22-Sep-23	Cash Credit	4,500.00	4,403.61	<p><b>1. Interest Rate:</b> 9.45% p.a</p> <p><b>2. Repayment:</b> on Demand</p> <p><b>3. Security:</b></p> <p>Primary: Pari Passu hypothecation charge on entire current assets of the company including stock and book debt present and future with HDFC bank Ltd.</p>

					<p>Collateral:</p> <p>A. Pari Passu on Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land.</p> <p>B. Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy and Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta.</p> <p><b>5. Processing Fees:</b> ₹.350 per lakhs or part thereof.</p>
HDFC	03-Jul-23	Term Loan	1,700.00	1,395.01	<p><b>1. Interest Rate:</b> 9.50% p.a</p> <p><b>2. Repayment:</b> in 60 monthly EMI</p> <p><b>3. Security:</b></p> <p>A. Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1. 42/2, 42/2, 32/5A, 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32 /1A,32/6A,33/3C1,29/ 2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt Ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.</p> <p>B. Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt Ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.</p> <p>i. Plant and Machinery - Exclusive charge on the movable fixed asset (machinery) created out of our term loan.</p> <p>ii. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal and Mrs. Sujathaa Mehta</p> <p><b>5. Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>
Indian Bank	22-Sep-23	Term Loan	400.00	378.48	<p><b>1. Interest Rate:</b> 9.45% p.a</p> <p><b>2. Repayment:</b></p> <p>i. Principal Amount ₹ 4.00Cr is repayable in 16 quarterly instalments of ₹ 25 L from Sep 2023 Quarter.</p> <p>ii. Interest in 60 monthly EMI.</p> <p><b>3. Security:</b></p> <p>Primary:</p>

					<p>Exclusive hypothecation charge on machinery purchased out of bank term loan. Collateral:</p> <p>A. Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land.</p> <p>B. Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p> <p><b>5. Processing Fees:</b> ₹ 120 per lakhs or part thereof subject to maximum of ₹ 60,000 (to be charged on outstanding balance).</p>
HDFC	28-Apr-22	GECLS	163.00	164.24	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p>
HDFC	28-Apr-22	GECLS	367.00	162.04	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p>

*For further information, see head Guarantees given by Promoters offering their shares in the Offer for Sale under the chapter titled "History and Certain Corporate Matters" on page 176 of this Draft Red Herring Prospectus.*

Any default or failure by our Company to repay the loans in a timely manner, or at all could trigger repayment obligations of our individual Promoters in respect of such loans, which in turn, could have an impact on their ability to effectively service their role as a promoter and directors, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that our individual Promoters 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. Accordingly, our business, results of operations, financial condition and prospects may be adversely affected by the revocation of the personal guarantee provided by our Promoters. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future we may not face such situation

**32. We may not successfully protect our technical know-how, which may result in the loss of our competitive advantage.**

We have developed technical know-how relating to the manufacturing process of our products. Our technical know-how has been derived from the past experience of our key employees and management team as well as our research and development efforts. Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the manufacturing process. Certain of our employees have access to confidential product information and packaging, amongst others, and we cannot assure you that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Such technical know-how cannot be protected under the Indian legal system by way of registration with competent authorities,



and as a result, we have to rely on employee confidentiality undertakings, a less effective means of protection. Further, if the confidential technical information in respect of our products or business becomes available to third parties or the public, any competitive advantage we may have over our competitors could be harmed. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and cash flows.

**33. Our inability to adopt new technologies to adhere to our quality product standards could adversely affect our business, results of operations, financial condition and cash flows.**

Our manufacturing facilities are equipped with manufacturing techniques which use advanced technology. However, we cannot assure you that in the future, we will be able to successfully make timely and cost effective enhancements, additions or replacements to our current technological infrastructures. Our industry is subject to technological changes with the constant introduction of new and enhanced processes, machinery and technologies. Our inability to successfully adopt and implement such technological changes may increase our costs, which may adversely affect our business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future we shall be able to successfully make timely and cost effective adoption of technology.

**34. Technology failures could disrupt our operations and adversely affect our business, results of operations, financial condition and cash flows.**

IT systems are critical to our ability to manage our manufacturing process, inventory management, distributor management, financial management, data handling and supply chain management, to maximize efficiencies and optimize costs. If we do not allocate and effectively manage the resources necessary to implement and sustain the proper IT infrastructure, we could be subject to transaction errors and processing inefficiencies. Challenges relating to the revamping or implementation of new IT structures can also subject us to certain errors and inefficiencies, disruptions. Our IT systems and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future we shall not face such IT failure or otherwise.

**35. We may be subject to fraud, theft, employee negligence or similar incidents.**

Our operations may be subject to incidents of theft or damage to inventory in transit. Our industry typically encounters some inventory loss on account of employee theft, vendor fraud, and general administrative error. We maintain large amounts of inventory at both our manufacturing facilities. We cannot assure you that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our business, results of operations, financial condition and cash flows. Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future such instance may not arise.

**36. Some of our manufacturing facilities and Registered Office are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.**

The table below provides information of our manufacturing facilities which are not located on land owned by us:

Sr. No.	Details of the Property	Rights	Owner/ Lessor	Purpose Used	Consideration / Lease Rental / License Fees without GST(₹)
1	No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.	Rented 01/01/2024 to 28/02/2025	Mrs. J. Vaijayanthimala & Mrs J. Abirami	Commercial Usage – Registered Office	₹ 72,600/- per month

Sr. No.	Details of the Property	Rights	Owner/ Lessor	Purpose Used	Consideration / Lease Rental / License Fees without GST(₹)
2	Survey No. 421/2, D No. 2/114, 2/115, Tadipatri Road, Karmalavari Palli Village, Mylvaram, YSR, Andhra Pradesh – 516439	Lease  Period: 19/12/2022 to 18/12/2027	Mr. Pasempally Kullai Swamy	Commercial Usage – Manufacturing Facility	₹ 3,50,000/- per month
3	SF.No.1113/1, D.No.II/14-3, II/14-4, II/14-5, II/14-6, Bangalore By Pass Road, Omalur, Salem, Tamil Nadu – 636455	Lease  Period: 01/08/2023 to 31/07/2025	Mr. M. Balraj	Commercial Usage - Shop	₹ 8,000/- per month
4	First, 8-1502 Shop No 3, Seeri Complex, APMC Yard, Raith Bhavan, Kalaburagi, Karnataka – 585104	Lease 08/03/2024 to 07/02/2025	Mr. Shiv Asharanappa	Commercial Usage – Branch office	₹ 3,000/- per month

Further the above stated Rental agreements and/or Lease deeds have not been registered. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for our infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows. If we are unable to renew these leases or relocate on commercially suitable terms, it may have an adverse effect on our business, results of operation, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future such instance may not arise.

*For further details in relation to the property kindly refer to the head “Property” in the chapter titled ‘Our Business’ on page 143 of this Draft Red Herring Prospectus.*

**37. We may require to raise additional equity or debt in the future in order to continue to grow our business, which may not be available on favorable terms or at all.**

Our strategy to grow our business may require us to raise additional funds or refinance our existing debt for our working capital or long-term loans. We cannot assure you that such funds will be available on favorable terms or at all. Additional debt financing may increase our financing costs. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. 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. Any issuance of equity to raise additional funds, on the other hand, would result in a dilution of the shareholding of existing shareholders. If we are unable to raise additional funds on favorable terms or at all as and when required, our business, results of operations, financial condition and prospects could be adversely affected.

**38. Failures in internal control systems could cause operational errors which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.**

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of our assets, optimal utilization of resources, reliability of our financial information and compliance. We are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound

before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weaknesses. These factors may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows. Though there have not been any such instances in the last three Fiscals and the eight months ended November 30, 2023, we cannot assure you that in future such instance may not arise.

**39. Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.**

Any dividends to be declared and paid in the future are required to be recommended by our Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all. *For details relating to the payment of dividend in the past and the dividend policy of our company kindly see "Dividend Policy" on page 213 of this Draft Red Herring Prospectus.*

**40. After the completion of the Offer, our Promoters & Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.**

As on the date of this Draft Red Herring Prospectus, our Promoters & Promoter Group collectively hold 92.00% of the share capital of our Company. *For details of their shareholding pre and post-Offer, see Chapter "Capital Structure" on page 71 of this Draft Red Herring Prospectus.* After the completion of the Offer, our Promoters & Promoter Group will continue to collectively hold majority of the shareholding in our Company and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures or any other matter requiring special resolution. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders. We cannot assure you that the Promoters will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

*For further information in relation to the interests of our Promoters in our Company, see "Our Promoters and Promoter Group" and "Our Management" on pages 199 and 179, respectively of this Draft Red Herring Prospectus.*

**41. Company does not have any comparable Indian listed peers.**

Our Company operates in a very focused segment i.e. processing of the Chana and other related products. There are unorganized players, i.e. millers operating in the said segment. However, the same are small and medium unlisted entities. Therefore, our Company does not have any comparable Indian listed peers. Therefore, financial indicators as well as the accounting ratios may not be comparable to the financial indicators and/or the accounting ratios computed and presented by any other company.

*For further information in relation to industry peers, see head "Comparison of Accounting Ratios with Industry Peer" under the Chapter titled 'Basis of the Offer Price on page 103 of this Draft Red Herring Prospectus.*

**42. The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. 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 Offer".**

The fund requirement and deployment, as mentioned in the "Objects of the Offer" on page 87 of this Draft Red Herring 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. The deployment of the funds as stated under chapter “Objects of the Offer” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Offer” 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.

## **EXTERNAL RISK FACTORS**

### **RISKS RELATING TO INDIA**

#### **43. Changing regulations in India could lead to new compliance requirements that are uncertain.**

The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses.

Further, GoI has notified the Finance Act, 2021 (“**Finance Act**”), which introduced various amendments to the taxation laws in India. Under the Finance Act, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Further, the GoI has announced the union budget for Fiscal 2024, pursuant to which the Finance Act, 2023, came into force on April 1, 2023 which has introduced various amendments. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, we may be subject to laws and regulations relating to privacy and the collection, storing, sharing, use, disclosure, and protection of certain types of data. These laws and regulations may continually change as a result of new legislation, amendments to existing legislation, changes in the enforcement policies and changes in the interpretation of such laws and regulations by the courts or the regulator. In India, the Supreme Court, in a judgment delivered on August 24, 2017, has held that the right to privacy is a fundamental right. The Government of India’s Digital Personal Data Protection Act, 2023 introduced in the Lok Sabha on August 3, 2023, and received the assent of the President of India on August 11, 2023 (the “**Data Protection Act**”). The Data Protection Act supersedes the Information Technology Act, 2000 and deals with processing of all personal data in digital form, whether collected digitally or offline and digitalized later for processing. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, 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. 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, financial condition and prospects. 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 businesses or restrict our ability to grow our businesses in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by

companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our business, results of operations, financial condition and cash flows.

**44. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could adversely affect our business.**

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn adversely affect our business, results of operations, financial condition and cash flows. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases. For example, a similar contagious disease like COVID-19 could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares. India has from time-to-time experienced instances of social, religious and civil unrest and hostilities between neighbouring countries. For example, there was a mass protest by farmers, against three farm acts which were passed by the Parliament of India in September 2020. The introduction of the law caused protests in several parts of the country like Delhi, Haryana and Punjab. In case there are mass protests leading to civil unrest, such incidents could impact both our operations and adversely affect our business, results of operations, financial condition and cash flows. Present relations between India and Pakistan continue to be fragile on the issues of terrorism, armaments and Kashmir. In April 2019, skirmishes along India's border with Pakistan and the downing of an Indian military jet fighter plane significantly escalated tensions between the two countries. India has also experienced terrorist attacks in some parts of the country. Military activity or terrorist attacks in the future could influence the Indian economy by disrupting communications and making travel more difficult and such political tensions could create a greater perception that investments in Indian companies involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies.

**45. A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.**

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any further adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business and financial performance and the price of the Equity Shares.

**46. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business**

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

The Competition Act aims to, among other things, prohibit all agreements and transactions, which may have an AAEC on competition in India and all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be

predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, financial condition and cash flows.

**47. Financial instability in other countries may cause increased volatility in Indian financial markets.**

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in the United States, Asia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. In particular, the ongoing Russia-Ukraine conflict and Israeli-Palestinian conflict could result in increased volatility in, or damage to, the worldwide financial markets and economy. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India.

Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could adversely affect our business, results of operations, financial condition and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. Any significant financial disruption could have an adverse effect on our business, results of operations, financial condition and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have an adverse effect on global economic conditions and the stability of global financial markets and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have an adverse effect on our business, results of operations, financial condition and cash flows and reduce the price of the Equity Shares.

The outbreak of COVID-19 affected countries globally, with the World Health Organisation declaring the outbreak as a pandemic in March 2020. There were border controls, lockdowns and travel restrictions imposed by various countries, as a result of the COVID-19 outbreak. The COVID-19 outbreak caused stock markets worldwide to fluctuate significantly in value and impacted global economic activity.

If we are unable to successfully anticipate and respond to changing economic and market conditions, our business, results of operations and financial condition and prospects may be adversely affected.

**48. The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.**

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us.

The Government of India has also implemented two major reforms in Indian tax laws, namely the GST, and provisions relating to general anti-avoidance rules ("GAAR"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by Goods and Service Tax with effect from July 1, 2017. The GST regime is relatively new and therefore is subject to amendments and its interpretation by the relevant regulatory authorities. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and

our business. In the absence of any precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Further, the Government of India has announced the union budget for Fiscal 2024, pursuant to which the Finance Bill, 2023, has proposed various amendments. The Finance Bill received the assent of the President on March 31, 2023 and subsequently the Finance Act, 2023 was notified by the Government of India notifying the detailed amendments in various laws pertaining to direct and indirect Taxes. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of the same on transaction in Equity Shares. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. 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. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition and cash flows. 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 affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any law or regulations would have an adverse effect on our business.

Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017.

**49. If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our consumers thereby reducing our margins.**

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our consumers, whether entirely or in part, and may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the price of our products to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected.

Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. We cannot assure you that Indian inflation levels will not worsen in the future.

**50. Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the BRLMs or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.**

Our Company is a company incorporated under the laws of India and all of our Directors are located in India. All of our assets and our Key Managerial Personnel and Senior Management Personnel are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to

Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, we cannot assure you that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such an amount may also be subject to income tax in accordance with applicable law.

## RISKS RELATING TO THE EQUITY SHARES AND THIS OFFER

51. **The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.**

The table below provides details of our price to earnings ratio and market capitalization to revenue from operations at the upper end of the Price Band:

Particulars	Price to Earnings Ratio*	Market capitalization to Revenue*
For Fiscal 2023	[●]	[●]

\*to be populated at Prospectus Stage

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company and Selling Shareholders in consultation with the BRLMs. The relevant financial parameters based on which the Price Band will be determined shall be disclosed in the advertisement that will be issued for the publication of the Price Band. Further, the Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through the bookbuilding process prescribed under the SEBI ICDR Regulations, and certain quantitative and qualitative factors as set out in the section “*Basis for Offer Price*” on page 102 and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company and Selling Shareholders, in consultation with the BRLMs, would not be based on a benchmark with our industry peers. Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, 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. As a result, we cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the



Equity Shares will be traded after listing. Further, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

**52. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.**

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

**53. A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.**

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of Takeover Regulations.

**54. Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.**

On listing, our Equity Shares will be quoted in Indian Rupees on NSE. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. The exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

**55. The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all.**

Prior to the Offer, 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 Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Our Equity

Shares are expected to trade on NSE after the Offer, but we cannot assure you that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the failure of security analysts to cover the Equity Shares after the Offer, or changes in the estimates of our performance by analysts;
- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations; and
- the public's reaction to our press releases and adverse media reports.

A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

**56. Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.**

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. While non-residents may claim tax treaty benefits in relation to such capital gains income, generally, Indian tax treaties do not limit India's right to impose tax on capital gains arising from the sale of shares of an Indian company.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument (“MLI”), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Our 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 pursuant to any corporate action including dividends.

No dividend distribution tax is required to be paid 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. Our 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 pursuant to any corporate action including dividends.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business, results of operations, financial condition and cash flows.

**57. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.**

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited with the Equity Shares within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid Closing Date and trading

in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

**58. Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.**

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

**59. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.**

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), 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 falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money- Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital. Further, there is uncertainty regarding the timeline within which the said approval from the GoI may be obtained, if at all. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 326 of this Draft Red Herring Prospectus.

**60. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the submission of their Bid, and Retail Individual Investors and Eligible Employees are not permitted to withdraw their Bids after closure of the Bid/ Offer Closing Date.**

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors and Eligible Employees

can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Investors' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

**61. Investors may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.**

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

**62. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.**

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

**63. The requirements of being a publicly listed company may strain our resources.**

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will, among other things, require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

**64. Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.**

The U.S. “Foreign Account Tax Compliance Act” (or “**FATCA**”) imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain “foreign passthru payments” made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered “foreign passthru payments”. Under current guidance, the term “foreign passthru payment” is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered “foreign passthru payments”. The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address “foreign passthru payments” and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as “foreign passthru payments”. Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

*(Rest of the page is intentionally left blank)*

## SECTION IV – INTRODUCTION

### THE OFFER

<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered</b> <sup>1</sup>	Up to 1,20,88,800 Equity shares of face value of ₹ 5.00/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
<b>Consisting of:</b>	
<b>Fresh Issue</b>	Upto 1,20,88,800 Equity Shares of face value ₹ 5.00/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
<b>Offer for Sale</b> <sup>2</sup>	Offer for sale by a existing shareholder upto 13,43,200 equity shares of face value ₹ 5.00 each at a price of ₹ [●] per equity share aggregating to ₹ [●] lakhs
<b>Out of which</b>	
<b>Offer Reserved for the Market Makers</b> <sup>3</sup>	Up to 6,72,000 Equity shares of face value of ₹ 5.00/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] Lakhs
<b>Net Offer to the Public</b>	Up to [●] Equity shares of face value of ₹ 5.00/- each fully paid up for cash at price of ₹ [●] per Equity share (including a share premium of ₹ [●] per Equity share) aggregating to ₹ [●] lakhs
<b>Out of which</b> <sup>4</sup>	
A. Retail Individual Investors	Not less than [●] Equity Shares of ₹ 5.00/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
B. Non-Institutional Investors	Not less than [●] Equity Shares of ₹ 5.00/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs
C. QIB Portion	Not more than [●] Equity Shares of ₹ 5.00/- each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs will be available for allocation to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual funds.
<b>Pre and Post- Offer Equity shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	3,54,07,956 Equity shares having face value of ₹ 10.00/- each
<b>Equity Shares outstanding after the Offer</b>	Up to 4,74,96,756 Equity shares having face value of ₹ 5.00/- each
<b>Objects of the Offer/ Use of Offer Proceeds</b>	Please refer the chapter titled “ <i>Objects of the Offer</i> ” on page 87 of this Draft Red Herring Prospectus.

*Note:*

1. The present Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 01, 2024, and by the shareholders of our Company vide a special resolution passed pursuant to Section 23 & 62(1)(c) of the Companies Act, 2013 at the EGM held on April 02, 2024.
2. Further, our Board has taken on record the consent of the Selling Shareholder at the Board Meeting held on April 01, 2024.
3. least five per cent. Offer Size is reserved for Market Maker.
4. The allocation in the net offer to the public category shall be made as per the requirements of Regulation 253(1) of SEBI (ICDR) Regulations, as amended from time to time, which reads as follows:
  - (a) not less than thirty five per cent. to retail individual investors;
  - (b) not less than fifteen per cent. to non-institutional investors
  - (c) not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds:

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

*The Selling shareholders have consented to participate in the offer for sale in the following manner:*

<b>Name of the Selling Shareholders</b>	<b>Consent Letter Dated</b>	<b>No of equity shares held</b>	<b>No of equity shares offered</b>
Shripal Veeramchand Sanghvi	April 01, 2024	85,39,804	13,43,200

*The Selling Shareholder have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations, 2018 and that he has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also severally confirmed that he is the legal and beneficial owners of the Equity Shares being offered by him under the Offer for Sale.*

*For further details, please refer to the section titled “Offer Information” beginning on page 295 of this Draft Red Herring Prospectus.*

*(Rest of the page is intentionally left blank)*



**SUMMARY OF FINANCIAL INFORMATION**  
**JEYYAM GLOBAL FOODS LIMITED**

<b>RESTATED STATEMENT OF ASSETS AND LIABILITIES</b>						
(₹ in Lakhs)						
Sr. No	Particulars	Notes	As at 30.11.2023	For the year ended March 31,		
				2023	2022	2021
	<b>EQUITY AND LIABILITIES</b>					
<b>1)</b>	<b><u>Shareholders' Funds</u></b>					
	a. Share Capital	I.1	61.05	61.05	61.05	61.05
	b. Reserves & Surplus	I.2	7394.94	6452.26	5665.46	3090.74
			<b>7455.98</b>	<b>6513.60</b>	<b>5726.51</b>	<b>3112.70</b>
<b>2)</b>	<b><u>Non-Current Liabilities</u></b>					
	a. Long Term Borrowings	I.3	2,723.69	2,903.26	1,150.49	3,263.83
	b. Deferred Tax Liabilities (Net)	I.4	168.74	139.61	116.79	118.55
	c. Long Term Provisions	I.5	47.83	38.91	48.39	34.90
			<b>2,940.25</b>	<b>3,081.78</b>	<b>1,315.67</b>	<b>3,417.28</b>
<b>3)</b>	<b><u>Current Liabilities</u></b>					
	a. Short Term Borrowings	I.6	7,046.10	6,322.79	2,168.80	2,138.70
	b. Trade Payables	I.7				
	Total Outstanding dues of Micro enterprises and small enterprises		41.20	52.47	57.31	59.54
	Total Outstanding dues of creditors other than Micro enterprises and small enterprises		170.87	431.22	442.78	1,106.24
	c. Other Current Liabilities	I.8	104.36	117.19	57.79	52.33
	d. Short Term Provisions	I.9	304.79	316.26	172.31	176.82
	<b>Total Current Liabilities</b>		<b>7,667.31</b>	<b>7,239.93</b>	<b>2,898.99</b>	<b>3,533.63</b>
	<b>Total Equity &amp; Liabilities</b>		<b>18,063.55</b>	<b>16,835.02</b>	<b>9,941.17</b>	<b>10,063.62</b>
	<b>ASSETS</b>					
<b>1)</b>	<b><u>Non-Current Assets</u></b>					
	a. Property, Plant & Equipment and Intangible Assets	I.10				
	i. Property, Plant & Equipments		6,581.62	3,583.76	2,513.03	2,320.40
	ii. Intangible Assets under development		-	470.82	122.94	-
	iii. Capital Work in Progress		22.40	1,356.94	-	-
	b. Non-current Investments	I.11	17.50	4.50	-	-
	c. Long Term Loans & Advances	I.12	52.54	2,457.82	3,737.96	3,703.52
			<b>6,674.06</b>	<b>7,873.85</b>	<b>6,373.93</b>	<b>6,023.92</b>
<b>2)</b>	<b><u>Current Assets</u></b>					
	b. Inventories	I.13	5,695.34	3,671.40	2,336.77	2,428.38
	c. Trade Receivables	I.14	3,409.24	2,602.86	606.27	454.46
	d. Cash and Cash Equivalents	I.15	170.47	655.89	12.80	16.87
	e. Short Term Loans & Advances	I.16	1,771.30	1,719.50	380.29	1,011.03
	f. Other Current Assets	I.17	343.13	311.52	231.11	128.96
	<b>Total Current Assets</b>		<b>11,389.49</b>	<b>8,961.17</b>	<b>3,567.24</b>	<b>4,039.70</b>
	<b>Total Assets</b>		<b>18,063.55</b>	<b>16,835.02</b>	<b>9,941.17</b>	<b>10,063.62</b>

The accompanying notes form an integral part of restated financials statements.

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

"As Per Our Report of Even Date"

For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKCWQC4704  
Date: 23-03-2024  
Place: Chennai

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

RESTATED STATEMENT OF PROFIT AND LOSS						
						(₹ in Lakhs)
Sr. No	Particulars	Note No.	For the period	For the year ended March 31,		
			ended Nov 30,	2023	2022	2021
			2023	2023	2022	2021
<b>A</b>	<b>INCOME</b>					
	Revenue from Operations	II.1	37,563.66	38,217.00	25,388.30	24,446.48
	Other Income	II.2	0.04	3.62	-	1.00
	<b>Total Income (A)</b>		<b>37,563.70</b>	<b>38,220.62</b>	<b>25,388.30</b>	<b>24,447.48</b>
<b>B</b>	<b>EXPENDITURE</b>					
	Cost of Materials Consumed	II.3	33,564.82	34,690.89	22,112.62	21,348.28
	Change in Inventories	II.4	(65.56)	(515.43)	112.99	383.38
	Employee benefit expenses	II.5	742.22	909.47	835.25	696.95
	Finance costs	II.6	514.04	407.37	352.90	502.66
	Depreciation and amortisation expense	II.7	296.11	249.92	217.98	202.96
	Administrative Selling & Other Expenses	II.8	1,260.94	1,431.11	1,175.25	845.95
	<b>Total Expenses (B)</b>		<b>36,312.57</b>	<b>37,173.34</b>	<b>24,806.99</b>	<b>23,980.18</b>
<b>C</b>	<b>Profit before exceptional, extraordinary items and tax (A-B)</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	Exceptional items		-	-	-	-
<b>D</b>	<b>Profit before extraordinary items and tax</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	Extraordinary Expenses		-	-	-	-
<b>E</b>	<b>Profit before tax</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	<i>Tax expense:</i>					
	(i) Current tax	II.9	279.31	237.67	146.27	121.15
	(ii) Deferred tax	II.10	29.13	22.82	(1.76)	(7.02)
	(ii) Tax pertaining to earlier years		-	-	-	6.51
<b>F</b>	<b>Total Tax Expense</b>		<b>308.44</b>	<b>260.49</b>	<b>144.51</b>	<b>1209.65</b>
<b>G</b>	<b>Profit after tax (E-F)</b>		<b>942.68</b>	<b>786.80</b>	<b>436.80</b>	<b>346.64</b>
	Adjusted Earning per equity share (face value of Rs 10/- each): Basic (in Rs)	II.11	154.42	128.88	82.48	157.82
	Adjusted Earning per equity share (face value of Rs 10/- each): Diluted (in Rs)		5.32	4.44	2.84	5.44

The accompanying notes form an integral part of restated financials statements.

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

"As Per Our Report of Even Date"

For A B C D & Co.

Chartered Accountants

FRN: 016415S

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKCWQC4704  
Date: 23-03-2024  
Place: Chennai

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

<b>RESTATED STATEMENT OF CASH FLOW</b>				
(₹ in Lakhs)				
Particulars	As at	For the year ended March 31,		
	30.11.2023	2023	2022	2021
<b>A. Cash flow from operating activities:</b>				
Net Profit before tax and extraordinary items (as per Statement of Profit and Loss)	1,251.12	1,047.29	581.31	467.29
Adjustments for non Cash/ Non trade items:				
Depreciation	296.11	249.92	217.98	202.96
Interest Expense	514.04	407.37	352.90	502.66
Provision for Gratuity & Leave Encashment	8.28	1.71	14.72	30.60
Security Premium	-	-	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>2,069.55</b>	<b>1,706.29</b>	<b>1,166.91</b>	<b>1,203.50</b>
<b>Adjusted for (Increase)/ Decrease in Operating assets:</b>				
<b>Adjusted for increase/(decrease) in operating liabilities:</b>				
Trade Payables	(271.62)	(16.41)	(665.68)	628.95
Other Current Liabilities	(21.11)	57.70	(9.26)	(84.24)
Inventories	(2,023.94)	(1,334.63)	91.61	197.21
Trade Receivables	(806.38)	(1,996.59)	(151.81)	335.82
Provisions	(44.20)	43.08	(16.14)	90.57
Other Current Assets	(83.41)	(1,419.63)	528.59	(1,139.99)
<b>Cash Generated from Operations</b>	<b>(1,181.12)</b>	<b>(2,960.19)</b>	<b>944.22</b>	<b>1,231.83</b>
Less: Income Tax Paid	237.67	146.27	121.15	142.14
<b>Net Cash Flow from (used in) Operating Activities: (A)</b>	<b>(1,418.79)</b>	<b>(3,106.46)</b>	<b>823.06</b>	<b>1,089.68</b>
<b>B. Cash Flow From Investing Activities:</b>				
Purchase of Tangible Assets	(3,293.96)	(1,320.66)	(410.61)	(31.07)
(Increase)/decrease Intangible under development	470.82	(347.88)	(122.94)	-
(Increase)/decrease Capital work in progress	1,334.54	(1,356.94)	-	-
(Increase)/decrease Investment in Fixed Deposits	(13.00)	(4.50)	-	-
Loans and advances received/(given)	2,405.28	1,280.14	(34.45)	(2,699.23)
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>903.67</b>	<b>(1,749.84)</b>	<b>(568.00)</b>	<b>(2,730.30)</b>
<b>C. Cash Flow from Financing Activities:</b>				
Finance Cost	(514.04)	(407.37)	(352.90)	(502.66)
Proceeds from Share Capital	-	-	2,177.01	-
Increase in / (Repayment) of Short term Borrowings	723.31	4,153.98	30.10	439.07
Increase in / (Repayment) of Long term borrowings	(179.58)	1,752.77	(2,113.34)	1,702.38
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>29.70</b>	<b>5,499.38</b>	<b>(259.12)</b>	<b>1,638.80</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>(485.41)</b>	<b>643.09</b>	<b>(4.06)</b>	<b>(1.83)</b>
Cash & Cash Equivalents As At Beginning of the Year	655.89	12.80	16.86	18.69
Cash & Cash Equivalents As At End of the Year	170.47	655.89	12.80	16.86
<b>Cash &amp; Cash Equivalents as per Cash Flow Statement</b>	<b>170.47</b>	<b>655.89</b>	<b>12.80</b>	<b>16.86</b>
Cash in Hand	18.27	1.05	11.37	13.25
Balance with banks in Current Accounts	152.20	654.84	1.43	3.61
<b>Components of closing cash &amp; cash equivalents:</b>	<b>170.47</b>	<b>655.89</b>	<b>12.80</b>	<b>16.86</b>

"As Per Our Report of Even Date"

For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKCWQC4704  
Date: 23-03-2024  
Place: Chennai

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN: 07788214

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

Sd/-  
Amit Agarwal  
Managing Director  
DIN: 01653009

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

## GENERAL INFORMATION

### BRIEF SUMMARY:

### HISTORY

Our company was incorporated as “Kichoni Online Services Private Limited” on March 24, 2008, as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Chennai (“RoC”) with the object to collect and sell data online. However, our Company did not start any business activity in this segment. Shareholders of our Company at the EGM held on July 31, 2008 passed a special resolution for amendment in the Object Clause of the MOA of our Company and the objects of our Company were amended to include trading of FMCG products. The same was approved by the Registrar of Companies, Chennai vide its certificate dated September 17, 2008. The shareholders of our Company thereafter at the EGM held on May 09, 2009 passed a special resolution for change of the Name of our Company to ‘Jeyyam Products Private Limited’. Accordingly, the name of our company was changed to ‘Jeyyam Products Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated June 18, 2009 issued by Registrar of Companies, Chennai. Our Company has been in the business of trading since September 2008.

Subsequently, the shareholders of our Company at the EGM held on February 19, 2015, passed special resolution for change in the Object clause of the MOA of our Company to replace all the existing Main Objects with a New Object relating to Manufacturing, processing and trading of Pulses, Food grains, etc, and Name Change of our Company to ‘Jeyyam Global Foods Private Limited’. The change of Objects was approved by the Registrar of the Companies, Chennai vide its certificate dated February 20, 2015 and the name of our company was changed to ‘Jeyyam Global Foods Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated February 24, 2015 issued by Registrar of Companies, Chennai.

Thereafter, shareholders of our Company at the EGM held on April 24, 2023, passed a special resolution for conversion of our Company from a Private Limited Company to a Public Limited Company and the same was approved by the Registrar of Companies, Chennai vide issue of Certificate of Incorporation Consequent upon conversion to public company, dated May, 23, 2023. Thus, our Company was converted to a public company and the name of our Company was changed to ‘Jeyyam Global Foods Limited’ with effect from May 23, 2023 and the Corporate identification number of our Company was changed to: U15400TN2008PLC066955

The Corporate Identification Number of our Company is U15400TN2008PLC066955. Our Company has its registered office at No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.

### DETAILS W.R.T., MERGER / AMALGAMATION:

Jeyyam Food Park LLP (JFP LLP) was an entity set up during July 2014 under the Limited Liability Partnership Act, 2008, by the then promoters of our Company, to put up a pulses (including chickpea) processing plant with a view to complement the business of our Company which was in to Trading during 2014, by backward integrate into the value chain and enhance the market share of both the entities, visibility and valuation by creation of the brand “Jeyyam”.

However, considering that there would be multiple synergies for growing the business in size by integrating both entities (i.e., our Company and JFP LLP) as a single entity and market the brand at a national level, the then promoters merged JFP LLP into our Company and created a larger entity. The said Amalgamation was approved by the Hon’ble High Court of Judicature of Madras with effect from April 01, 2015 vide order dated March 16, 2016.

Accordingly, the Board of Director of our Company, on March 31, 2016, made a Allotment of 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon’ble High Court of Judicature of Madras vide order dated March 16, 2016. Further all the assets and liabilities of the LLP was amalgamated with our Company.

The Promoters of our Company are Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal, Mrs. Sujathaa Mehta, and Shanti Guru Industries Limited (RCL Retail Private Limited).

*For further details, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page no 171 of this Draft Red Herring Prospectus.*

<b>Brief Information of our Company and Offer</b>	
<b>Registered &amp; Corporate Office</b>	<p><b>Jeyyam Global Foods Limited</b>  <b>Registered Office:</b> No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai – 600 086</p> <p><b>Manufacturing Unit:</b></p> <p>a. Survey No. 421/2, D No. 2/114, 2/115, Tadipatri Road, Karmalavari Palli Village, Mylvaram, YSR, Andhra Pradesh – 516439</p> <p>b. S.F.No.32-34, Deevattipatti Village, Kadayampatti Taluk, Salem, Tamil Nadu, 636351</p> <p><b>Shop:</b> SF.No.1113/1, D.No.II/14-3, II/14-4, II/14-5, II/14-6, Bangalore By Pass Road, Omalur, Salem, Tamil Nadu - 636455</p> <p><b>Branch Office:</b> First, 8-1502 Shop No 3, Seeri Complex, APMC Yard, Raith Bhavan, Kalaburagi, Karnataka – 585104</p> <p><b>Contact Person:</b> Amit Agarwal  <b>Contact Number:</b> 044 – 45054101, 044 – 28351835, +91-9003402000  <b>Email ID:</b> <a href="mailto:info@jeyyamfoods.in">info@jeyyamfoods.in</a>  <b>Investor Grievance ID:</b> <a href="mailto:investor@jeyyamfoods.in">investor@jeyyamfoods.in</a>  <b>Website:</b> <a href="http://www.jeyyamfoods.com">www.jeyyamfoods.com</a></p>
<b>Date of Incorporation</b>	March 24, 2008
<b>Company Registration Number</b>	066955
<b>Corporate Identification Number (CIN)</b>	U15400TN2008PLC066955
<b>Company Category</b>	Company Limited by Shares
<b>Company Sub-category</b>	Indian Non-Government Company
<b>Registrar of Companies (RoC)</b>	<p><b>Registrar of Companies, Chennai</b>  Registrar Of Companies, Block No. 6, B-Wing, Second Floor, Shastri Bhawan 26, Haddows Road, Chennai, Tamil Nadu - 600034  <b>Contact No:</b> 044-28270071/28276654  <b>Email ID:</b> <a href="mailto:roc.chennai@mca.gov.in">roc.chennai@mca.gov.in</a>  <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a></p>
<b>Designated Stock Exchange</b>	<p><b>Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)</b>  Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051  <b>Tel. No:</b> 022 2659 8100/ 2659 8114 / 66418100  <b>Email ID:</b> <a href="mailto:emerge@nse.co.in">emerge@nse.co.in</a>  <b>Website:</b> <a href="http://www.nseindia.com">www.nseindia.com</a></p>
<b>Offer Programme</b>	<p><b>Offer Opens on:</b> [●]  <b>Offer Closes on:</b> [●]</p>
<b>Company Secretary and Compliance Officer</b>	<p><b>Ritika Agarwal</b>  <i>Company Secretary &amp; Compliance Officer</i>  <b>Address:</b> No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu - 600086  <b>Contact Number:</b> 044 – 45054101, 044 – 28351835, +91-9003402000  <b>Email ID:</b> <a href="mailto:companysecretary@jeyyamfoods.in">companysecretary@jeyyamfoods.in</a>  <b>Website:</b> <a href="http://www.jeyyamfoods.com">www.jeyyamfoods.com</a></p>
<b>Chief Financial Officer (CFO)</b>	<p><b>Chinnaponnu Devarajan</b>  <i>Chief Financial Officer</i>  <b>Address:</b> No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu - 600086  <b>Contact Number:</b> 044 – 45054101, 044 – 28351835, +91-9003402000  <b>Email ID:</b> <a href="mailto:devarajanc@jeyyamfoods.in">devarajanc@jeyyamfoods.in</a>  <b>Website:</b> <a href="http://www.jeyyamfoods.com">www.jeyyamfoods.com</a></p>

<b>Statutory &amp; Peer Review Auditor of our Company</b>	<b>A B C D &amp; Co.</b> <i>Statutory &amp; Peer Review Auditor</i> <b>Peer Review Number:</b> 014085 <b>FRN:</b> 016415S <b>Address:</b> No. 79, Peters Road (Opp YMCA Ground Entrance), Royapettah, Chennai – 600 014 <b>Contact Number:</b> +91 – 909407 4747 / +91 – 44 – 4858 1486 <b>Email ID:</b> <a href="mailto:vinay@nics.in">vinay@nics.in</a> <b>Contact Person:</b> CA Vinay Kumar Bachhawat
---	--

#### BOARD OF DIRECTORS OF OUR COMPANY:

Our Company's Board comprises of the following Directors as on the date of this Draft Red Herring Prospectus:


Sr. No.	Name of the Directors	Designation	DIN	Residential Address
1	Amit Agarwal	Managing Director	01653009	NGB Luxabay, Plot No. 4, Villa No. 6, 2/570, Singaravelan Street, Neelankaral, Shollinganalore, Chennai, Tamil Nadu - 600115
2	Shripal Veeramchand Sanghvi	Whole-time director	07788214	14/2, Nadu Kallukara Street, Tiruchirappalli fort, Thiruchirapalli, Tamil Nadu - 620008
3	Sujathaa Mehta	Woman Non-Executive Director	06822171	Old No. 157-158/11, New No. 239-241/11, Sydenhams Road, Periamet, Park Town, Chennai, Tamil Nadu - 600003
4	Vikash Mahipal	Non-Executive Independent Director	10429702	No. 44, Lakshmi Nivas, 7 <sup>th</sup> Floor, A - Block, Marshalls, Road, Egmore, S.O, Chennai, Tamil Nadu - 600008
5	Shanmugam	Non-Executive Independent Director	10299453	Old No. 7, New No. 18, Manivannan Thottam, Near Poes Road, 4 <sup>th</sup> Street, Teynampet S.O. Chennai, Tamil Nadu - 600018

For further details of the Board of Directors, please refer to the chapter titled “Our Management” beginning on page no 179 of this Draft Red Herring Prospectus.

#### DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY:

BOOK RUNNING LEAD MANAGER TO THE OFFER	RTA & REGISTRAR TO THE OFFER
 <p><b>Corpwis Advisors Private Limited</b>  CIN : U74900MH2014PTC322723  <b>Address:</b> G-07, Ground Floor, The Summit Business Park, Andheri Kurla Road, Behind Guru Nanak Petrol Pump, Andheri East, Chakala MIDC, Mumbai, Maharashtra - 400093  <b>Tel. No.:</b> +91 – 22 – 4972 9990  <b>Email ID:</b> <a href="mailto:ipo@corpwis.com">ipo@corpwis.com</a>  <b>Investor Grievance Email ID:</b> <a href="mailto:investors@corpwis.com">investors@corpwis.com</a>  <b>Contact Person:</b> Mr. Vishal Kumar Garg  <b>Website:</b> <a href="http://www.corpwis.com">www.corpwis.com</a>  <b>SEBI Regn. No.:</b> INM000012962</p>	 <p><b>Kfin Technologies Limited</b>  CIN - L72400TG2017PLC117649  <b>Address:</b> Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana, India  <b>Tel. No.:</b> 18003094001  <b>E-mail ID:</b> <a href="mailto:jgfl.ipo@kfintech.com">jgfl.ipo@kfintech.com</a>  <b>Investor Grievance Email ID:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>  <b>Contact person:</b> Mr. M.Murali Krishna  <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a>  <b>SEBI Regn. No.:</b> INR000000221</p>

(Rest of the page is intentionally left blank)

LEGAL ADVISOR TO THE OFFER	STATUTORY AND PEER REVIEWED AUDITORS OF OUR COMPANY*
 <p><b>M V Kini, Law Firm</b>  <b>Address:</b> Kini House, 6/39 Jangpura-B, New Delhi – 110014  <b>Tel:</b> +91-11-2437 1038/39/40  <b>Email ID:</b> <a href="mailto:corporatedelhi@mvkini.com">corporatedelhi@mvkini.com</a>  <b>Website:</b> <a href="http://www.mvkini.com">www.mvkini.com</a>  <b>Contact Person:</b> Vidisha Krishan</p>	<p><b>A B C D &amp; Co.</b>  <b>Statutory &amp; Peer Review Auditor</b>  <b>Peer Review Number:</b> 014085  <b>FRN:</b> 016415S  <b>Address:</b> No.81, Peters Road, Royapettah, Chennai, Tamil Nadu - 600014  <b>Contact Number:</b> 044 - 48581486  <b>Email ID:</b> vinay@nics.in  <b>Contact Person:</b> CA Vinay Kumar Bachhawat</p>
<b>BANKER TO THE OFFER **</b>	<b>BANKERS TO OUR COMPANY***</b>
[●]	[●]
<b>MARKET MAKER****</b>	
[●]	

*\*In accordance with the SEBI (ICDR) Regulations, M/s A B C D & Co., Chartered Accountants, (FRN: 016415S) are being appointed as Peer Review Auditor by the Shareholders of our Company at the Annual General Meeting held on September 30, 2023. M/s A B C D & Co., Chartered Accountants has carried out the restatement of financial statements for the period ended November 30, 2023 and for the financial year ended March 31, 2023, March 31, 2022, and March 31, 2021.*

*\*\* The Banker to the offer (Sponsor Bank) shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

*\*\*\*The Consent from Bankers to our Company is yet to be received, hence the details for the same will be provided at the time of filing the Prospectus with the Registrar of Companies.*

*\*\*\*\* The Market Maker shall be appointed prior to filing of the Prospectus with the Registrar of Companies.*

## **TYPE OF OFFER**

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

## **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES AMONG BOOK RUNNING LEAD MANAGERS**

Since Corpwis Advisors Private Limited (“Corpwis”) is the sole Book Running Lead Manager to the Offer, all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

## **SELF-CERTIFIED SYNDICATE BANKS**

The list of SCSBs notified by SEBI for the ASBA process is available at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, 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 Applicant (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 <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, or at such other websites as may be prescribed by SEBI from time to time.

## **SCSBS AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM**

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 Applicants may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) 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 available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>, respectively. 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.

### **SYNDICATE SCSB BRANCHES**

In relation to Application Forms 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 (<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. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **REGISTERED BROKERS**

Applicants can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. 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 respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

### **REGISTRAR AND SHARE TRANSFER AGENTS**

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at <https://www.bseindia.com/Static/PublicIssues/RtaDp.aspx> and [http://www.nseindia.com/products/content/equities/ipo/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipo/asba_procedures.htm), respectively, as updated from time to time..

### **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **BROKERS TO THE OFFER**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Offer.

### **CREDIT RATING**

As this is an issue of Equity Shares, there is no credit rating for this Offer.

### **IPO GRADING**

Since the offer 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**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, appointment of monitoring agency is required only if Issue size exceeds ₹ 100 Crores. Hence, our Company is not required to appoint a monitoring agency in relation to the offer.



Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

#### **FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations. However, pursuant to Regulation 246(5) of the SEBI (ICDR) Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in soft form.

Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring 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 documents required to be filed under Section 26 of the Companies Act, 2013 will be filed online with the Registrar of Companies, Chennai, situated at Registrar of Companies, Block No. 6, B-Wing, Second Floor, Shastri Bhawan 26, Haddows Road, Chennai, Tamil Nadu – 600034 at least (3) three working days prior from the date of opening of the Offer.

#### **APPRAISING ENTITY**

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

#### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Offer.

#### **EXPERT OPINION**

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

Our Company has received written consent dated April 03, 2024 from M/s ABCD & Co., Chartered Accountants, to include their name in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus as Statutory Auditor and Expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, to the extent and in their capacity as an Statutory Auditor in relation to the Restated Financial Statements and report thereon, the Statement of Tax Benefits and various other certificates issued in relating to this Offer and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated March 27, 2024 from Mr. K. Karthikeyan, Chartered Engineer, Registration No. M1701252 to include their name as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of certificates issued by him to our Company and disclosed in the Draft Red Herring Prospectus/ Red Herring Prospectus. Such consents have not been withdrawn up to the time of delivery of the Prospectus for filing with the RoC. It is clarified, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

*(Rest of the page is intentionally left blank)*

## 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 Draft Red Herring Prospectus:

Name of the Auditor	Appoint ment/ Resignation	Date of Appointment / Resignation	Reason
<b>ABCD &amp; Co.</b> <b>Peer Review Number:</b> 014085 <b>FRN:</b> 016415S <b>Address:</b> No.81, Peters Road, Royapettah, Chennai, Tamil Nadu - 600014 <b>Email ID:</b> <a href="mailto:vinay@nics.in">vinay@nics.in</a>	Appointment	September 30, 2023	Appointment as the Statutory Auditor of our Company for five Financial Years starting from April 01, 2023, to March 31, 2028, to fill up the Casual Vacancy caused by R Rishab Nahar & Co.
R Rishab Nahar & Co. <b>Membership No.:</b> 241898 <b>Address:</b> No.297, (New. No. 591), 1st Floor, Nehru Timber Market, Sydenhams Road, Choolai, Chennai, Tamil Nadu - 600112 <b>Email ID:</b> <a href="mailto:rishabnahar@smcca.in">rishabnahar@smcca.in</a>	Resignation	September 30, 2023	The Auditors did not have a peer review certificate issued by ICAI
R Rishab Nahar & Co. <b>Membership No.:</b> 241898 <b>Address:</b> No.297, (New. No. 591), 1st Floor, Nehru Timber Market, Sydenhams Road, Choolai, Chennai, Tamil Nadu - 600112 <b>Email ID:</b> <a href="mailto:rishabnahar@smcca.in">rishabnahar@smcca.in</a>	Re-appointment	November 29, 2021	Re- appointment as the Statutory Auditor of our Company for five Financial Years starting from April 01, 2021, to March 31, 2026.
R Rishab Nahar & Co. <b>Membership No.:</b> 241898 <b>Address:</b> No.297, (New. No. 591), 1st Floor, Nehru Timber Market, Sydenhams Road, Choolai, Chennai, Tamil Nadu - 600112 <b>Email ID:</b> <a href="mailto:rishabnahar@smcca.in">rishabnahar@smcca.in</a>	Appointment	July 12, 2021	Appointment as the Statutory Auditor of our Company for filling up the casual vacancy caused by Sidharth Mehta & Co.
Sidharth Mehta & Co. <b>FRN:</b> 008108S <b>Address:</b> No 297, New No 561, Nehru Timber Markets, Choolai, Chennai, Tamil Nadu - 600112. <b>Email ID:</b> <a href="mailto:mehta@smcca.in">mehta@smcca.in</a>	Resignation	July 09, 2021	Pre-occupation with other assignments

## WITHDRAWAL OF THE OFFER

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this offer at any time after the Offer Opening Date, but before our Board meeting for Allotment without assigning reasons thereof.

If our Company withdraws the Offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-offer advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Offer after the Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which our Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the Offer Closing Date.

#### UNDERWRITING AGREEMENT

This Offer is 100% Underwritten. The Underwriting agreement has been entered on [●]. 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 offered through this Offer:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% Of the total Offer Size Underwritten
[●]	[●]	[●]	[●]

In the opinion of our Board of Directors of our Company, the resources of the abovementioned Underwriter are sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

#### DETAILS OF MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated [●] with [●], the Market Maker for this Offer, duly registered with NSE EMERGE to fulfil the obligations of Market Making for the Offer:

<b>Name</b>	[●]
<b>Correspondence Address</b>	[●]
<b>Contact No.</b>	[●]
<b>Fax No.</b>	[●]
<b>E-Mail</b>	[●]
<b>Website</b>	[●]
<b>Contact Person</b>	[●]
<b>SEBI Registration No.</b>	[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

*(Rest of the page is intentionally left blank)*

## CAPITAL STRUCTURE

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

(Amount in Lakhs)

Sr. No.	Particulars	Aggregate Nominal Value/ Face Value (₹ in Lakhs)	Aggregate Value at Offer Price * (₹ in Lakhs)
<b>A.</b>	<b>Authorized Share Capital</b>		
	5,00,00,000 Equity Shares of ₹5/- each	2,500.00	-
<b>B.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the offer</b>		
	3,54,07,956 Equity Shares	1,770.40	-
<b>C.</b>	<b>Present offer in terms of this Draft Red Herring Prospectus Upto 1,34,32,000 Equity Shares having Face Value of ₹ 5/- each at a price of ₹ [●] each</b>		
	<b>Consisting of:</b>		
	Fresh Public Issue up to 1,20,88,800 Equity Shares <sup>(1)</sup> face value of ₹ 5/- each at a Premium of ₹ [●] per share	604.44	[●]
	Offer for Sale of upto 13,43,200 Equity Shares <sup>(2)</sup> of face value of ₹ 5/-each at a Premium of ₹ [●] per share	67.16	[●]
	<b>Which Comprises:</b>		
	[●] Equity Shares at an Offer Price of ₹ [●] /- per Equity Share is reserved as Market Maker Portion <sup>(3)</sup>	33.60	[●]
	Net Offer to Public of [●] Equity Shares at an Offer Price of ₹ [●] /- per Equity Share to the Public	638.00	[●]
	<b>Of the Net Offer to the Public <sup>(4)</sup></b>		
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Retail Individual Investors	[●]	[●]
	At least [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs will be available for allocation to Qualified Institutional Buyers, five per cent. of which shall be allocated to mutual funds	[●]	[●]
	<b>D.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Offer</b>	
4,74,96,756 Equity Shares of face value of ₹5/- each			[●]
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Offer	996.88 <sup>(6)</sup>	
	After the Offer		[●]

\* To be updated upon finalization of the Offer Price and subject to the Basis of Allotment.

(1) The Offer has been authorised by the Board of Directors vide a resolution passed at its meeting held on April 01, 2024, and by the Shareholders of our Company vide special resolution passed pursuant to Section 62(1) of the Companies Act, 2013 at the EGM held on April 02, 2024.

(2) The Selling Shareholder have confirmed and approved his participation in the Offer for Sale and his eligibility to participate in the Offer for Sale in accordance with the SEBI ICDR Regulations for an aggregate of 13,43,200 Equity Shares. The Offer for Sale has been authorized by the Selling Shareholders by their consent letter dated April 01, 2024.

(3) At least five per cent. Offer Size is reserved for Market Maker.

(4) The allocation in the net offer category shall be as follows:

- a) not less than thirty five per cent. to retail individual investors;
- b) not less than fifteen per cent. to non-institutional investors;
- c) not more than fifty per cent. to qualified institutional buyers, five per cent. of which shall be allocated to mutual funds;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Provided further that in addition to five per cent. allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

(5) Our Company does not intend to undertake any Pre – IPO Placement.

(6) Data as certified by Statutory Auditor, M/s. A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN – 24214520BKCWQH3662

## CLASS OF SHARES

Our Company has only one class of share capital i.e., Equity Shares of face value of ₹5.00/- each only.

Pursuant to Shareholders' resolution passed at the Extra Ordinary General Meeting held on March 30, 2024, equity shares of face value of ₹10/- each of our Company were sub-divided into equity shares of face value of ₹5/- each. Consequently, the issued and subscribed share capital of our Company comprising 1,77,03,978 equity shares of face value of ₹ 10 each was sub-divided into 3,54,07,956 equity shares of face value of ₹ 5 each.

All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

## NOTES TO CAPITAL STRUCTURE

### 1. Details of changes in Authorized Share Capital of our Company since incorporation:

At the time of incorporation of our Company, the Authorized Share Capital of our Company was ₹ 1,00,000 consisting of 10,000 Equity Shares of ₹ 10/- each.

Further Authorized Share Capital of our Company has been altered in the manner set forth below:

Date of Amendment / Shareholders' Resolution	Nature of Amendment	AGM/ EGM
February 28, 2009	The Authorized Share Capital of our Company was increased from ₹ 1,00,000/- divided into 10,000 Equity shares of ₹ 10/- each to ₹ 10,00,000/- divided into 1,00,000 Equity shares of ₹ 10/- each.	EGM
April 11, 2016	The Authorized Share Capital of our Company was increased from ₹ 10,00,000/- divided into 1,00,000 Equity shares of ₹ 10/- each to ₹ 22,00,000/- divided into 2,20,000 Equity shares of ₹10/- each.	EGM
May 26, 2021	The Authorized Share Capital of our Company was increased from ₹ 22,00,000/- divided into 2,20,000 Equity shares of ₹ 10/- each to ₹ 65,00,000/- divided into 6,50,000 Equity shares of ₹ 10/- each.	EGM
October 26, 2023	The Authorized Share Capital of our Company was increased from ₹ 65,00,000/- divided into 6,50,000 Equity shares of ₹ 10/- each to ₹ 25,00,00,000/- divided into 2,50,00,000 Equity shares of ₹ 10/- each.	EGM
March 30, 2024	The Equity shares of face value of ₹ 10/- each of our Company were sub-divided into equity shares of face value of ₹ 5/- each. Consequently 2,50,00,000 Equity shares of ₹ 10/- each was sub-divided in to 5,00,00,000 Equity shares of ₹ 5/- each	EGM

All the details w.r.t. to the above stated changes in the Authorised Share Capital of our company is updated with MCA and the same is reflecting on the MCA Portal.

### 2. Share Capital History:

History of Issued, Subscribed and Paid-Up Equity Share Capital of our Company.

The following table sets forth the history of the Issued, Subscribed and Paid-Up Equity Share Capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value per Equity Share (In ₹)	Issue Price per Equity Share (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (In ₹)
March 17, 2008 (On incorporation) <sup>(1)</sup>	10,000	10/-	10/-	Cash	Subscription to MoA	10,000	1,00,000

Date of Allotment	No. of Equity Shares allotted	Face Value per Equity Share (In ₹)	Issue Price per Equity Share (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (In ₹)
August 03, 2009 <sup>(2)</sup>	50,000	10/-	10/-	Cash	Right Issue	60,000	6,00,000
March 31, 2016 <sup>(3)</sup>	272	10/-	366/-	Other than Cash	Allotment pursuant to Amalgamation	60,272	6,02,720
April 25, 2016 <sup>(4)</sup>	1,59,364	10/-	366/-	Cash	Right Issue	2,19,636	21,96,360
June 05, 2021 <sup>(5)</sup>	2,69,434	10/-	557/-	Cash	Right Issue	4,89,070	48,90,700
July 09, 2021 <sup>(6)</sup>	1,21,412	10/-	557/-	Cash	Private Placement	6,10,482	61,04,820
January 05, 2024 <sup>(7)</sup>	1,70,93,496	10/-	Nil	Other than Cash	Bonus Issue	1,77,03,978	17,70,39,780
March 30, 2024	* Pursuant to Shareholders' resolution passed at the Extra Ordinary General Meeting held on March 30, 2024, equity shares of face value of ₹ 10 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising of 1,77,03,978 equity shares of face value of ₹ 10 each amounting to ₹ 17,70,39,780/- was sub-divided into 3,54,07,956 equity shares of face value of ₹ 5 each amounting to ₹ 17,70,39,780/-.						
<b>Total</b>	<b>3,54,07,956*</b>	<b>5/-*</b>					<b>17,70,39,780</b>

Note:

All the above-mentioned shares are fully paid up since the date of allotment.

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

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1.	Lakshmi Narayanan Seshadri	10/-	10/-	Subscription to MoA	9,900
2.	Krishnamoorthy Raajaram				100
	<b>Total</b>				<b>10,000</b>

(2) Allotment of shares dated August 03, 2009:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Elangovan Varadarajan	10/-	10/-	Right Issue	25,000
2	Palanisamy Manickam				25,000
	<b>Total</b>				<b>50,000</b>

(3) Allotment of shares dated March 31, 2016:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Thilagavathi	10/-	366/-	Allotment of shares pursuant to amalgamation	136
2	Saravanan Shrruthi				136
	<b>Total</b>				<b>272</b>

Note: Allotment of 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016. For details in relation to the scheme of amalgamation, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years", on page 175

(4) Allotment of shares dated April 25, 2016:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Thilagavathi	10/-	366/-	Right Issue	1,44,490
2	Saravanan Shrruthi				14,874
	<b>Total</b>				<b>1,59,364</b>

(5) Allotment of shares dated June 05, 2021:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment*	Number of Equity Shares Allotted
1	Shripal Sanghvi Veeram Chand	10/-	557/-	Right Issue	1,47,138
2	Sujathaa Mehta				63,703
3	Arihant Mehta				19,531

4	Shreyans Mehta				19,531
5	Simran Sureshchand				19,531
		<b>Total</b>			<b>2,69,434</b>

(6) Allotment of shares dated July 09, 2021:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares Allotted
1	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	10/-	557/-	Private Placement	1,21,412
		<b>Total</b>			<b>1,21,412</b>

(7) Allotment of shares dated January 05, 2024:

Sr. No.	Name of the Allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment *	Number of Equity Shares Allotted
1	Shripal Veeramchand Sanghvi	10/-	Nil	Bonus issue	41,22,664
2	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)				33,99,536
3	Amit Agarwal				25,64,016
4	Sujathaa Mehta				10,68,340
5	Siddharth Mehta				13,66,456
6	Shreyans Mehta				10,68,340
7	Arihanth Mehta				10,68,340
8	Simran Sureshchand				10,68,340
9	Ram Prashanth				5,12,792
10	Harssh N Jain				3,41,880
11	S Shankesh				2,56,396
12	Sowrab				2,56,396
		<b>Total</b>			<b>1,70,93,496</b>

\* Bonus Ratio: Ratio of Bonus Issue was 28:1 i.e (Twenty-Eight (28) fully paid-up Equity Shares for every One (1) fully paid-up Equity Share held). The Bonus issue was approved and proposed by the Board of Directors of our Company at the meeting of Board of Directors held on January 04, 2024 and the same was approved by the Shareholders of our Company at the Extra Ordinary General Meeting held on January, 05, 2024 vide passing of Special Resolution. Our Company has utilized ₹ 17,09,34,960 of the Free Reserve standing in the Books of Accounts as on March, 31, 2024 towards the Bonus Issue. The shares issued in the aforementioned Bonus Issue are eligible for minimum Promoters Contribution.

### 3. Issue of Equity shares for consideration other than cash:

Except as set out below, we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares allotted	Face Value* (In ₹)	Issue Price (In ₹)	Consideration	Reason for Allotment	Benefits accrued to company	Allottees	No of shares allotted
March 31, 2016	272	10/-	366	Other than Cash	Allotment of shares pursuant to amalgamation	Amalgamation of M/s. Jeyyam Food Park LLP with our Company **	Thilagavathi	136
							Saravanan Shrruthi	136
January 05, 2024	1,70,93,496	10/-	NIL	NIL	Bonus issue	Capitalization of Reserves and Surplus	Shripal Veeramchand Sanghvi	41,22,664
							Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	33,99,536
							Amit Agarwal	25,64,016
							Sujathaa Mehta	10,68,340
							Siddharth Mehta	13,66,456
							Shreyans Mehta	10,68,340
							Arihanth Mehta	10,68,340
							Simran Sureshchand	10,68,340
							Ram Prashanth	5,12,792
							Harssh N Jain	3,41,880
							S Shankesh	2,56,396
							Sowrab	2,56,396



*\*Pursuant to Shareholders' resolution passed at the Extra Ordinary General Meeting held on March 30, 2024, equity shares of face value of ₹ 10 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 1,77,03,978 equity shares of face value of ₹ 10 each was sub-divided into 3,54,07,956 equity shares of face value of ₹ 5 each.*

*\*\* Allotment of 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016. For details in relation to the scheme of amalgamation, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years", on page 175*

4. Our company has not revalued our assets since inception and has not issued any Equity Shares by capitalizing any revaluation reserves.
5. Our Company on March 31, 2016, has allotted 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016. Except the above issue our Company has not issued any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable. For details in relation to the scheme of amalgamation, see "History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last ten years", on page 175.
6. Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.
7. Our Company has not issued any Equity shares at price below Issue Price within last one (1) year from the date of this Draft Red Herring Prospectus except as mentioned below:

Date of Allotment	Number of Equity Shares allotted	Face Value* (In ₹)	Issue Price (In ₹)	Whether part of Promoter group	Reason for Allotment	Benefits accrued to company	Allottees	No of shares allotted
January 05, 2024	1,70,93,496	10/-	NIL	Promoter	Bonus issue	Capitalization of Reserves and Surplus	Shripal Veeramchand Sanghvi	41,22,664
				Promoter			Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	33,99,536
				Promoter			Amit Agarwal	25,64,016
				Promoter			Sujathaa Mehta	10,68,340
				Promoter Group			Siddharth Mehta	13,66,456
				Promoter Group			Shrreyans Mehta	10,68,340
				Promoter Group			Arihanth Mehta	10,68,340
				Promoter Group			Simran Sureshchand	10,68,340
				Non-Promoter			Ram Prashanth	5,12,792
				Non-Promoter			Harssh N Jain	3,41,880
				Non-Promoter			S Shankesh	2,56,396
				Non-Promoter			Sowrab	2,56,396

*(Rest of the page is intentionally left blank)*



## 8. Shareholding Pattern of our Company:

The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring 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)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)			Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		Total as a % of (A+B+C)				No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (Sb)
								Class: X	Class: Y									
A1	Promoters & Promoters Group	8	3,25,75,352	-	-	3,25,75,352	92.00%	3,25,75,352	-	3,25,75,352	92.00%	-	-	-	-	-	-	3,25,75,352
B	Public	4	28,32,604	-	-	28,32,604	8.00%	28,32,604	-	28,32,604	8.00%	-	-	-	-	-	-	28,32,604
C	Non- Promoters- Non-Public																	
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>12</b>	<b>3,54,07,956</b>	<b>-</b>	<b>-</b>	<b>3,54,07,956</b>	<b>100%</b>	<b>3,54,07,956</b>	<b>-</b>	<b>3,54,07,956</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,54,07,956</b>

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares.

Notes –

- As on date of this Draft Red Herring Prospectus, one (1) Equity share holds one (1) vote.
- The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- Pursuant to Shareholders’ resolution passed at the Extra Ordinary General Meeting held on March 30, 2024, equity shares of face value of ₹ 10 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 1,77,03,978 equity shares of face value of ₹ 10 each was sub-divided into 3,54,07,956 equity shares of face value of ₹ 5 each.
- We have entered into tripartite agreement with CDSL and NSDL.

9. **Details of Shareholding of the major shareholders of our Company**

- a. Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of our Company and the number of Equity Shares held by them as on the date of filing of this Draft Red Herring Prospectus

Name of Shareholders	Number of Equity Shares of Face value ₹5 each	% of the Pre- Offer share capital
<b>Promoters</b>		
Shripal Veeramchand Sanghvi	85,39,804	24.12%
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	19.89%
Amit Agarwal	53,11,176	15.00%
Sujathaa Mehta	22,12,990	6.25%
<b>Promoter Group</b>		
Siddharrth Mehta	28,30,516	7.99%
Shreyans Mehta	22,12,990	6.25%
Arihanth Mehta	22,12,990	6.25%
Simran Sureshchand	22,12,990	6.25%
<b>Public</b>		
Ram Prashanth	10,62,212	3.00%
Harssh N Jain	7,08,180	2.00%
S Shankesh	5,31,106	1.50%
Sowrab	5,31,106	1.50%
<b>Total</b>	<b>3,54,07,956</b>	<b>100%</b>

- b. None of the shareholders of our Company holding 1% or more of the paid-up capital of our Company as on the date of the filing of this Draft Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan, or other instrument.
- c. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them 10 (Ten) days prior to the date of filing of this Draft Red Herring Prospectus:

Name of Shareholders	Number of Equity Shares of Face value ₹5 each <sup>(1)</sup>	% of the Share Capital <sup>(1)</sup>
<b>Promoters</b>		
Shripal Veeramchand Sanghvi	85,39,804	24.12%
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	19.89%
Amit Agarwal	53,11,176	15.00%
Sujathaa Mehta	22,12,990	6.25%
<b>Promoter Group (other than Promoter)</b>		
Siddharrth Mehta	28,30,516	7.99%
Shreyans Mehta	22,12,990	6.25%
Arihanth Mehta	22,12,990	6.25%
Simran Sureshchand	22,12,990	6.25%
<b>Public</b>		
Ram Prashanth	10,62,212	3.00%
Harssh N Jain	7,08,180	2.00%
S Shankesh	5,31,106	1.50%
Sowrab	5,31,106	1.50%
<b>Total</b>	<b>1,77,03,978</b>	<b>100%</b>

Note:

<sup>(1)</sup> Details of shares held on April 06, 2024, Pursuant to Shareholders' resolution passed at the Extra Ordinary General Meeting held on March 30, 2024, equity shares of face value of ₹ 10 each of our Company were sub-divided into equity shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 1,77,03,978 equity shares of face value of ₹ 10 each was sub-divided into 3,54,07,956 equity shares of face value of ₹ 5 each.

<sup>(2)</sup> There are no vested outstanding options.

- d. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (1) year prior to filing of this Draft Red Herring Prospectus:

Name of Shareholders	Number of Equity Shares of Face value ₹10 each <sup>(1)</sup>	% of the Share Capital <sup>(1)</sup>
<b>Promoters</b>		
Krishnasamy Saravanan	3,11,831	51.08%
Shripal Veeramchand Sanghvi	1,47,238	24.12%
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	1,21,412	19.89%
<b>Promoter Group (other than Promoter)</b>		
Simran Sureshchand	19,631	3.22%
Shreyans Mehta	7,283	1.19%
Arihant Mehta	3,086	0.51%
Praveena S	1	0.00%
<b>Total</b>	<b>6,10,482</b>	<b>100.00%</b>

Note:

<sup>(1)</sup> Details of shares held on April 16, 2023

<sup>(2)</sup> There are no vested outstanding options.

- e. Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (2) years prior to the date of filing of this Draft Red Herring Prospectus:

Name of Shareholders	Number of Equity Shares of Face value ₹10 each <sup>(1)</sup>	% of the Share Capital <sup>(1)</sup>
<b>Promoters</b>		
Krishnasamy Saravanan	3,11,832	51.08%
Shripal Veeramchand Sanghvi	1,47,238	24.12%
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	1,21,412	19.89%
<b>Promoter Group (other than Promoter)</b>		
Simran Sureshchand	19,631	3.22%
Shreyans Mehta	7,283	1.19%
Arihant Mehta	3,086	0.51%
<b>Total</b>	<b>6,10,482</b>	<b>100.00%</b>

Note:

<sup>(1)</sup> Details of shares held on April 16, 2022

<sup>(2)</sup> There are no vested outstanding options.

- f. Our Company has not made any public offer (including any rights issue to the public) since its incorporation.
- g. Our Company does not have any intention or proposal to alter its capital structure within a period of six (6) months from the date of opening of the Offer by way of split/consolidation of the denomination of Equity Shares or Right Issue of Equity Shares whether preferential or bonus, rights, or further public issue basis. (Including issue of securities convertible into or exchangeable, directly, or indirectly for Equity Shares), whether on a private placement basis / preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

(Rest of the page is intentionally left blank)

## 10. Details of Build-up of our Promoter's shareholding:

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company i.e. Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal, Mrs. Sujathaa Mehta and Shanti Guru Industries Limited (Formerly known as RCL Retail Limited), holds 2,31,05,866 Equity Shares, equivalent to 65.26 % of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and none of the Equity Shares held by the Promoters are subject to any pledge.

All the Equity Shares held by our Promoters as detailed herein below, were fully paid-up on the respective dates of allotment of such Equity Shares.

Set forth below are the details of the build – up of our Promoter' shareholding in our Company since incorporation:

### a. Shripal Veeramchand Sanghvi:

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre- offer Share Holding %	Post- offer Share Holding%
October 09, 2019	100	10/-	10/-	Cash	Transfer of Shares from Thilagavathi	Negligible	Negligible
June 05, 2021	1,47,138	10/-	557/-	Cash	Right Issue	0.83	0.62
January 05, 2024	41,22,664	10/-	NIL	Capitalization of Reserves & Surplus	Bonus Issue	23.29	17.36
March 30, 2024	* Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the cumulative number of issued, subscribed and paid-up equity shares held by Mr. Shripal Veeramchand Sanghvi pursuant to sub-division was 85,39,804 Equity Shares of face value of ₹5 each.						
<b>Total</b>	<b>85,39,804*</b>	<b>5/-*</b>				<b>24.12</b>	<b>17.98</b>

### b. Shanti Guru Industries Limited (Formerly known as RCL Retail Limited):

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre- offer Share Holding %	Post- offer Share Holding%
July 09, 2021	1,21,412	10/-	557/-	Cash	Private Placement	0.69	0.51
January 05, 2024	33,99,536	10/-	NIL	Capitalization of Reserves & Surplus	Bonus Issue	19.20	14.31
March 30, 2024	* Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the cumulative number of issued, subscribed and paid-up equity shares held by Shanti Guru Industries Limited pursuant to sub-division was 70,41,896 Equity Shares of face value of ₹5 each.						
<b>Total</b>	<b>70,41,896*</b>	<b>5/-*</b>				<b>19.89</b>	<b>14.83</b>

\*For Details regarding the Beneficial Owners of the Corporate Promoter, kindly refer the head "Promoters of Shanti Guru Industries Limited" in the Promoter and Promoter Group Chapter on page number 203

### c. Amit Agarwal:

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre- offer Share Holding %	Post- offer Share Holding%
May 09, 2023	91,572	10/-	998/-	Cash	Transfer of Shares from Krishnasamy Saravanan	0.52	0.39
January 05, 2024	25,64,016	10/-	NIL	Capitalization of Reserves & Surplus	Bonus Issue	14.48	10.80
March 30, 2024	* Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the cumulative number of issued, subscribed and paid-up equity shares held by Amit Agarwal pursuant to sub-division was 53,11,176 Equity Shares of face value of ₹5 each.						
<b>Total</b>	<b>53,11,176*</b>	<b>5/-*</b>				<b>15.00</b>	<b>11.18</b>

### d. Sujathaa Mehta:

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value per Equity Share (₹)	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Pre- offer Share Holding %	Post- offer Share Holding%
October 09, 2019	100	10/-	10/-	Cash	Transfer of Shares from Thilagavathi	Negligible	Negligible
June 05, 2021	63,703	10/-	557/-	Cash	Right Issue	0.36	0.27
March 15, 2022	(63,803)	10/-	557/-	Cash	Transfer of Shares to Thilagavathi	(0.36)	(0.27)

May 10, 2023	38,154	10/-	998/-	Cash	Transfer of Shares from Krishnasamy Saravanan	0.22	0.16
May 10, 2023	1	10/-	998/-	Cash	Transfer of Shares from Praveena S	Negligible	Negligible
January 05, 2024	10,68,340	10/-	NIL	Capitalization of Reserves & Surplus	Bonus Issue	6.03	4.50
March 30, 2024	* Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the cumulative number of issued, subscribed and paid-up equity shares held by Aujathaa Mehta pursuant to sub-division was 22,12,990 Equity Shares of face value of ₹5 each.						
<b>Total</b>	<b>22,12,990*</b>	<b>5/-*</b>				<b>6.25</b>	<b>4.66</b>

## 11. Cost of Acquisition

### a. Average Cost of Acquisition

The average cost of acquisition of Equity Shares for our Promoter, Promoter Group & Selling Shareholders as on the date of the Draft Red Herring Prospectus is as set out below:

Name of the Promoter, Promoter Group & Selling Shareholder	No. of Shares held	Average Cost of Acquisition per Share (In ₹)*
<b>Promoter</b>		
Shripal Veeramchand Sanghvi (Promoter Selling Shareholder)	85,39,804	9.60
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	9.60
Amit Agarwal	53,11,176	17.21
Sujathaa Mehta	22,12,990	17.18
<b>Promoter Group (other than Promoter)</b>		
Shreyans Mehta	22,12,990	15.73
Arihant Mehta	22,12,990	16.57
Simran Sureshchand	22,12,990	13.27
Siddharth Mehta	28,30,516	17.21

\* As certified by Statutory Auditor, A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN – 24214520BKCWQR5141.

### b. Weighted Average Cost of Acquisition by Promoters in last one year:

The weighted average price at which Equity Shares were acquired by our Promoters in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Sr No	Name of the Promoter	Shripal Veeramchand Sanghvi	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	Amit Agarwal	Sujathaa Mehta
<b>A</b>	<b>No of Shares Acquired</b>				
	From transfers			91,752	38,155
	From Bonus Issue *	41,22,664	33,99,536	25,64,016	10,68,340
	From Split**	41,22,664	33,99,536	26,55,588	11,06,495
	<b>Total No. of Shares acquired</b>	<b>82,45,328</b>	<b>67,99,072</b>	<b>53,11,176</b>	<b>22,12,990</b>
<b>B</b>	<b>Cost of Acquisition (in Rs)</b>				
	From transfers	-	-	9,13,88,856	3,80,78,690
	From Bonus Issue *	-	-	-	-
	From Split**	-	-	-	-
	<b>Total Cost of Acquisition</b>	<b>-</b>	<b>-</b>	<b>9,13,88,856</b>	<b>3,80,78,690</b>
<b>C</b>	<b>Weighted Average Price per equity share (total C/A) (in Rs)#</b>	<b>-</b>	<b>-</b>	<b>17.21</b>	<b>17.21</b>

\*The Board of Directors vide passing of Board Resolution on January 05,2024, allotted 1,70,93,496 Equity Shares via Bonus Issue in the ratio of Twenty Eight (28) Equity Shares for every one (1) existing fully paid up Equity Share.

*\*\* Our Company has split the shares vide passing Resolution at Extraordinary General Meeting held on 30<sup>th</sup> March 2024, by sub division of 1 (One) Equity Share of our Company having Face Value of Rs 10/- each (Rupees Ten Only) into 2(two) Equity Share having Face Value of Rs 5/-(Rupees Five Only) each*

*#As certified by statutory auditors, M/s A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 UDIN – 24214520BKCWQS2156.*

**C. Weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Red Herring Prospectus:**

Period	Weighted Average cost of acquisition (in ₹)#
Last 1 year	8.94
Last 18 months	8.94
Last 3 year	15.95

*#As certified by statutory auditors, M/s A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN: 24214520BKCWQT3356.*

12. As on the date of this Draft Red Herring Prospectus, our Company has 12 Members/Shareholders

13. Shareholding of our Promoters and Promoter Group

The details of shareholding of our Promoters, and the Promoter Group (other than our Promoters) as on the date of this Draft Red Herring Prospectus are set forth below:

Particulars	Pre- Offer Shareholding		Post- Offer Shareholding	
	Number of Shares of Face value ₹5 each	Percentage holding	Number of Shares of Face value ₹5 each	Percentage holding
<b>Promoters</b>				
Shripal Veeramchand Sanghvi	85,39,804	24.12%	71,96,604 *	15.15
Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	19.89%	70,41,896	14.83
Amit Agarwal	53,11,176	15.00%	53,11,176	11.18
Sujathaa Mehta	22,12,990	6.25%	22,12,990	4.66
<b>Total Promoters Shareholding (A)</b>	<b>2,31,05,866</b>	<b>65.26%</b>	<b>2,17,62,666</b>	<b>45.82</b>
<b>Promoter Group (other than Promoter)</b>				
Siddharth Mehta	28,30,516	7.99%	28,30,516	5.96
Shreyans Mehta	22,12,990	6.25%	22,12,990	4.66
Arihanth Mehta	22,12,990	6.25%	22,12,990	4.66
Simran Sureshchand	22,12,990	6.25%	22,12,990	4.66
<b>Total Promoter Group Shareholding (B)</b>	<b>94,69,486</b>	<b>26.74%</b>	<b>94,69,486</b>	<b>19.94</b>
<b>Total Promoters &amp; Promoters Group (A+B)</b>	<b>3,25,75,352</b>	<b>92.00%</b>	<b>3,12,32,152</b>	<b>65.76</b>

*\* Shripal Veeramchand Sanghvi, the Promoter Selling Shareholder have confirmed and approved his participation in the Offer for Sale for an aggregate of 13,43,200 Equity Shares.*

*(Rest of the page is intentionally left blank)*

14. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoter / Promoter Group / the directors of our company which is a promoter of our Company / the directors of the our Company and their relatives within six months immediately preceding the date of this Draft Red Herring Prospectus.

Date of Allotment/ Transfer	Name of Shareholder	No. of Equity Share	Face value	Transaction Price per share	Allotment/ Acquire/ Transfer	Category of Promoters/ Promoter Group/ Director
January 05, 2024	Shripal Veeramchand Sanghvi	41,22,664	10/-	NIL	Allotment via Bonus	Promoter and WTD
January 05, 2024	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	33,99,536	10/-	NIL	Allotment via Bonus	Promoter
January 05, 2024	Amit Agarwal	25,64,016	10/-	NIL	Allotment via Bonus	Promoter and MD
January 05, 2024	Sujathaa Mehta	10,68,340	10/-	NIL	Allotment via Bonus	Promoter and Non Executive Director
January 05, 2024	Siddharrth Mehta	13,66,456	10/-	NIL	Allotment via Bonus	Promoter Group
January 05, 2024	Shreyans Mehta	10,68,340	10/-	NIL	Allotment via Bonus	Promoter Group
January 05, 2024	Arihanth Mehta	10,68,340	10/-	NIL	Allotment via Bonus	Promoter Group
January 05, 2024	Simran Sureshchand	10,68,340	10/-	NIL	Allotment via Bonus	Promoter Group
May 10, 2024	Sujathaa Mehta	38,154	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter and Non Executive Director
May 10, 2024	Sujathaa Mehta	1	10/-	998/-	Transfer of Shares from Praveena S	Promoter Group
May 10, 2024	Siddharrth Mehta	48,802	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter Group
May 10, 2024	Shreyans Mehta	30,872	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter Group
May 10, 2024	Arihanth Mehta	35,069	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter Group
May 10, 2024	Simran Sureshchand	18,524	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter Group
May 09, 2024	Amit Agarwal	91,572	10/-	998/-	Transfer of Shares from Krishnasamy Saravanan	Promoter Group
May 06, 2024	Krishnasamy Saravanan	12,210	10/-	998/-	Transfer of shares to Harssh N Jain	Ex-Promoter
May 06, 2024	Krishnasamy Saravanan	9,157	10/-	998/-	Transfer of shares to S Shankesh	Ex-Promoter
May 06, 2024	Krishnasamy Saravanan	9,157	10/-	998/-	Transfer of shares to Sowrab	Ex-Promoter
May 06, 2024	Krishnasamy Saravanan	18,314	10/-	998/-	Transfer of shares to Ram Prashanth	Ex-Promoter
April 12, 2014	Krishnasamy Saravanan	1	10/-	NIL	Trasnfer of Shares to Ms. Praveena S by way of Gift	Ex-Promoter
March 15, 2022	Krishnasamy Saravanan	40,110	10/-	NIL	Trasnfer of Shares from Ms. Shrruthi Saravanan by way of Gift	Ex-Promoter
March 15, 2022	Krishnasamy Saravanan	2,71,722	10/-	NIL	Trasnfer of Shares from Mrs. Thilagavati Saravanan by way of Gift	Ex-Promoter
March 15, 2022	Sujathaa Mehta	63,803	10/-	557/-	Transfer of shares to Thilagavati Saravanan	Promoter and Non Executive Director
March 15, 2022	Arihanth Mehta	16,545	10/-	557/-	Transfer of shares to Thilagavati Saravanan	Promoter Group
March 15, 2022	Shreyans Mehta	12,238	10/-	557/-	Transfer of shares to Thilagavati Saravanan	Promoter Group
July 09, 2021	Shanti Guru Industries Limited (Formerly	1,21,412	10/-	557/-	Private Placement	Promoter

	known as RCL Retail Limited)					
June 06, 2021	Shripal Sanghvi Veeram Chand	1,47,138	10/-	557/-	Rights Issue	Promoter
June 06, 2021	Sujathaa Mehta	63,703	10/-	557/-	Rights Issue	Promoter
June 06, 2021	Arihant Mehta	19,531	10/-	557/-	Rights Issue	Promoter Group
June 06, 2021	Shrreyans Mehta	19,531	10/-	557/-	Rights Issue	Promoter Group
June 06, 2021	Simran Sureshchand	19,531	10/-	557/-	Rights Issue	Promoter Group

15. There are no financing arrangements whereby the promoter, member of promoter group, the directors of our Company which is a promoter of our Company, the directors of our company and their relatives have 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 this Draft Red Herring Prospectus.
16. Following are the details of Equity Shares of our Company held by Directors and Key Management Personnel of our Company:

Name of Director/KMP	Designation	No. of Equity Shares of Face value ₹5 each	% of Pre- Offer Equity Share Capital
Amit Agarwal	Managing Director	53,11,176	15.00%
Shripal Veeramchand Sanghvi	Whole-time director	85,39,804	24.12%
Sujathaa Mehta	Non- Executive Director	22,12,990	6.25%
Vikash Mahipal	Independent Director	-	-
Shanmugam	Independent Director	-	-
Chinnaponnu Devarajan	Chief Finance Officer	-	-
Ritika Agarwal	Company Secretary	-	-

**17. Details of Promoter' contribution locked in for three years:**

Pursuant to Regulation 236 & 238 of the 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 considered as Promoter' contribution ("Promoter Contribution") and locked in for a period of three years from the date of Allotment. Our Promoter have granted consent to include such number of Equity Shares held by them as may constitute 20% 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 Draft Red Herring Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoter Contribution and proposed to be locked-in for a period of three years are as follows:

**The details of lock-in of shares for 3 (three) years are as under:**

Date of Allotment / Acquisition of fully paid up Shares	Date when made Fully paid up	Nature of Transaction	No. of Shares Equity Shares	Face Value (₹)	Issue Price / Acquisition Price (₹)	% of Pre- Offer Equity Share Capital	% of Post- Offer Equity Share Capital	Lock in Period
<b>Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)</b>								
July 09, 2021	July 09, 2021	Private Placement	1,21,412	10	557	0.69	0.51	3 Years
January 05, 2024	January 05, 2024	Bonus Issue	33,99,536	10	NIL	19.20	14.31	
* Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the cumulative number of issued, subscribed and paid-up equity shares held by Shanti Guru Industries Limited pursuant to sub-division was 70,41,896 Equity Shares of face value of ₹5 each.								
<b>Total (A)</b>			<b>70,41,896*</b>	<b>5*</b>		<b>19.89</b>	<b>14.83</b>	<b>3 Years</b>
<b>Shripal Veeramchand Sanghvi</b>								
January 05, 2024	January 05, 2024	Bonus Issue	12,29,052	10	NIL	6.94	5.18	3 Years
** Pursuant to a resolution passed by our Shareholders on March 30, 2024, our Company sub-divided the face value of its equity shares from ₹10 each to ₹5 each. Accordingly, the number of issued, subscribed and paid-up equity shares which is taken for Lock-in from Shripal Veeramchand Sanghvi pursuant to sub-division is 24,58,104 Equity Shares of face value of ₹5 each.								
<b>Total (B)</b>			<b>24,58,104**</b>	<b>5**</b>		<b>6.94</b>	<b>5.18</b>	<b>3 Years</b>
<b>Total (C)</b>			<b>95,00,000</b>			<b>26.83</b>	<b>20</b>	<b>3 Years</b>

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a)



of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this Offer.

The entire pre-offer shareholding of the Promoters and Promoter Group, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Offer.

**Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018:**

Reg. No.	Promoters’ Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter’s Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters’ contribution	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the Offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter’s contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoter’ Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoter during the period starting from the date of filing of this Draft Red Herring Prospectus till the date of commencement of lock in period as stated in this Draft Red Herring Prospectus.

**Details of Equity Shares Locked-in for 1 Year:**

Other than the Equity Shares locked-in as Promoter’ Contribution for a period of 3 years as stated in the table above, the entire pre- offer capital of our Company, including the excess of minimum Promoter’ Contribution, as per Regulation 238 & 239 of the SEBI (ICDR) Regulations, shall be locked in for a period of 1 year from

the date of Allotment of Equity Shares in the Offer. Such lock – in of the Equity Shares would be created as per the bye laws of the Depositories.

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription ‘non-transferable’ along with the Ratio of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

#### **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 our company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Offer 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.

18. Our Company, its Promoter, Promoter Group, Directors, their relatives and the Lead Manager have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being issued through the Offer.
19. All Equity Shares offered pursuant to the Offer 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 Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.
20. As on the date of this Draft Red Herring Prospectus, the Lead Manager and their respective associates (as defined under the SEBI MB Regulations) do not hold any Equity Shares of our Company. The 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.
21. The post- Offer paid up Equity Share Capital of our Company shall not exceed authorized Equity Share Capital of our Company.
22. Our Company has from the date of incorporation till the date of this Draft Red Herring Prospectus never implemented any Employee Stock Option Plan and/or Scheme.

23. No person connected with the Offer, including, but not limited to, our Company, the members of the Syndicate, or the Directors of our Company, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
24. We hereby confirm that there will be no issue of Equity Shares whether by the way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
25. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans, or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.
26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
27. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
28. Mr. Shripal Veeramchand Sanghvi, Promoter and Selling Shareholder is proposing to participate in the initial public offer through Offer for Sale to the extent of 13,43,200 equity shares of face value of ₹ 5 each of our Company ("Equity Shares"), expect aforesaid transaction our Promoter & Promoter Group shall not be participating in the Offer.

*(Rest of the page is intentionally left blank)*

## SECTION V – PARTICULARS OF THE OFFER

### OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of upto 1,20,88,800 Equity shares, aggregating upto ₹ [●] by our Company and an Offer for Sale of upto 1,34,32,000 Equity shares aggregating upto ₹ [●] by the Promoter Selling Shareholder. Our Company proposes to utilize the Net Proceeds from the Offer towards the following below mentioned objects:

For details, please see chapter titled “Summary of Offer Document” and “The Offer” on pages 19 and 58 respectively.

#### The Offer for Sale

The respective portion of the proceeds from the Offer for Sale (which is, proceeds from the Offer for Sale of up to 1,34,32,000 Equity Shares, aggregating up to ₹ [●] Lakhs) shall be received by Mr. Shripal Veeramchand Sanghvi (“Promoter Selling Shareholder”), after deducting his portion of the Offer related expenses and applicable taxes thereon. Other than the listing fees for the Offer all cost, fees and expenses in respect of the Offer will be shared amongst our Company and the Promoter Selling Shareholder, respectively, in proportion to the proceeds received for the Fresh issue and Offered Shares, as may be applicable, upon the successful completion of the Offer.

Our Company will not receive any proceeds from the Offer for Sale. For further information regarding the Promoter Selling Shareholder and Equity Shares being offered for sale (in terms of amount), see chapter titled “The Offer” on page 58 of this Draft Red Herring Prospectus.

#### Fresh Issue

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the Emerge Platform of NSE:

1. Working Capital Requirements
2. Capital Expenditures
3. General Corporate Purposes

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 besides unlocking the value of our Company. Having a listing on a stock exchange also affords our company increased credibility with the public, having our company indirectly endorsed through having their stock traded on the exchange. It also Improves supplier, investor and customer confidence and improves our standing in the market place. It will also provide liquidity to the existing shareholders.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables our Company to undertake the activities for which funds are being raised in the Offer. The existing activities of our Company are within the objects clause of our Memorandum.

#### OFFER PROCEEDS

The proceeds of the offer, after deducting offer related expenses, are estimated to be ₹ [●] Lakhs (the “Net Offer Proceeds”). The following table summarizes the requirement of funds:

Particulars	Estimated Amount ₹ in lakh)
Gross Proceeds from the Fresh Offer*	[●]
(Less) Offer Related Expenses	[●]
<b>Net Proceeds</b>	<b>[●]</b>

\* To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Note:

All costs, charges, fees and expenses associated with and incurred in connection with the Offer shall be shared among our Company and the Promoter Selling Shareholders in proportion to the number of Equity Shares offered by our Company through any fresh issuance in the Offer and the Equity Shares sold by the Promoter

*Selling Shareholders in the Offer in accordance with the applicable law. Our Company will advance the cost and expenses of the Offer and will be reimbursed by the Promoter Selling Shareholder for their respective proportion of such costs and expenses upon the Consummation of the Offer.*

## **REQUIREMENT OF FUNDS**

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of the fund:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (₹ In Lakhs)</b>
1.	Funding of Working Capital requirements	3,500
2.	Capital expenditures	1,900*
3.	General Corporate Expenses	[●]
<b>Total</b>		[●]

\* the amount mentioned herein are inclusive of GST.

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, management estimates, and other commercial and technical factors. Given the dynamic nature of our business, we may have to revise our expenditure and fund requirement as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy as well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management.

These fund requirements have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its funding requirements and deployment on account of a variety of factors, including but not limited to our financial and market condition, business and strategy, competition, interest or exchange rate fluctuations and other external factors, 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 applicable law. See Risk factor no 42 titled **“The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. 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 Offer”.”** Under the Section titled “Risk Factors” on page 47 of this Draft Red Herring Prospectus.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking additional equity and/or debt arrangements from existing and future lenders or any combination of them. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

In case of any surplus after utilization of the Net Proceeds for the stated objects, including any surplus unutilized Offer related expenses, we may use such surplus towards general corporate purposes. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects of the Offer, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent financial years towards the aforementioned objects.

*(Rest of the page is intentionally left blank)*

## PROPOSED SCHEDULE OF IMPLEMENTATION AND UTILIZATION OF NET PROCEEDS

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Particulars	Amount to be funded from Net Proceeds (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY 2024-2025 (₹ In Lakhs)	Estimated schedule of deployment of Net Proceeds in FY 2025-2026 (₹ In Lakhs)
Funding of Working Capital requirements	3,500	3,500	-
Capital expenditures	1,900	1,900	-
General Corporate Expenses	[•]	[•]	[•]
<b>Total</b>	[•]	[•]	[•]

As per Management estimation, the total amount proposed to be utilized from the IPO Proceeds for the abovementioned purpose is to be deployed by March 31, 2026. If the Net Proceeds towards any of the Objects are not completely utilized towards such objects by March 31, 2026, such amounts will be utilized (in part or full) in subsequent periods as determined by the Board of Directors of our Company, in accordance with applicable law.

Any expenditure; after filing of this Draft Red Hearing Prospectus till the listing of securities, for the above-mentioned objects, will be reimbursed to our Company on actually basis from the IPO Proceeds.

### MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Offer from the following means.

1. Issue of Equity Shares through this Draft Red Herring Prospectus.
2. Internal Accruals of our Company.

**The requirements of the objects detailed above are intended to be funded from the Proceeds of the Offer. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) and 9 (C) of Part A of Schedule VI of SEBI (ICDR) Regulations, through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed public issue or through existing identifiable internal accruals.**

**The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business, or strategy, as discussed further below. See Risk factor no 42 titled “Risk factors- The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. 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 Offer.” Under the Section titled “Risk Factors” on page 47 of this Draft Red Herring Prospectus.**

In case of variations in the actual utilization of funds allocated 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 this Offer. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

**We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail scheduling, revising, or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from the fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made in compliance of the relevant provisions of the Companies Act, 2013.**

## DETAILS OF THE OBJECTS OF THE OFFER

### 1. FUNDING OF WORKING CAPITAL REQUIREMENTS:

Our business is working capital intensive, and we fund the majority of our working capital requirements through internal accruals, net worth, financing from different banks and financial institutions and unsecured loans. We expect a further increase in the working capital requirements in view of current and future operations. Accordingly, we have proposed using 3,500 Lakhs out of the offer proceeds to meet the working capital requirements.

#### Basis of Estimation of Working Capital Requirements

Details of the estimation of working capital requirement are as follows:

(₹ in Lakhs)

Sr. No.	Particulars	Actual	Actual	Actual	Actual
		Fiscal 2021	Fiscal 2022	Fiscal 2023	November 2023
<b>I</b>	<b>Current Assets</b>				
	Trade receivables	454.46	606.27	2602.86	3409.24
	Short-Term Loans and Advances	1,011.03	380.29	1719.50	1771.30
	Inventories	2,428.38	2,336.77	3,671.40	5,695.34
	Other Current Assets	128.96	231.11	311.52	343.13
	<b>Total (A)</b>	<b>4,022.83</b>	<b>3,554.44</b>	<b>8,305.28</b>	<b>11,219.01</b>
<b>II</b>	<b>Current Liabilities</b>				
	Trade payables	1,165.78	500.09	483.69	212.06
	Other Current Liabilities	52.33	57.79	117.19	104.36
	Short Term Provisions	176.82	172.31	316.26	304.79
	<b>Total (B)</b>	<b>1,394.93</b>	<b>730.19</b>	<b>917.14</b>	<b>621.21</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>2,627.90</b>	<b>2,824.25</b>	<b>7,388.14</b>	<b>10,597.80</b>

On the basis of the existing working capital requirements, the Board of Directors of our company pursuant to the resolution passed at the Meeting of Board of Directors held on April 01, 2024 has approved the estimated and projected working capital requirements for Fiscal 2024, Fiscal 2025 and Fiscal 2026 as set forth below:

(₹ in Lakhs)

Sr. No.	Particulars	Projected	Projected	Projected
		Fiscal 2024	Fiscal 2025	Fiscal 2026
<b>I</b>	<b>Current Assets</b>			
	Trade Receivables	3,406.33	6,996.76	7,577.99
	Short Term Loans and Advances	1,771.30	2,148.01	2,502.87
	Inventories	6,587.85	9,692.57	10,794.83
	Other Current Assets	409.54	446.87	494.84
	<b>Total (A)</b>	<b>12,175.02</b>	<b>19,284.21</b>	<b>21,370.53</b>
<b>II</b>	<b>Current Liabilities</b>			
	Trade payables	657.22	830.49	862.29
	Other Current Liabilities	241.39	254.76	281.03
	Short Term Provisions	472.19	711.11	888.17
	<b>Total (B)</b>	<b>1,370.80</b>	<b>1,796.36</b>	<b>2,031.49</b>
<b>III</b>	<b>Total Working Capital Gap (A-B)</b>	<b>10,804.22</b>	<b>17,487.85</b>	<b>19,339.04</b>
<b>IV</b>	<b>Funding Pattern</b>			
	Short Term Borrowings & Internal Accruals	10,804.22	15,187.85	19,339.04
	IPO Proceeds	-	3,500.00	-

(Rest of the page is intentionally left blank)

Key assumptions for working capital projections made by our Company:

Particulars	Basis	Actual	Actual	Actual	Projected	Projected	Projected
		FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
<b>Current Assets</b>							
Inventory Days	Cost of Material Consumed	42	39	32	34	29	34
Debtor Days	Revenue from Operations	9	8	15	13	11	14
<b>Current Liabilities</b>							
Creditor Days	Cost of Material Consumed	14	14	5	3	3	3

Justification for “Holding Period” levels derived from our Restated Financial Statements:

S. No.	Particulars
<b>Current Assets</b>	
<b>Debtors</b>	The historical holding days of trade receivables has been ranging from 9 to 15 days during Fiscal Year 2021 to 2023. As per the current credit terms and prevalent trend of the industry & in order to expand company’s operations, the holding level for debtors is anticipated at 13 to 15 Days of total revenue from operations during Fiscal Year 2024 to 2026. The projected increase in trade receivables days is a strategic decision aimed at fostering higher sales growth. We intend to provide our customers with extended credit periods, allowing them more time to settle their invoices. By offering this flexibility, we expect to stimulate increased sales volume and foster stronger customer relationships
<b>Creditors</b>	The Past trend of Trade payables holding days has been in the range of 5 to 14 days approximately during Fiscal Year 2021 to 2023. However, with additional working capital funding, our Company intends to reduce trade payable to 3 days during Fiscal year 2024 to 2026 to avail cash discount as well as competitive purchase price to increase overall profitability of our Company. By reducing the time it takes to settle our payables we aim to negotiate more favourable terms and conditions with our suppliers, enabling us to access competitive pricing for the goods we procure.
<b>Inventories</b>	Inventories include raw materials, WIP and finished goods. The historical holding days of inventories has been 32 days, 39 days and 42 days for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively. Company estimates inventories holding days to be around 29 to 34 days in Fiscal year 2024 to 2026.

(For the above details relating to the working capital requirement, we have relied upon the certificate dated April 01, 2024, UDIN – 24214520BKCWQV5603 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

## 2. CAPITAL EXPENDITURES:

### A. Construction of the Building for set up of a Manufacturing Unit / Storage Area in Salem, Tamil Nadu:

Our Company has entered into ‘Agreement to sell’ dated September 19, 2023 for the purchase of 29.84 Acres of vacant land situated adjacent to the existing factory location at Salem, Tamil Nadu, from Mrs. Thilagavathi Saravanan at a valuation of INR 1,350 lakhs of which as of November 30, 2023, our Company has made a payment of INR 1,297 lakhs. The said payment has been made by our Company from its internal accruals.

On the above-mentioned property, Our Company is proposing to construct a Building for set up of a Manufacturing Unit / Storage Area in Salem, Tamil Nadu, admeasuring approximately 40,000 Sq. Ft., which would approximately cost INR 2,250 per sq ft. aggregating to INR 900 lakhs. Our Company has obtained quotation for the said civil construction from Spectra Constructions and Infrastructure Pvt Ltd dated July 18, 2023. Our Company proposes to fund the entire cost of the civil construction from the proceeds of the IPO.

(Rest of the page is intentionally left blank)



The details of the Civil and Structural work including the cost estimate is provided herein below.

DVP CPD Project - Specifications & Estimate for Civil & Structural Works.							
Sl.no	Particulars	Specifications	UOM	Area	250' (L) x 160' (W)	40000 Sft	Remarks
				Height	32 feet (Eave Level)		
				Qty	Rate	Amount	
1	Excavation upto 10 ft	Red soil (3 ft / Murrham-7 ft)					
2	RCC Foundation / Plinth beam & Structural Columns with Truss / Purlin for roofing	RCC pillars @ periphery / Column free Shop floor area for 40000 sft	Sft	40,000	300	1,20,00,000.00	SBC considered as 20T/Sqm
3	Earth Filling & Side wall cover	Yes for 3 ft above Road level with Pest control and Plinth beam / RCC wall.					
4	Roofing	Truss & Purlin work as per MBMA or IS standards with 0.47 or 0.52 mm Galvalume sheet enclosure and connecting top roof with L Flashing / sealing at the sides and Turbo vents and Transparent sheets as per the standard design.	Sft	40,000	600	2,40,00,000.00	
5	Floor level from Ground (Road Level)	3 ft	Cum	3,344	800	26,75,200.00	
6	Type of Floor	RCC with Vacuum Dewatered Flooring (VDF)	Sqm	3,716	3,500	1,30,06,000.00	
7	Floor coating	3 to 4 mm of Food Grade Poly urethane coating	Sqm	3,716	1,250	46,45,000.00	
8	Enclosure Wall from Floor Level	230 mm Brick wall / Height - 10 ft. Wall sponge Plastering with coving at corners to facilitate easy cleaning for food industry GMP finish	Cum	200	12,500	25,00,000.00	
9	Windows & Sun shade	6 x 4 ft UPVC windows with ensuring sufficient cross ventilation and lighting with Sunshade protection in civil (Chajja)	Sqm	55	7,500	4,12,500.00	
10	Rolling Shutter	4 Nos of 20 x 16 (H)	Sqm	120	12,500	15,00,000.00	Motorised
11	Side roads	Metal road on the outer periphery/ 25 ft with Side Kerb wall	Sqm	1,875	2,750	51,56,250.00	
12	Loading Docks	4 Nos of 20 x 20 ft	Sqm	150	2,750	4,12,500.00	
13	PCC	6 ft connecting the Road and building periphery.	Sqm	450	1,000	4,50,000.00	
14	Aluminium partitioning for 2500 sft inside the shop floor	Medium Gauge with Top Gypboard false ceiling 2 x 2 tiles and Side enclosure Sun mica works	Sft	2,500	300	7,50,000.00	
15	Painting	2 coats of Putty and 1 coat of primer and 2 coats of Enamel wall paint.	Sqm	1,625	250	4,06,250.00	

16	Toilets	10 cubicles each (2 Bath and 8 IWC) for Ladies and Gents with standard toilet fitting / tiling and flooring works	Nos	10	45,000	4,50,000.00	
17	Basic Electrification	Provision for Lighting and Sockets as for standard industrial building structures	Sft	40,000	200	80,00,000.00	
18	Plumbing & Services	Once complete set of Drinking water (RO) connection and storm water collection, Brick work drainage system	Sft	40,000	75	30,00,000.00	
19	Fire Fighting System	Fire Hydrant and Fire alarm System	Sft	40,000	100	40,00,000.00	
20	Design and Development	2.5% of Estimate	Ls	1		20,84,000.00	
21	Contingencies	5.0% of Estimate	Ls	1		42,72,000.00	
	Total					8,97,19,700.00	
					BUA	40,000.00	
					Rate/Sft	2,243.00	

Note

1. GST and Labour cess extra @ 18%

Our Company has not yet placed the Order for the above-stated civil construction.

With the construction of the above Building for the expanded Sq.Fts for the Manufacturing Facility and Storage Facility, Our Company shall procure and install machinery for production/processing of Soya & Vermicelli and the cost of the same shall be borne by our Company from internal accruals. Further our Company also has plans to enter into other kitchen essentials, for which our company has already started to undertake the necessary R&D, once the R&D phase is completed our company shall set up machineries and need equipment for the identified products in the said expanded Facility.

**B. Procurement of Plant and Machinery for setting up 2 Bengal Gram Cleaning and Grading Units in Maharashtra.**

Our company intends to set up 2 Cleaning and Grading Units at the source locations (currently identified source location is Maharashtra). As an expansion strategy, our Company is focusing to replicate our existing business model in other states of India and thus intends to increase our presence in other States of India which will increase the market share of our Company in the Country.

Our Company is in the process of identifying the exact location and/or property which is to be taken on long term rent/lease for setting up the said Units. The cost involved in the rent deposit / lease deposits and the corresponding rentals, and the manpower cost would be funded by our Company from the Working Capital raised and internal accruals.

From the proceeds of the IPO, our Company is proposing to procure the required plant and machinery to be installed at 2 Cleaning and Grading Units. Our Company has obtained quotation for the purchase and installation of the plant and machinery from S.D. Industries dated October 5, 2023. The average cost of procurement and installation of Plant and Machinery in one unit is approximately INR 250 lakhs and accordingly our Company shall utilize approximately INR 500 lakhs for the procurement and installation of Plant and Machinery for the said 2 Units.

*(Rest of the page is intentionally left blank)*

Extract of the quotation relating to purchase and instillation of Plant & Machinery in relation to set up of 1 Bengal Gram Cleaning and Grading Unit is provided herein below:

<b>Quotation for Project BG Cleaning &amp; Grading -FPO UNIT</b>						
<b>Plant Capacity : 4 TPH</b>				<b>Area Required : 5000 Sqft</b>		
<b>S. No</b>	<b>Equipment name</b>	<b>Total Qty Req</b>	<b>HP per MC</b>	<b>TotalHP</b>	<b>Price</b>	<b>Total Amount</b>
1	RM Intake Hopper - 1 ton Capacity	1	0	0	60,000	60,000
2	Vibro Feeder	1	0	0	40,000	40,000
3	RM Input Pit Elevator (DE140)	1	1.5	1.5	2,20,000	2,20,000
4	Surge Hopper 1 ton	1	0	0	30,000	30,000
5	Manual sliding gate	1	0	0	6,000	6,000
6	Gummau Machine	1	2	2	3,25,000	3,25,000
7	Gummau Machine output Elevator (DE140)	1	1.5	1.5	1,75,000	1,75,000
8	Fine cleaner (AXV3-1500) 2/3	1	3	3	16,25,000	16,25,000
9	Blower with Cyclon & ducting line and Airlock	1	16	16	1,25,000	1,25,000
10	Elevator - Input to Reel M/C	1	1.5	1.5	1,82,000	1,82,000
11	Reel Machine (3 sives)	1	2	2	2,75,000	2,75,000
12	Surge Hopper 1 tone (Input to De-stoner)	1	0	0	39,000	39,000
13	Manual sliding gate	1	0	0	6,000	6,000
14	Gravity Separator-GS500	1	7.5	7.5	8,70,000	8,70,000
15	Elevator (A) (DE140)	1	1.5	1.5	2,25,000	2,25,000
16	Elevator (B) (DE140)	1	1.5	1.5	2,25,000	2,25,000
17	Elevator (C) (DE140)	1	1.5	1.5	2,25,000	2,25,000
18	Elevator (D) (DE140)	1	1.5	1.5	2,25,000	2,25,000
19	Diverter	4	0	0	5,000	20,000
20	Silo A, B, C, D (40 Ton) 5/15/10/10	2	0	0	9,60,000	19,20,000
21	Manual sliding gate	8	0	0	5,000	40,000
22	Silo output Belt Conveyor	2	2	4	2,00,000	4,00,000
23	Destoner input Elevator (DE140)	2	1.5	3	1,75,000	3,50,000
24	Magnet Feeder (MMU)	1	0	0	53,000	53,000
25	Surge Hopper 1 ton	1	0	0	32,000	32,000
26	Manual sliding gate	1	0	0	6,000	6,000
27	Destoner (MTSD) 65/120	1	1.5	1.5	6,07,000	6,07,000
28	Blower with cyclone & ducting line and Airlock	1	13.5	13.5	2,85,000	2,85,000
29	Destoner Output Pit Elevator (DE140)	1	1.5	1.5	2,01,500	2,01,500
30	Surge Hopper 1 ton	1	0	0	37,500	37,500
31	Manual sliding gate	2	0	0	6,000	12,000
32	Magnetic De-Stoner	1	1.5	1.5	5,25,000	5,25,000
33	Magnetic De-Stoner Output Elevator	1	1.5	1.5	1,75,000	1,75,000
34	Storage Hopper 2 ton Capacity	2	0	0	1,30,000	2,60,000
35	Weigh Bridge-50Ton	1	0	0	9,70,000	9,70,000
36	Loading & Unloading Conveyor	2	3	6	4,70,000	9,40,000
37	Genset-62.50 KVA	1	0	0	6,37,500	6,37,500
38	Air compressor - 120 CFM	1	20	20	6,75,000	6,75,000
39	Air receiver	1			1,85,000	1,85,000
40	Air dryer	1	3	3	1,65,000	1,65,000

41	Weighing Balance and UPS	1			1,65,000	1,65,000
42	Process-Structural platform and Fabrication	1			17,10,000	17,10,000
43	Punko Fan-DE System	1	5	5	4,25,000	4,25,000
44	Utilities -Structural and Fabrication	1			3,65,000	3,65,000
45	Pipes & Ducting Line	1			3,96,000	3,96,000
46	Erection & Labour	1			17,96,000	17,96,000
47	Electrical items supply & Labour	1			17,75,000	17,75,000
48	Lab Equipments	1			2,25,000	2,25,000
49	Process Machinery Foundation	1			5,18,000	5,18,000
50	Design Engineering, Installation Commissioning and Turnkey Support	1			2,32,000	2,32,000
		Total power in HP		101.5		209.82
		Total power in KW		76		
<b>GST</b>						<b>37.77</b>
<b>Total values in Lakhs</b>						<b>247.58</b>

Our Company has not yet placed the purchase order for the above Plant & Machinery.

With the set-up of the said 2 Units our Company's geographical footprints will expand thus leading to increased revenue and market share.

**C. Procurement of Plant and Machinery for setting up 1 Integrated Unit (encompassing Bengal Gram Cleaning and Grading Plant, Fried gram Plant, Gram Dal Plant & Gram Flour Plant) in Madhya Pradesh:**

Northern, Central and Western India is a major consumer of besan and besan related products. To serve the demand, we are targeting to set-up a fully integrated unit in the state of Madhya Pradesh to cater the ever growing demand for besan and besan related products. With our expertise, we intend to capture these parts of the country and thus increase our market share in the country.

Our Company is in the process of identifying the exact location and/or property which is to be taken on long term rent/lease for setting up the said Unit. The cost involved in the rent deposit / lease deposits and the corresponding rentals and the manpower cost will be funded through the working capital raised from the IPO and internal accruals

From the proceeds of the IPO, our Company is proposing to procure the required plant and machinery to be installed at said Integrated Unit. The Company has obtained quotations for the purchase and installation of the Plant and Machinery S.D. Industries dated October 5, 2023. The average cost of procurement and installation of Plant and Machinery in the said Integrated unit is approximately INR 500 lakhs.

Extract of the quotation relating to purchase and instillation of Plant & Machinery in relation to set up of 1 Integrated Unit is provided herein below:

<b>Quotation for Project BG Cleaning &amp; Grading UNIT</b>						
<b>Plant Capacity : 4 TPH</b>				<b>Area Required : 5000 Sqft</b>		
<b>S. No</b>	<b>Equipment name</b>	<b>Total Qty Req</b>	<b>HP per MC</b>	<b>TotalHP</b>	<b>Price</b>	<b>Total Amount</b>
1	RM Intake Hopper - 1 ton Capacity	1	0	0	60,000	60,000
2	Vibro Feeder	1	0	0	85,000	85,000
3	RM Input Pit Elevator (DE140)	1	1.5	1.5	2,20,000	2,20,000
4	Surge Hopper 1 ton	1	0	0	30,000	30,000
5	Manual sliding gate	1	0	0	6,000	6,000
6	Gummau Machine	1	2	2	3,00,000	3,00,000

7	Gummau Machine output Elevator (DE140)	1	1.5	1.5	1,97,000	1,97,000
8	Fine cleaner (AXV3-1500) 2/3	1	3	3	16,25,000	16,25,000
9	Blower with Cyclon & ducting line and Airlock	1	16	16	1,35,000	1,35,000
10	Elevator - Input to Reel M/C	1	1.5	1.5	2,15,000	2,15,000
11	Reel Machine (3 sives)	1	2	2	2,65,000	2,65,000
12	Surge Hopper 1 tone (Input to De-stoner)	1	0	0	40,000	40,000
13	Manual sliding gate	1	0	0	6,000	6,000
14	Destoner Machine	1	2	2	2,37,500	2,37,500
15	Elevator (A) (DE140)	1	1.5	1.5	2,12,500	2,12,500
16	Elevator (B) (DE140)	1	1.5	1.5	2,12,500	2,12,500
17	Elevator (C) (DE140)	1	1.5	1.5	2,12,500	2,12,500
18	Elevator (D) (DE140)	1	1.5	1.5	2,12,500	2,12,500
19	Diverter	4	0	0	6,000	24,000
20	Silo A,B,C ,D (40 Ton) 5/15/10/10	2	0	0	10,05,000	20,10,000
21	Manual sliding gate	8	0	0	6,000	48,000
22	Silo output Belt Conveyor	2	2	4	2,65,000	5,30,000
23	Destoner input Elevator (DE140)	2	1.5	3	1,85,000	3,70,000
24	Magnet Feeder (MMU)	1	0	0	50,000	50,000
25	Surge Hopper 1 ton	1	0	0	28,000	28,000
26	Manual sliding gate	1	0	0	6,000	6,000
27	Destoner (MTSD) 65/120	1	1.5	1.5	6,33,500	6,33,500
28	Blower with cyclone & ducting line and Airlock	1	13.5	13.5	3,05,000	3,05,000
29	Destoner Output Pit Elevator (DE140)	1	1.5	1.5	2,15,000	2,15,000
30	Surge Hopper 1 ton	1	0	0	37,000	37,000
31	Manual sliding gate	2	0	0	6,000	12,000
32	Magnetic De-Stoner	1	1.5	1.5	5,75,000	5,75,000
33	Magnetic De-Stoner Output Elevator	1	1.5	1.5	2,15,000	2,15,000
34	Storage Hopper 2 ton Capacity	2	0	0	1,37,500	2,75,000
35	Weigh Bridge-50Ton	1	0	0	10,15,000	10,15,000
36	Loading & Unloading Conveyor	2	3	6	4,75,000	9,50,000
37	Genset-62.50 KVA	1	0	0	6,75,000	6,75,000
38	Air compressor - 120 CFM	1	20	20	6,80,000	6,80,000
39	Air receiver	1			2,20,000	2,20,000
40	Air dryer	1	3	3	1,25,000	1,25,000
41	Weighing Balance and UPS	1			1,75,000	1,75,000
42	Process-Structural platform and Fabrication	1			17,19,500	17,19,500
43	Utilities -Structural and Fabrication	1			3,55,000	3,55,000
44	Pipes & Ducting Line	1			3,85,000	3,85,000
45	Erection & Labour	1			16,50,000	16,50,000
46	Electrical items supply & Labour	1			18,00,000	18,00,000
47	Lab Equipments	1			2,05,000	2,05,000
48	Process Machinery Foundation	1			3,75,000	3,75,000
49	Design Engineering, Installation Commissioning and Turnkey Support	1			2,55,000	2,55,000

	Total power in HP	91		201.90
	Total power in KW	68		
<b>GST</b>				<b>36.34</b>
<b>Total values in Lakhs</b>				<b>238.24</b>

<b>Quotation for Project Fried Gram UNIT</b>						
<b>Plant Capacity : 2 TPH</b>						
<b>S. No</b>	<b>Equipment name</b>	<b>Total Qty Req</b>	<b>HP per MC</b>	<b>Total HP</b>	<b>Price</b>	<b>Total Amount</b>
1	Storage Bin(0.5 ton-1)	1			32,500	32,500
2	Belt Conveyor-2	1			1,70,000	1,70,000
3	Magnet	1			8,000	8,000
4	Elevator- TC Tank Input	1	2	2	2,12,500	2,12,500
5	Mud Separator-1	1		0	23,000	23,000
6	T&C Tank – 10 ton with Blower	4	10	40	4,35,000	17,40,000
7	Elevator- TC Tank Output	1	2	2	2,12,500	2,12,500
8	Holding Bin with Stand (10 T)	1		0	2,10,000	2,10,000
9	Reel Drum	1	3	3	2,30,000	2,30,000
10	Elevator- Feeding to Puffing R2	1	2	2	1,60,000	1,60,000
11	Storage Bin (0.5 Ton-2)	1		0	33,000	33,000
12	Water rotary with stand and level sensor-2	1		0	1,17,000	1,17,000
13	Belt Conveyor-3	1	1	1	1,87,500	1,87,500
14	Magnet	1		0	6,000	6,000
15	Roaster R2 (Puffing)	1		0	10,80,000	10,80,000
16	Roaster with Refractory R2 (Puffing)	1		0	4,20,000	4,20,000
17	Pellet Burner (Green Fire)	1	5.5	5.5	6,12,500	6,12,500
18	Chimney	1	0	0	30,000	30,000
19	Roller assembly set-2	1		0	45,500	45,500
20	Roaster roller Small	1		0	1,05,000	1,05,000
21	Roaster roller Plate	1		0	1,36,000	1,36,000
22	Elevator-Roaster Output-2 (SS-202)	1	2	2	2,70,000	2,70,000
23	Mini Hopper with stand (0.50 Ton)	1		0	30,000	30,000
24	Mud Separator-2	1		0	20,000	20,000
25	Fan Box-1	1	5	5	2,15,000	2,15,000
26	Aspiration System-1	1		0	1,45,000	1,45,000
27	Sieve Shaker	1		0	1,47,000	1,47,000
28	Elevator for Destoner Input(split)	1		0	1,70,000	1,70,000
29	Mini Hopper (0.25 Ton)	1		0	15,000	15,000
30	De-stoner for Ketty separation-1	1	3	3	1,12,000	1,12,000
31	Mini Hopper for Ketty collection	1		0	58,000	58,000
32	Z Elevator-2 Gundu	1		0	3,75,000	3,75,000
33	Holding Hopper-2 Split (1 Ton) with platform	1		0	2,12,500	2,12,500
34	Holding Mini Bin with Stand	1	0	0	50,000	50,000
35	Color sorter-1 for Gundu	1	0	0	12,82,000	12,82,000
36	Sieve Shaker-1 for Gundu	1		0	1,68,000	1,68,000
37	Aspiration System-2 Gundu	1		0	1,55,000	1,55,000
38	Z Elevator-1 Split	2		0	3,52,000	7,04,000
39	Holding Hopper-2 Split (1 Ton) with platform	1		0	4,37,500	4,37,500

40	De-Stoner Split	1		0	75,000	75,000
41	Sieve Shaker	1		0	1,37,500	1,37,500
42	Mini Hopper (0.50 Ton)	1		0	37,500	37,500
43	Sieve Shaker-Husk	1		0	1,25,000	1,25,000
44	De-stoner for Husk separation	1		0	80,000	80,000
45	Manual sliding gate	1	0	0	6,000	6,000
46	Pneumatic gate valve	1	0	0	12,000	12,000
47	Machinery Platform Structure & Service Platform for Elevators and Pipelines / Chutes	1		0	2,10,000	2,10,000
48	Labour & Erection Charges	1		0	11,50,000	11,50,000
49	Electrical items supply & Labour	1		0	7,60,000	7,60,000
50	Process Machinery Foundation	1		0	1,55,000	1,55,000
51	Design Engineering, Installation Commissioning and Turnkey Support	1		0	1,05,000	1,05,000
		Total power in HP		66		131.90
					<b>GST</b>	<b>23.74</b>
					<b>Total values in Lakhs</b>	<b>155.64</b>

Quotation Estimate for Project Gram Dal Unit						
Plant Capacity : 2 TPH						
S. No	Equipment name	Total Qty Req	HP per MC	Total HP	Price	Total Amount
1	Rm input Elevator	1	1	1	1,60,000	1,60,000
2	Reel Machine	1	7.5	7.5	1,65,000	1,65,000
3	Destoner machine	1	7.5	7.5	2,68,000	2,68,000
4	Elevator for destoner output	1	1	1	1,42,000	1,42,000
5	Surging hopper	1	0	0	15,000	15,000
6	Gravity separator	1	15	15	6,20,000	6,20,000
7	Heating firewood Burner	1		0	80,000	80,000
8	Heating tank and Cooling tank	1		0	2,52,000	2,52,000
9	Blower for cooling tank	1	7.5	7.5	87,500	87,500
10	Mud separator	1		0	25,000	25,000
11	Pitting machine	1	15	15	87,000	87,000
12	Elevator for pitting machine output	1	1	1	1,72,000	1,72,000
13	Sieve Shaker Machine	1	5	5	1,70,000	1,70,000
14	Elevator for fine cleaner output	1	1	1	1,65,000	1,65,000
15	Purler machine	1	15	15	83,000	83,000
16	Elevator for purler output	1	1	1	1,45,000	1,45,000
17	Platform Structure & Service Platform for Elevators and Pipelines	1		0	2,12,500	2,12,500
18	Labour & Erection Charges	1		0	1,50,000	1,50,000
19	Electrical items supply & Labour	1			1,80,000	1,80,000
		Total power in HP		78		<b>31.79</b>
					<b>GST</b>	<b>5.72</b>
					<b>Total values in Lakhs</b>	<b>37.51</b>

Quotation for Project Gram Flour Unit						
Plant Capacity : 2 TPH						
S. No	Equipment name	Total Qty Req	HP per MC	Total HP	Price	Total Amount
1	Rm input Elevator	1	1	1	1,52,000	1,52,000
2	Reel machine	1	1	1	2,33,000	2,33,000
3	Screw worm-SS	1	1	1	1,20,000	1,20,000
4	Diverter	1		0	6,000	6,000
5	Storage tank	2		0	1,26,000	2,52,000
6	Storage tank	1		0	62,500	62,500
7	Elevator for RM blending input	1	1	1	1,62,500	1,62,500
8	Rm Blender machine	1	1	1	2,12,500	2,12,500
9	Storage tank	1		0	30,000	30,000
10	Chekki machine	2	40	80	5,75,000	11,50,000
11	Pulverizer	1	40	40	10,75,000	10,75,000
12	Cyclone air lock back filter	1	1	1	1,87,500	1,87,500
13	Suction Blower with motor	1	7.5	7.5	1,02,500	1,02,500
14	Cyclone	6		0	10,000	60,000
15	Airlock	6	1	6	30,000	1,80,000
16	Screw worm-MS	6	1	6	50,000	3,00,000
17	Centrifugial machine	3	1	3	2,22,500	6,67,500
18	SS screw worm	1	1	1	2,87,000	2,87,000
19	Finished goods Blender-MS body with SS	1	2	2	1,85,000	1,85,000
20	Electrical items supply & Labour	1		0	1,75,000	1,75,000
21	Labour & Erection Charges	1		0	1,73,000	1,73,000
		Total power in HP		152		57.73
					<b>GST</b>	<b>10.39</b>
					<b>Total values in Lakhs</b>	<b>68.12</b>

Summary of Integrated Unit				
Item description	UOM	Basic Price	Tax	Total (In Lakhs)
Cost of Cleaning & Grading Plant	Set	201.90	36.34	238.24
Cost of Fried Gram Plant	Set	131.90	23.74	155.64
Cost of Gram Dal Plant	Set	31.79	5.72	37.51
Cost of Gram Flour Plant	Set	57.73	10.39	68.12

Our Company has not yet placed the purchase order for the above Plant & Machinery.

With the set-up of the said Integrated Unit, our company's geographical footprints will expand thus leading to increased revenue and market share.

- D. The total of the sub points A, B and C amounts to approximately INR 1,900 lakhs. Our Company estimates to set up the said Units in the FY 2024-2025 and accordingly the entire INR 1,900 lakhs is proposed to be utilized in the FY 2024-2025.

**E. Government Approvals:**

Please note that our Company has not obtained any government approval in respect of the aforementioned civil construction and/or the setup of the 3 units. Government approvals, as required, would be obtained at the appropriate time during the implementation of the Objects of the Issue.

*(Rest of the page is intentionally left blank)*



### 3. GENERAL CORPORATE PURPOSES

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this offer, in compliance with the Regulation 230(2) of SEBI (ICDR) Regulations. Our Company intends to deploy the balance Net Proceeds i.e., ₹ [●], which is [●] of the amount being raised by our Company through this offer, towards general corporate purposes, subject to above mentioned limit, as may be approved by the management of our Company, including but not restricted to, the following:

- a) meeting any expense of our Company, including salaries and wages, administration, insurance, repairs and maintenance;
- b) payment of taxes and duties;
- c) meeting expenses incurred in the ordinary course of business and towards any exigencies;
- d) Strategic Initiatives;
- e) Brand Building and strengthening of marketing activities;
- f) Ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions;
- g) any other purpose, as considered expedient.

The quantum of utilization of funds towards each of the above purposes will be determined by the Board of Directors of our Company based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We in accordance with the policies of the Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

### 4. OFFER RELATED EXPENSES

The total expenses of the Offer are estimated to be approximately ₹ [●]. The expenses of this Offer include, among others, underwriting and Offer management fees, printing and stationery expenses, advertisement expenses and legal fees, etc. The estimated Offer expenses are as follows:

Activity	Amount (₹ In Lakhs)	Percentage of the total offer expenses	Percentage of the total offer size
Offer Management Expenses (including Lead Manager Fees, Underwriter Fees, Legal Advisors, Market Maker, Registrar, etc.)	[●]	[●]	[●]
Advertising and Marketing Expenses	[●]	[●]	[●]
Regulatory and other fees	[●]	[●]	[●]
Printing, Stationery and Postage			
Other Expenses (including Peer Review Auditor, offer Related Certifications and Confirmations, Out of Pocket Expenses, Bankers to the offer, etc.)	[●]	[●]	[●]
<b>Total estimated offer expenses</b>	[●]	[●]	[●]

*The amount mentioned herein above are inclusive of GST.*

### PROPOSED YEAR-WISE DEPLOYMENT OF FUNDS:

The overall cost of the proposed object and the proposed year wise break up of deployment of funds are as under:  
(₹ in Lakhs)

Particulars	Already Incurred	Amount to be deployed from the Net Proceeds in Financial Year 2025	Amount to be deployed from the Net Proceeds in Financial Year 2026	Total
Working Capital Requirements	[●]	3,500	[●]	3,500
Capital expenditures	[●]	1,900	[●]	1,900
General Corporate Purposes	[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]	[●]

## **DETAILS OF FUNDS ALREADY DEPLOYED TILL DATE AND SOURCES OF FUNDS DEPLOYED**

We confirm that till the date of this Draft Red Herring Prospectus no funds have been deployed for the proposed objects of the Offer.

## **BRIDGE FINANCING**

We have currently not raised any bridge loans against the proceeds of the Offer. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the proceeds of the Offer.

## **APPRAISAL BY APPRAISING AGENCY**

None of the Objects have been appraised by any bank or financial institution or any other independent organization. The funding requirements of our Company and the deployment of the proceeds of the Offer are currently based on management estimates. However, the funding requirements of our Company are dependent on a number of factors which may not be in the control of the management of our Company, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to changes in light of changes in external circumstances or in our financial condition, business, or strategy.

## **SHORTFALL OF FUNDS**

Any shortfall in meeting the objects will be met by way of internal accruals.

## **INTERIM USE OF FUNDS**

Pending utilization of the Offer Proceeds for the Objects of the Offer described above, our Company shall deposit the funds only in one or more Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that utilization of the proceeds of the offer as described above, it shall not use the funds from the Offer Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

## **MONITORING OF UTILIZATION OF FUNDS**

There is no requirement for a monitoring agency as the Offer size is less than ₹ 10,000 lakhs. Pursuant to Regulation 41 of the SEBI (LODR) Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Offer Proceeds. Until such time as any part of the Offer Proceeds remains unutilized, our Company will disclose the utilization of the Offer Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Offer Proceeds have been utilized so far, and details of amounts out of the Offer Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Offer Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Offer Proceeds in a fiscal year, we will utilize such unutilized amount in the next fiscal year.

## **VARIATION IN OBJECTS**

In accordance with Section 27 of the Companies Act 2013, our Company shall not vary object of the Offer without our Company being authorized to do so by Company's shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, the Promoter or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner as prescribed by Securities and Exchange Board of India in this regard.

## **OTHER CONFIRMATIONS**

There are no material existing or anticipated transactions with the Promoter, Directors, Key Managerial Personnel of our Company, and Group Entities, in relation to the utilization of the proceeds of the offer. Except to portion of the consideration that would be paid to the Promoter Selling Shareholder towards the portion of Offer for Sale, no part of the offer proceeds will be paid by us as consideration to the Promoter, Directors or Key Managerial Personnel of our Company or Group Entities, except in the normal course of business and in compliance with the applicable laws.

## BASIS OF THE OFFER PRICE

The Price Band and Offer Price will be determined by our Company and Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the quantitative and qualitative factors described below. The face value of the Equity Shares is ₹ 5 each and the Offer Price is [●] times the face value at the Floor Price and [●] times the face value at the Cap Price of the Equity Shares. Investors should also refer to “Our Business”, “Risk Factors”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 127, 26, 214 and 247, respectively, to have an informed view before making an investment decision.

### QUALITATIVE FACTORS

For details of Qualitative factors please refer to the paragraph ‘Our Competitive Strengths’ in the chapter titled ‘Our Business’ beginning on page 141 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS *Quantitative Factors (Based on Standalone Financial Statements)*

#### 1. Basic & Diluted Earnings per share (EPS), as restated:

Sr. No.	Period	Basic EPS (₹)	Adjusted Basic EPS (₹)	Weights
1	FY 2020-21	157.82	2.72	1
2	FY 2021-22	82.48	1.42	2
3	FY 2022-23	128.88	2.22	3
	<b>Weighted Average*</b>		<b>2.04</b>	
	08 months ended November 30, 2023 (not annualized)	154.42	2.66	

Notes:

- i. The figures disclosed above are based on the restated financial statements of our Company for the period ended 30<sup>th</sup> November, 2023.
- ii. Adjusted Basic EPS figures are based on the certificate issued by Statutory Auditor, Ms. A B C D and Co., Chartered Accountants dated April 3, 2024 vide UDIN 24214520BKCWRN9002. The face value of each Equity Share is ₹ 10.00 as on 30<sup>th</sup> November, 2023. The face value of the shares were split from face value ₹ 10.00 to face value ₹ 5.00 vide shareholders resolution passed at the Extra Ordinary General Meeting held on March 30, 2024. The said Adjusted Basic EPS has been considered after taking into account the effect of split.
- iii. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements.
- iv. Weighted average is calculated using Adjusted Basic EPS as per the restated financial statements of our Company for the period ended 30<sup>th</sup> November, 2023.

#### 2. Price Earning (P/E) Ratio in relation to the Offer Price of [●] per share:

Sr. No	Particulars	P/E
1	P/E ratio based on the Basic & Adjusted Basic EPS, as restated for FY 2022-23	[●]
2	P/E ratio based on the Weighted Average EPS for last three FY	[●]

#### 3. Industry P/E Ratio

Particulars	P/E Ratio
Highest	NA
Lowest	NA
Average	NA

\*Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E Ratio of the industry peer set disclosed in this chapter. For further details, see “Comparison of Accounting Ratios with Industry peers” below.

#### 4. Return on Net worth (RoNW):

Sr. No	Period	RoNW (%)	Weights
1.	FY 2020-21	11.14	1
2.	FY 2021-22	7.63	2
3.	FY 2022-23	12.08	3
	<b>Weighted Average</b>	<b>10.44</b>	
	08 months ended November 30, 2023 (not annualized)	12.64	

$RoNW (\%) = \text{Net profit after tax} / \text{Total Net worth}$ .

$\text{Net worth} = \text{Equity share capital} + \text{Reserves and Surplus (including Securities Premium and Surplus/ (Deficit) and other comprehensive income excluding share application money)}$ .

$\text{Net Profit after tax} = \text{Calculated before accounting for Non-controlling Interest}$

#### 5. Net Asset Value (NAV) per Equity Share:

Sr. No.	As at	NAV
1	As on March 31, 2023	18.40
2	As on November 30, 2023	21.05
3	NAV after offer	[●]
	<b>Offer Price</b>	[●]

$NAV = \text{Total Shareholder Equity} / \text{Weighted average number of shares outstanding during the year for Adjusted EPS}$ .

Weighted average number of shares outstanding during the year is based on the certificate issued by the Statutory Auditor Ms. A B C D and Co., Chartered Accountants dated April 3, 2024 vide UDIN – 24214520BKCWRN9002.

Where, Total Shareholder equity = Equity share capital + Reserves and Surplus (including Securities Premium and Surplus/ (Deficit) and other comprehensive income excluding share application money).

#### 6. Comparison of Accounting Ratios with Industry Peer(s):

##### Comparison with other Listed Companies

Sr. No.	Name of our company	Face Value (₹ Per Share)	EPS (₹) <sup>(1)</sup>	P/E Ratio <sup>(2)</sup>	RoNW (%) <sup>(3)</sup>	Book value per share (₹) <sup>(4)</sup>
1	Jeyyam Global Foods Limited	10	2.66	[●]	12.64%	21.06
<b>Listed Peers</b>						
	NA					

Source: Our Company's Financial Figures are based on restated audited financial statements for the period ended on November 30, 2023, unless provided otherwise. As per the ICDR regulations, the set of peer companies shall include companies of comparable size, from the same industry and with similar business model. In the present case, no other company of the comparable size is in the similar business model as our Company. Hence, no comparison of accounting ratios with the industry peers has been provided.

Note:

(1) Adjusted Basic EPS for the year ended November 30, 2023 as per the certificate issued by the statutory Auditor, Ms. A B C D and Co., Chartered Accountants dated April 3, 2024 vide UDIN – 24214520BKCWRN9002.

(3) RoNW has been calculated using Profit After Tax divided by the Total Net Worth as on 30<sup>th</sup> November, 2023 as per the restated financial statements

(4) Book value per share is the ratio of equity available to common stockholder/ Weighted average number of shares outstanding during the year for Adjusted EPS.

Weighted average number of shares outstanding during the year is based on the certificate issued by the by Ms. A B C D and Co., Chartered Accountants April 3, 2024 vide UDIN: 24214520BKCWRN9002.

## 7. Key Performance Indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which as a result, help us in analyzing the growth of our Company.

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 chapter 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 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.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

	(₹ in Lakhs)			
Key Financial Performance	November 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	37,563.66	38,217.00	25,388.30	24,446.48
EBITDA <sup>(2)</sup>	2061.23	1,700.95	1,152.19	1,171.91
EBITDA Margin (%) <sup>(3)</sup>	5.49%	4.45%	4.54%	4.79%
PAT	942.68	786.80	436.80	346.64
PAT Margin (%) <sup>(4)</sup>	2.51%	2.06%	1.72%	1.42%
Profit after tax growth(%)	19.81%	80.13%	26.01%	-30.52%
Trade Receivables days <sup>(5)</sup>	20	15	8	9
Inventory days <sup>(6)</sup>	34	32	39	42
Trade Payable days <sup>(7)</sup>	3	5	14	14
Return on equity (%) <sup>(8)</sup>	12.64%	12.08%	7.63%	11.14%
Return on capital employed (%) <sup>(9)</sup>	17.06%	15.22%	13.36%	14.93%
Debt-Equity Ratio (times) <sup>(10)</sup>	1.31	1.42	0.58	1.74
Working Capital Cycle (days) <sup>(11)</sup>	51	42	33	37
Net fixed asset turnover ratio (times) <sup>(12)</sup>	7.39	12.54	10.51	10.16
Current Ratio (times) <sup>(13)</sup>	1.49	1.24	1.23	1.14
Net Asset Value per equity share <sup>(14)</sup> (in ₹.)	1221.33	1066.91	1081.35	1417.21
Net Asset Value per equity share-Adjusted <sup>(15)</sup> (in ₹)	21.06	18.40	18.64	24.43

### Notes:

- (1) Revenue from operation means revenue from sale of the 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) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years
- (6) Inventory days is calculated as average inventory divided by Cost of Goods Sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchase of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (7) Trade payable days is calculated as average trade payables divided by cost of goods sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchases of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (8) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity
- (9) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by (Tangible Net Worth plus long-term Debt plus Deferred Tax Liabilities)
- (10) Debt to Equity ratio is calculated as Total Debt divided by equity.
- (11) Working Capital Cycle is defined as trade receivable days plus inventory days less trade payable days

- (12) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets
- (13) Current Ratio is calculated by dividing Current assets to Current Liabilities
- (14) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period/ Weighted average Number of Equity Shares
- (15) Net Asset Value per share (in ₹) Adjusted = Restated net worth at the end of the year (or) period/ Weighted average Number of Equity Shares (Adjusted for the Bonus Issue and split shares)

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

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 our 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 the 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
Profit after tax growth	Profit after tax growth provided information regarding the growth of the operational performance of the respective period
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive payments from its customers
Inventory days	Inventory days is the average number of days required for a company to convert its inventory into sales
Trade Payable days	Trade Payable days is the average number of days required for a company to pay its suppliers
Return on Equity	Return on equity 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	Debt / Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	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	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 Asset Value per share (in Rs)	NAV represents the per share book value of our Company
Net Asset Value per Share (in Rs)Adjusted	NAV represents the per share book value of our Company where the weighted number of shares have been adjusted for bonus issues and shares split

(For the above details relating to the KPIs, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQO4965 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

8. The Offer Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of our Company including important profitability and return ratios, as set out in the Auditors' Report in the Offer Document to have a more informed view about the investment.

Investors should read the above-mentioned information along with chapter titled “Our Business”, “Risk Factors” and “Financial Statement as Restated” including important profitability and return ratios, as set out on page number 127, 26, 214 of this Draft Red Herring Prospectus to have a more informed view.

**9. Weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 years, from the date of this Draft Red Herring Prospectus:**

Period	Weighted Average cost of acquisition (in ₹) #	Cap price is ‘X’times the weighted average cost of acquisition	Range of acquisition price: Lowest Price-Highest Price (in ₹)
Last 1 year	8.94	[●]	[●]
Last 18 months	8.94	[●]	[●]
Last 3 year	15.95	[●]	[●]

*#As certified by statutory auditors, M/s A B C D & Co., Chartered Accountants, by way of their certificate dated April 03, 2024 vide UDIN: 24214520BKCWQT3356.*

**10. Weighted average cost of acquisition of shares transacted by the Promoter & Promoter Group, Floor price and Cap Price**

**a. Price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)**

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

**b. Price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)**

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

*For the purpose of disclosure under part (a) and (b) above, ‘primary transaction’ refers to a primary issue of Equity Shares or securities convertible into Equity Shares, excluding shares issued under a bonus issuance and sub-division of shares and secondary transactions’ refer to any secondary sale or acquisition of Equity Securities (excluding gifts)*

**Note:1 Primary and secondary transactions in the last three years preceding the date of this Draft Red Herring Prospectus**

The Weighted average cost of acquisition of Equity shares of basis the last five primary and secondary transactions (secondary transactions where promoters, promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) on the Board of Jeyyam Global Foods Limited, are a party to the transaction), not older than three years irrespective of the size of transactions:

Date	Transaction	Face value	Issue Price	% of Paid up capital	No of shares	Amount
09-May-23	Transfer of shares from K Saravanan to Amit Agarwal	10.00	998.00	15.00	91,572	9,13,88,856
10-May-23	Transfer of shares from K Saravanan to Sujathaa Mehta	10.00	998.00	6.25	38,154	3,80,77,692
10-May-23	Transfer of shares from K Saravanan to Shreyans Mehta	10.00	998.00	5.06	30,872	3,08,10,256
10-May-23	Transfer of shares from K Saravanan to Arihant Mehta	10.00	998.00	5.74	35,069	3,49,98,862
10-May-23	Transfer of shares from K Saravanan to Siddharth Mehta	10.00	998.00	7.99	48,802	4,87,04,396
<b>Total</b>					<b>2,44,469</b>	<b>24,39,80,062</b>
Adjustment for Bonus shares allotted on 5 January 2024 in the ratio of 28:1					68,45,132	
Adjustment for split shares on 30 March 2024 from face value INR 10 to INR 5					-	1,41,79,202
<b>Weighted Average cost of acquisition</b>						<b>17.21</b>

(For the above details relating to the weighted average cost of acquisition, we have relied upon the certificate 3<sup>rd</sup> April 2024 vide UDIN: 24214520BKCWQU9313 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

**c. Weighted average cost of acquisition, Floor price and Cap Price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor price* (i.e. Rs [●])	Cap price* (i.e. Rs [●])
(a) Based on primary issuances	NA	NA	NA
(b) Based on secondary transactions	17.21	NA	NA
(c) Based on last five transactions mentioned above	NA	NA	NA
<b>Weighted average cost of acquisition (Total value of shares/Total number of shares)</b>			

**Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the 8M FY24, FY23, FY22 and FY21.**

[●]\*

**Explanation for Offer Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the offer.**

[●]\*

The offer Price will be [●]\* times of the face value of the Equity Shares.

The price band of ₹ [●] has been determined by our Company and selling shareholders, in consultation with the BRLMs, on the basis of the market demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLMs, is justified of the Offer Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with the sections/chapter entitled "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and "Financial Information" on pages 26, 127, 247 and 214, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the section entitled "Risk Factors" page 26 or any other factors that may arise in the future and you may lose all or part of your investments.

*\*To be included on finalization of price band*



## STATEMENT OF TAX BENEFITS

To,  
**JEYYAM GLOBAL FOODS LIMITED**  
No.37 (Old No.19), Padmavathiyar Road,  
Gopalapuram, Chennai - 600086  
("the Company")

CC

To

**CORPWIS ADVISORS PRIVATE LIMITED**  
Address: G07, Ground, The Summit Business Bay (Omkar), Business Park,  
Andheri - Kurla Rd, behind Guru Nanak Petrol Pump, Gundavali,  
Andheri East, Mumbai, Maharashtra 400093  
(the "Book Running Lead Manager")

03<sup>rd</sup> April 2024

**Statement of special tax benefits ('the statement') available to Jeyyam Global Foods 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.**

This certificate is being issued in accordance with the terms of our original engagement letter to the Board of Directors dated 31<sup>st</sup> October 2023.

We hereby report that the enclosed Annexure I and Annexure II prepared by the Company, initiated by us for identification purpose, states the possible special-tax benefits available to the Company and its shareholders under direct or/ and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent it on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the 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 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 SME initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted out examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

- i. the Company and its shareholders will continue to obtain these possible special tax benefits in future, or
- ii. the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ court will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws 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. We shall not be liable to the Company for 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 the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Pune at intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Statement in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer and submission of this Statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed and the Registrar of Company of Maharashtra at Mumbai in connection with the Proposed Offer, as the case may be, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For A B C D & Co.**

Chartered Accountants

Firm's Registration No: 016415S

**Sd/-**

**Vinay Kumar Bachhawat - Partner**

Membership No: 214520

UDIN: 24214520BKCWQK4445

Date: 03<sup>rd</sup> April 2024

Place: Chennai

*(Rest of the page is intentionally left blank)*

**ANNEXURE I**

**LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')**

<b>Sr. No.</b>	<b>Details of tax laws</b>
1	Income-tax Act, 1961 and Income-tax Rules, 1962
2	Central Goods and Services Tax Act, 2017
3	Integrated Goods and Services Tax Act, 2017
4	State Goods and Services Tax Act, 2017

Sr. No. 1 referred to as Direct Tax Laws

Sr. No. 2 to 4 jointly referred to as Indirect Tax Laws

*(Rest of the page is intentionally left blank)*

## ANNEXURE II

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JEYYAM GLOBAL FOODS LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

#### UNDER THE TAX LAWS

##### A. Special tax benefits available to the Company

###### a) Direct Tax Laws

###### – Deduction under Section 80JJAA of the Act

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of Section 80JJAA of the Income-tax Act, 1961, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

###### – Section 80M of the Act

Under Section 80M of the Income-tax Act, 1961, in respect of dividend received by the Company from any other domestic company or a foreign company or a business trust and included in the Company's total income, a deduction is available to the Company of an amount equal to so much of the dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by the Company on or before one month prior to due date of furnishing the income-tax return for the relevant year.

###### b) Indirect Tax Laws

- As per the Notification No.2/2017-Central Tax (Rate) issued in the official gazette of government of India, under heading 1106 “Flour, of the dried leguminous vegetables of heading 0713 (pulses) [other than guar meal 1106 10 10 and guar gum refined split 1106 10 90], of sago or of roots or tubers of heading 0714 or of the products of Chapter 8 i.e. of tamarind, of singoda, mango flour, etc. [other than those put up in unit container and bearing a registered brand name]” is exempt from levy of GST. The company prominently deals with various kinds of Channa products which are exempted if they are not prepackaged and labelled with Brand names and is taxable if they are than prepackaged and labelled with Brand names and sold to the customers.

##### B. Special tax benefits available to Shareholders

There are no special tax benefits available to the Shareholders under the Tax Laws.

#### NOTES:

1. The above is as per the current Tax Laws prevalent as on the date of issuance of this certificate.
2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisor, regarding possible income tax consequences that apply to them under the laws of such jurisdiction.
4. The possible special tax benefits are subject to conditions and eligibility criteria which need to be examined for tax implications.
5. The tax benefits discussed in the Statement are not exhaustive and are only intended to provide general information to the investors and hence, is 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 issue.
6. The stated benefits will be available only to the sole first named holder in case the equity shares are held by joint holders.

**For A B C D & Co.**

Chartered Accountants

Firm's Registration No: 016415S

**Sd/-**

**Vinay Kumar Bachhawat – Partner**

Membership No: 214520

UDIN: 24214520BKCWQK4445

Date: 03<sup>rd</sup> April 2024

Place: Chennai

*(For the above details relating to the statement of tax benefits, we have relied upon the certificate dated April 03, 2024 vide UDIN : 24214520BKCWQK4445 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

*(Rest of the page is intentionally left blank)*

## SECTION VI – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the offer have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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.

Industry sources and publications are also prepared based on information as on specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” beginning on page 26 and 214 of Draft Red Herring Prospectus.

### MACROECONOMIC OVERVIEW

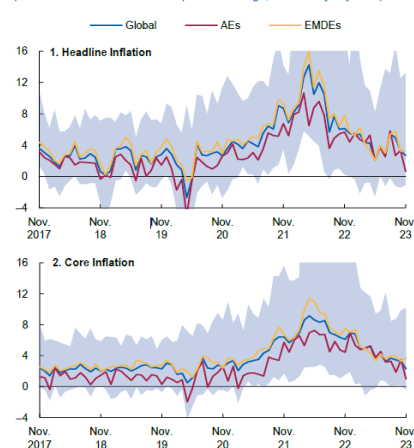
The global economic recovery from the COVID-19 pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply-side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their pre-pandemic (2017–19) paths amid elevated borrowing costs.

Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025 (Table 1). Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

World trade growth is projected at 3.3 percent in 2024 and 3.6 percent in 2025, below its historical average growth rate of 4.9 percent. Rising trade distortions and geoeconomic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3,000 in 2023, up from about 1,100 in 2019, according to Global Trade Alert data.

Figure 1. Global Inflation: Rise and Fall  
(Month-over-month annualized percent change, seasonally adjusted)



Sources: Haver Analytics; and IMF staff calculations.  
Note: The figure plots the median of a sample of 57 economies that accounts for 78 percent of World Economic Outlook world GDP (in weighted purchasing-power-parity terms) in 2023. Vertical axes are cut off at -4 percent and 16 percent. The bands depict the 10th to 90th percentiles of inflation across economies. “Core inflation” is the percent change in the consumer price index for goods and services, excluding food and energy (or the closest available measure). AEs = advanced economies; EMDEs = emerging market and developing economies.

These forecasts are based on assumptions that fuel and nonfuel commodity prices will decline in 2024 and 2025 and that interest rates will decline in major economies. Annual average oil prices are projected to fall by about 2.3 percent in 2024, whereas nonfuel commodity prices are expected to fall by 0.9 percent. IMF staff projections are for policy rates to remain at current levels for the Federal Reserve, the European Central Bank, and the Bank of England until the second half of 2024, before gradually declining as inflation moves closer to targets. The Bank of Japan is projected to maintain an overall accommodative stance.

### **Advanced Economies**

For advanced economies, growth is projected to decline slightly from 1.6 percent in 2023 to 1.5 percent in 2024 before rising to 1.8 percent in 2025. An upward revision of 0.1 percentage point for 2024 reflects stronger-than-expected US growth, partly offset by weaker-than-expected growth in the euro area.

- In the United States, growth is projected to fall from 2.5 percent in 2023 to 2.1 percent in 2024 and 1.7 percent in 2025, with the lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labor markets slowing aggregate demand. For 2024, an upward revision of 0.6 percentage point since the October 2023 WEO largely reflects statistical carryover effects from the stronger-than-expected growth outcome for 2023.
- Growth in the euro area is projected to recover from its low rate of an estimated 0.5 percent in 2023, which reflected relatively high exposure to the war in Ukraine, to 0.9 percent in 2024 and 1.7 percent in 2025. Stronger household consumption as the effects of the shock to energy prices subside and inflation falls, supporting real income growth, is expected to drive the recovery. Compared with the October 2023 WEO forecast, however, growth is revised downward by 0.3 percentage point for 2024, largely on account of carryover from the weaker-than-expected outcome for 2023.

Among other advanced economies, growth in the United Kingdom is projected to rise modestly, from an estimated 0.5 percent in 2023 to 0.6 percent in 2024, as the lagged negative effects of high energy prices wane, then to 1.6 percent in 2025, as disinflation allows an easing in financial conditions and permits real incomes to recover. The markdown to growth in 2025 of 0.4 percentage point reflects reduced scope for growth to catch up in light of recent upward statistical revisions to the level of output through the pandemic period. Output in Japan is projected to remain above potential as growth decelerates from an estimated 1.9 percent in 2023 to 0.9 percent in 2024 and 0.8 percent in 2025, reflecting the fading of one-off factors that supported activity in 2023, including a depreciated yen, pent-up demand, and a recovery in business investment following earlier delays in implementing projects. In emerging market and developing economies, growth is expected to remain at 4.1 percent in 2024 and to rise to 4.2 percent in 2025. An upward revision of 0.1 percentage point for 2024 since October 2023 reflects upgrades for several regions.

### **Growth in emerging and developing**

- Growth in emerging and developing Asia is expected to decline from an estimated 5.4 percent in 2023 to 5.2 percent in 2024 and 4.8 percent in 2025, with an upgrade of 0.4 percentage point for 2024 over the October 2023 projections, attributable to China's economy. Growth in China is projected at 4.6 percent in 2024 and 4.1 percent in 2025, with an upward revision of 0.4 percentage point for 2024 since the October 2023 WEO. The upgrade reflects carryover from stronger-than-expected growth in 2023 and increased government spending on capacity building against natural disasters. Growth in India is projected to remain strong at 6.5 percent in both 2024 and 2025, with an upgrade from October of 0.2 percentage point for both years, reflecting resilience in domestic demand.
- Growth in emerging and developing Europe is projected to pick up from an estimated 2.7 percent in 2023 to 2.8 percent in 2024, before declining to 2.5 percent in 2025. The forecast upgrade for 2024 of 0.6 percentage point over October 2023 projections is attributable to Russia's economy. Growth in Russia is projected at 2.6 percent in 2024 and 1.1 percent in 2025, with an upward revision of 1.5 percentage points over the October 2023 figure for 2024, reflecting carryover from stronger-than-expected growth in 2023 on account of high military spending and private consumption, supported by wage growth in a tight labor market.
- In Latin America and the Caribbean, growth is projected to decline from an estimated 2.5 percent in 2023 to 1.9 percent in 2024 before rising to 2.5 percent in 2025, with a downward revision for 2024 of 0.4 percentage point compared with the October 2023 WEO projection. The forecast revision for 2024 reflects negative growth in Argentina in the context of a significant policy adjustment to restore macroeconomic stability. Among other major economies in the region, there are upgrades of 0.2 percentage point for Brazil and 0.6

percentage point for Mexico, largely due to carryover effects from stronger-than-expected domestic demand and higher-than-expected growth in large trading-partner economies in 2023.

- Growth in the Middle East and Central Asia is projected to rise from an estimated 2.0 percent in 2023 to 2.9 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.5 percentage point for 2024 and an upward revision of 0.3 percentage point for 2025 from the October 2023 projections. The revisions are mainly attributable to Saudi Arabia and reflect temporarily lower oil production in 2024, including from unilateral cuts and cuts in line with an agreement through OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters), whereas non-oil growth is expected to remain robust.
- In sub-Saharan Africa, growth is projected to rise from an estimated 3.3 percent in 2023 to 3.8 percent in 2024 and 4.1 percent in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The downward revision for 2024 of 0.2 percentage point from October 2023 mainly reflects a weaker projection for South Africa on account of increasing logistical constraints, including those in the transportation sector, on economic activity
- Global headline inflation is expected to fall from an estimated 6.8 percent in 2023 (annual average) to 5.8 percent in 2024 and 4.4 percent in 2025. The global forecast is unrevised for 2024 compared with October 2023 projections and revised down by 0.2 percentage point for 2025. Advanced economies are expected to see faster disinflation, with inflation falling by 2.0 percentage points in 2024 to 2.6 percent, than are emerging market and developing economies, where inflation is projected to decline by just 0.3 percentage point to 8.1 percent. The forecast is revised down for both 2024 and 2025 for advanced economies, while it is revised up for 2024 for emerging market and developing economies, mainly on account of Argentina where the realignment of relative prices and elimination of legacy price controls, past currency depreciation, and the related pass-through into prices is expected to increase inflation in the near term. The drivers of declining inflation differ by country but generally reflect lower core inflation as a result of still-tight monetary policies, a related softening in labor markets, and pass-through effects from earlier and ongoing declines in relative energy prices.
- Overall, about 80 percent of the world's economies are expected to see lower annual average headline and core inflation in 2024. Among economies with an inflation target, headline inflation is projected to be 0.6 percentage point above target for the median economy by the fourth quarter of 2024, down from an estimated gap of 1.7 percentage points at the end of 2023. Most of these economies are expected to reach their targets (or target range midpoints) by 2025. In several major economies, the downward revision to the projected path of inflation, combined with a modest upgrade to economic activity, implies a softer-than-expected landing.

#### Global Growth Outlook Projections (in %)

	Estimate		Projections	
	2022	2023	2024	2025
<b>World Output</b>	<b>3.5</b>	<b>3.1</b>	<b>3.1</b>	<b>3.2</b>
<b>Advanced Economies</b>	<b>2.6</b>	<b>1.6</b>	<b>1.5</b>	<b>1.8</b>
United States	1.9	2.5	2.1	1.7
Euro Area	3.4	0.5	0.9	1.7
Germany	1.8	(0.3)	0.5	1.6
France	2.5	0.8	1.0	1.7
Italy	3.7	0.7	0.7	1.1
Spain	5.8	2.4	1.5	2.1
Japan	1.0	1.9	0.9	0.8
United Kingdom	4.3	0.5	0.6	1.6
Canada	3.8	1.1	1.4	2.3
Other Advanced Economies	2.7	1.7	2.1	2.5
<b>Emerging Market and Developing Economies</b>	<b>4.1</b>	<b>4.1</b>	<b>4.1</b>	<b>4.2</b>
Emerging and Developing Asia	4.5	5.4	5.2	4.8
China	3.0	5.2	4.6	4.1
India 4 /	7.2	6.7	6.5	6.5
Emerging and Developing Europe	1.2	2.7	2.8	2.5
Russia	-1.2	3.0	2.6	1.1



Latin America and the Caribbean	4.2	2.5	1.9	2.5
Brazil	3.0	3.1	1.7	1.9
Mexico	3.9	3.4	2.7	1.5
Middle East and Central Asia	5.5	2.0	2.9	4.2
Saudi Arabia	8.7	-1.1	2.7	5.5
Sub-Saharan Africa	4.0	3.3	3.8	4.1
Nigeria	3.3	2.8	3.0	3.1
South Africa	1.9	0.6	1.0	1.3
<b>Memorandum</b>				
Emerging Market and Middle-Income Economies	4.0	4.2	4.0	4.0
Low-Income Developing Economies	5.2	4.0	5.0	5.6

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during October 30–November 27, 2023. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. WEO = World Economic Outlook.

1. Difference based on rounded figures for the current and October 2023 WEO forecasts. Countries for which forecasts have been updated relative to October 2023 WEO forecasts account for approximately 90 percent of world GDP measured at purchasing-power-parity weights.
2. For World Output (Emerging Market and Developing Economies), the quarterly estimates and projections account for approximately 90 percent (80 percent) of annual world (emerging market and developing economies) output at purchasing-power-parity weights.
3. Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries.
4. For India, data and projections are presented on a fiscal year (FY) basis, with FY 2022/23 (starting in April 2022) shown in the 2022 column. India's growth projections are 5.7 percent in 2024 and 6.8 percent in 2025 based on calendar year.
5. Indonesia, Malaysia, Philippines, Singapore, Thailand.
6. Simple average of growth rates for export and import volumes (goods and services).
7. Simple average of prices of UK Brent, Dubai Fateh, and West Texas Intermediate crude oil. The average assumed price of oil in US dollars a barrel, based on futures markets (as of November 29, 2023), is \$79.10 in 2024 and \$75.31 in 2025.
8. Excludes Venezuela.
9. The assumed inflation rate for the euro area is 2.8% in 2024 and 2.1% in 2025, that for Japan is 2.7% in 2024 and 2.0% in 2025, and that for the United States is 2.2% in 2024 and 1.9% in 2025.

(Source: *World Economic Outlook WEO Update January 2024*  
<https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>)

## Indian Economic Overview

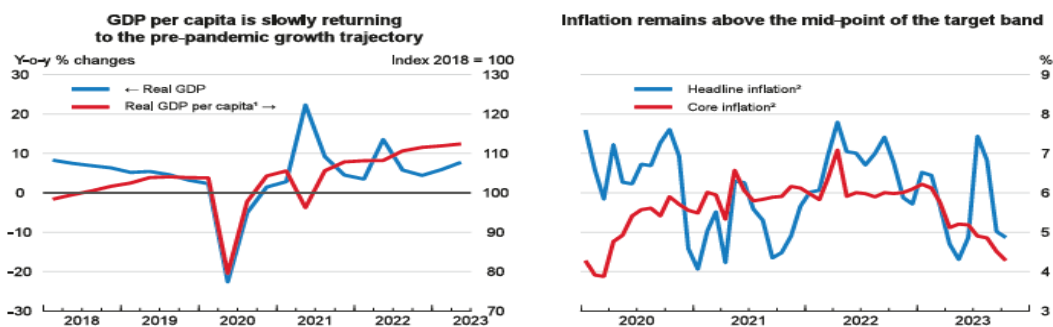
Following a strong outcome in FY 2022-23, real GDP growth is projected to slow to 6.3% in FY 2023-24 and 6.1% in FY 2024-25 on account of adverse weather-related events and the weakening international outlook. Surging services exports and public investment will continue to drive the economy. Inflation will decline progressively, with corresponding improvements of purchasing power. This, along with the end of the El Niño weather pattern, productivity gains from recent policy reforms, and improved global conditions, will help economic activity to strengthen, with projected real GDP growth of 6.5% in FY 2025-26.

Monetary policy easing is assumed to start in the second half of 2024, supporting business investment and discretionary household spending. Government investment will remain at high levels. Nevertheless, further fiscal consolidation is expected, which will increase financial space for the private sector. The challenges that remain to eradicate poverty, mitigate climate change, and accelerate income convergence require substantial fiscal efforts to mobilise additional resources and strengthen regulations, institutions, and standards to steer consumers towards inclusive and sustainable practices.

FY 2023-24 started with strong growth driven by public investment and private consumption. However, the global economic slowdown has hit merchandise trade. There are differences along sectoral and territorial lines: services (finance and export-oriented segments in particular) are more buoyant than manufacturing and urban areas are performing better than rural ones. Recent economic statistics are sending mixed signals. According to the income-based national accounts, real GDP grew by 7.8% year-on-year in the April-June quarter, whereas it grew considerably less in the expenditure-based account. Similarly, recent market data for consumption suggest that car sales and air traffic are doing well, but commercial vehicles and tractor sales, as well as passenger rail and

cargo aviation traffic are either retrenching or growing slowly. The RBI and PMI industrial surveys indicate that firms see business prospects improving, but other forward-looking surveys are less upbeat concerning demand conditions. Tighter financial market conditions and some softening in commodity prices, which reduces the overall demand for working capital loans, are moderating banking credit growth.

### India: Economic growth and inflation indicators



1. Real GDP per capita is based on GDP in constant prices (2015 PPP), USD. Quarterly population data are calculated by interpolating annual data. OECD estimates on population data for 2023.
2. OECD seasonal adjustment based on monthly consumer price index and core CPI (index 2012 = 100) from the Ministry of Statistics and Program Implementation (MOSPI).

### India: Demand, output and prices

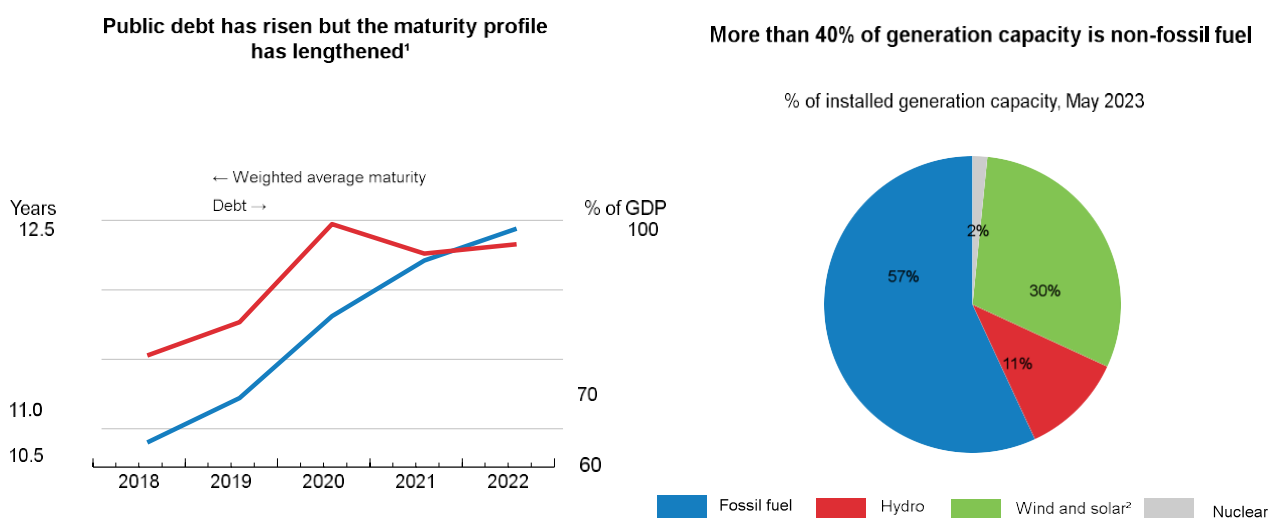
	2020	2021	2022	2023	2024	2025
India	Current prices INR trillion		Percentage changes, volume (2011/2012 prices)			
GDP at market prices	198.3	9.1	7.2	6.3	6.1	6.5
Private consumption	121.5	11.2	7.5	4.6	6.9	7.2
Government consumption	23.0	6.6	0.1	3.3	5.2	3.7
Gross fixed capital formation	54.0	14.6	11.4	5.5	5.5	6.3
Final domestic demand	198.6	11.5	7.8	4.7	6.3	6.6
Stockbuilding <sup>1,2</sup>	0.5	0.8	0.0	0.0	0.0	0.0
Total domestic demand	199.1	8.0	8.1	9.7	6.2	6.5
Exports of goods and services	37.1	29.3	13.6	(3.3)	7.0	6.4
Imports of goods and services	37.9	21.8	17.1	11.3	7.4	6.6
Net exports <sup>1</sup>	(0.8)	0.9	(1.0)	(3.7)	(0.5)	(0.4)
Memorandum items						
GDP deflator		8.5	8.2	1.6	4.7	5.0
Consumer price index	-	5.5	6.7	6.1	5.3	4.2
Wholesale price index <sup>3</sup>	-	13.0	9.4	0.2	4.3	3.6
General government financial balance <sup>4</sup> (% of GDP)	-	(10.4)	(8.9)	(8.4)	(7.5)	(7.0)
Current account balance (% of GDP)	-	(1.2)	(2.0)	(2.2)	(2.4)	(2.2)

Note: Data refer to fiscal years starting in April.

1. Contributions to changes in real GDP, actual amount in the first column.
2. Actual amount in first column includes statistical discrepancies and valuables.
3. WPI, all commodities index.
4. Gross fiscal balance for central and state governments.

(Source: OECD Economic Outlook)

## India: Fiscal and activity indicators



1. Years represent fiscal years. The debt ratio refers to the sum of domestic and external debt of central and state governments in per cent of GDP. The weighted average maturity is based on the issuance of Government of India dated securities.
2. Including other renewables

(Source: OECD Economic Outlook, Volume 2023 Issue 2: Preliminary Version © OECD 2023)

## Indian food processing sector

The Indian food processing industry is among the largest in the nation in terms of growth, production, consumption and exports. The industry produces several food products such as meat, poultry, fisheries, fruits, vegetables, spices, milk and milk products, alcoholic beverages, plantations and grains. It also manufactures cocoa products and chocolates, confectionery, mineral water, soya-based items and high-protein foods. Since the liberalisation in August 1991, the government proposed and accepted multiple projects, for instance, creating foreign collaborations, joint ventures, 100% export-oriented units and industrial licenses to encourage growth and investment in the food processing industry. Foreign direct investment (FDI) in India was estimated at Rs. 2,934.1 crore (US\$ 368.8 million) in FY21.

India is a major producer of food in the world, with a large and growing market. The food and grocery retail market, valued at US\$ 11.3 trillion in 2021, is also among the largest in the global economy.

India's food processing sector is a sunrise sector that has gained prominence in recent years. Major processed food products exported from India include processed fruits and juices, pulses, guar gum, groundnuts, milled products, cereals preparations, oil meals and alcoholic beverages. India created history in agriculture and processed food exports by exporting products worth US\$ 25.6 billion in FY22. Export of APEDA products stood at US\$ 7.4 billion as of April-June 2022, up 31% compared with US\$ 5.7 billion over the same period last fiscal, according to the Directorate General of Commercial Intelligence and Statistics. Furthermore, exports of processed fruits and vegetables grew by 59.1%; cereals and miscellaneous processed items grew by 37.66%; meat, dairy and poultry products grew by 9.5%; basmati rice grew by 25.5%; non-basmati rice grew by 5%; and miscellaneous products grew by 50%.

The food sector is currently undergoing a transition in India. The Agricultural and Processed Food Products Export Development Authority (APEDA) forecasts that the sector will grow at a compounded annual growth rate (CAGR) of 3% between 2022 and 2030.

(Source: <https://www.ibef.org/research/case-study/india-s-food-processing-industry> )

India has great potential to become a global processed food export powerhouse as it includes a rich agricultural resource base, strategic geographic location and proximity to food-importing nations, and an extensive network of food processing training, academic, and research facilities. The Indian food processing industry has grown rapidly with an average annual growth rate of 8.3% in the past 5 years. With a market size of US\$ 866 billion in

2022, the food industry will play a vital role in the economy's growth. The domestic food market is projected to grow by over 47% between 2022 and 2027, reaching US\$ 1,274 billion. In 2023, the food market will generate US\$ 963 billion in revenue and the market is anticipated to expand at a CAGR of 7.23% between 2023-27.

India's agricultural exports surged by nearly one-fifth (19.92%), crossing the US\$ 50 billion milestone, covering 50% of the world's rice market in FY22. Exports of processed food climbed from US\$ 8.56 billion in 2020-21 to US\$ 10.42 billion in 2021-22. Furthermore, in 2021-22, processed food exports accounted for 22.6% of the overall agri-food exports. The Indian food processing sector has attracted more than US\$ 6 billion worth of foreign direct investment (FDI) since 2014-15. Moreover, the food processing industry has attracted FDI equity worth US\$ 709.72 million during 2021-22. The total FDI received in the food processing sector is US\$ 11.79 billion from April 2000 till December 2022.

India's food processing sector is one of the largest in the world and it is expected to reach US\$ 535 billion by 2025-26. The rise in the preference for processed food is driven by two worldwide consumer megatrends:

- The increasing demand for convenience
- A growing emphasis on health and wellness.

### Different Techniques of the Food Processing Industry

Sr.No.	Techniques	Details
1	Preservation	This type of food processing method including canning, freezing, drying, and fermenting is used to increase the shelf life of food products. These methods aid in stopping the development of bacteria and other germs that might ruin food.
2	Preparation	Techniques used to prepare food products for consumption, such as cooking, baking, and grilling, are included in this type of food processing. These methods can assist in enhancing the flavour, texture, and presentation of food products.
3	Packaging	Techniques used to prepare food products for consumption, such as cooking, baking, and grilling, are included in this type of food processing. These methods can assist in enhancing the flavour, texture, and presentation of food products.
4	Enrichment	In this method of food processing, nutrients like vitamins and minerals are added to food products to improve their nutritional value. Foods that are naturally lacking in nutrients, like bread and cereals, are frequently enriched.
5	Fortification	In this type of food processing, nutrients are added to food products to satisfy specific dietary demands, such as folic acid in flour and iron in breakfast cereals. Fortification is frequently used to address issues with public health or to meet the dietary requirements of populations, such as youngsters or pregnant women
6	Extraction	This method of food processing includes separating a component or ingredient from a food product, such as oil extraction from seeds or protein extraction from milk.
7	Concentration	This method of food processing entails removing water or other ingredients from a food product. Examples include the concentration of fruit juice or the creation of tomato paste.
8	Processing aids	In this type of food processing, chemicals or other materials are used to enhance the processing or preservation of food products, such as the use of acids or enzymes to enhance the fermentation of foods or the use of preservatives to increase shelf life.

### Industry segments

The food processing industry in India is made up of 5 segments including grains, cereals and pulses, fruits and vegetables, meat and poultry, dairy products and processed foods.

- **Grains, cereals, and pulses**

India is the largest producer of rice, wheat, and other grains including corn, sorghum, and millets in the world. India has a substantial grain processing sector. with the majority of the nation's grain production going towards food processing. The industry comprises the processing of cereals and pulses into many forms, such as flakes, puffed cereals, and ready-to-eat snacks, as well as the milling of grains to generate flour, rice, and other products.

- **Fruits and vegetables**

India is a significant producer of a variety of fruits and vegetables, with the industry making up around 28% of the nation's overall agricultural output. These items are highly perishable and have a limited shelf life, hence the food processing industry is essential in processing and preserving them. The sector includes the preparation of fruit and vegetable juices, jams, and pickles, as well as the processing of fresh and frozen fruits and vegetables.

- **Meat and poultry**

India is a major producer of beef, mutton, and poultry, and the country's meat and poultry industries are expanding quickly. These items, which include the manufacturing of frozen meat, meat products, and poultry products, are processed and preserved with the help of the food processing sector.

- **Dairy products**

India is the world's largest producer of milk, and the dairy sector is a significant part of the nation's food processing business. The industry involves the transformation of milk into a variety of dairy products, including butter, cheese, yoghurt, and others.

- **Processed foods**

In India, the processed food sector produces a wide variety of food items, including convenience foods, ready-to-eat meals, and snacks. The industry is supported by a robust supply chain that comprises primary processors and food processing companies.

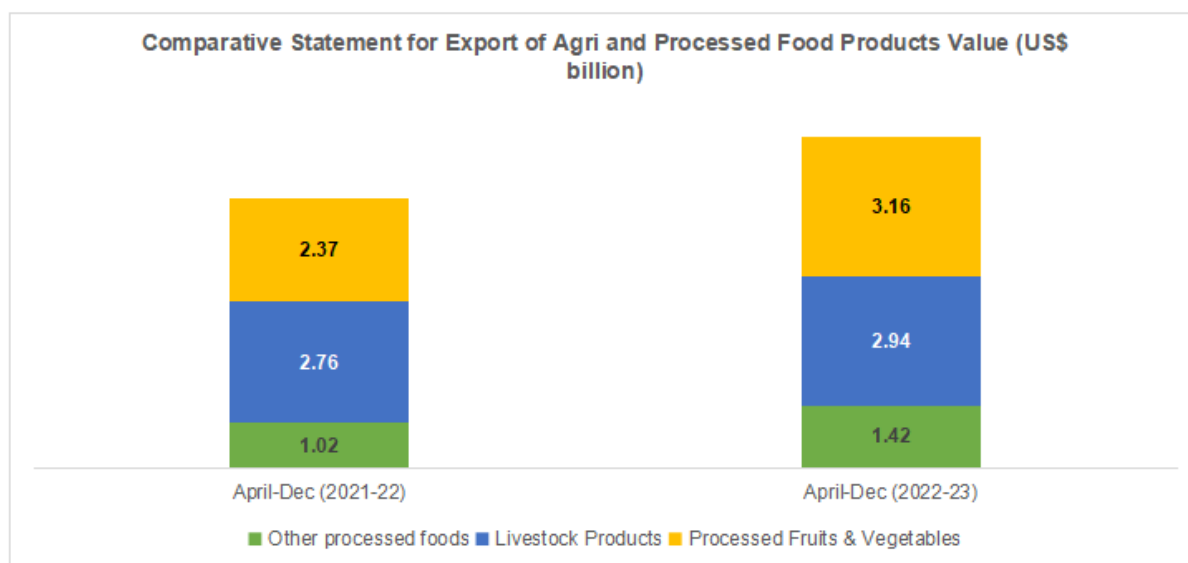
### Exports in the Indian Food Processing Industry

The export goal for agricultural and processed food products for the fiscal years 2022–23 was set at US\$ 23.6 billion, of which US\$ 19.694 billion i.e., 84%, had been accomplished by December 2022.

During 2011-12 to 2020-21, the export of goods under the Ready to Eat (RTE), Ready to Cook (RTC), and Ready to Serve (RTS) divisions saw a CAGR of 10.4%. India exported finished food goods worth more than US\$ 2.14 billion in 2020-21. The United States, the United Arab Emirates, and Nepal are the top three RTE export destinations in 2020-21. In 2020-21, the primary exporting destinations for RTC are the United States of America, Malaysia, and the United Arab Emirates.

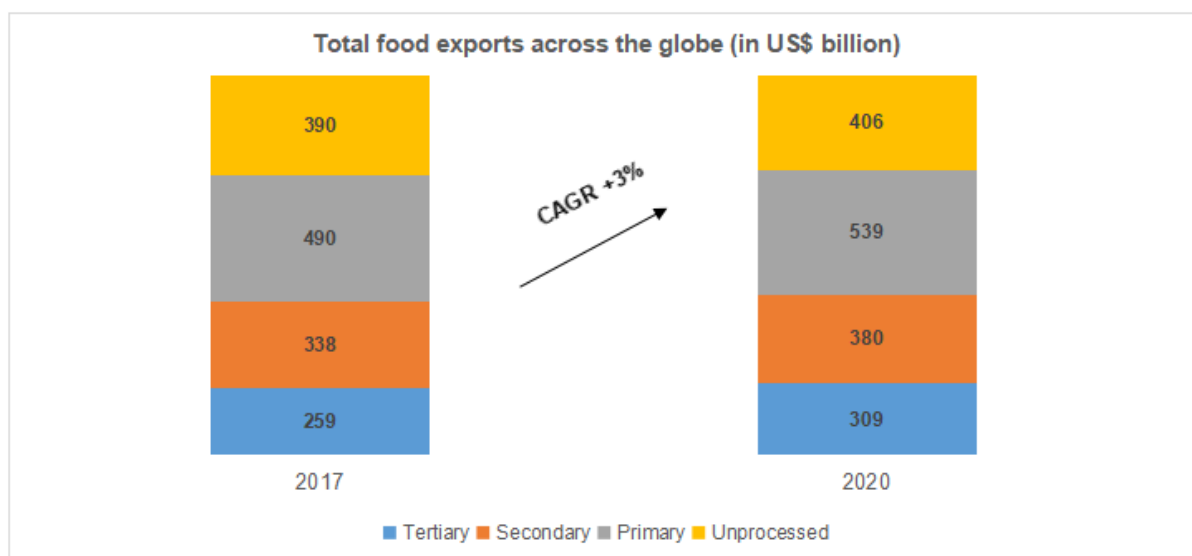
As depicted in the below graph, there is a 39.79% increase in the processed fruits and vegetables segments followed by a 33.39% increase in the other processed foods, and a 6.4% rise in the livestock products from April-December 2022-23 to April-December 2021-22.

### Opportunity in the Indian Food Processing Industry



India is the world's largest dairy producer, but it ranks 46th in terms of export. Similarly, India is the second-largest producer of vegetables but ranks 15th in the global industry.

In terms of worldwide exports, the processed food category is increasing far faster than the unprocessed food category - secondary and higher processed foods are growing at 5-6% CAGR, while unprocessed and primary foods are growing at 1-3% CAGR.



The demand for processed food products is being driven by increased urbanisation, higher disposable incomes, the growth of nuclear families, and a preference for convenience food goods. Furthermore, selling food in processed form allows you to charge a greater price and hence capture a larger economic value. For instance, according to an estimate by the RBI, manufacturing prepared meals adds 30% value to the product whereas processing meat adds 12.7%.

As depicted in the below table, India has a solid position in terms of production, but its position deteriorates in terms of food product export, particularly in processed form across all categories. Hence, it is imperative that the industry, along with all stakeholders throughout the value chain, unite and make concentrated efforts in order to establish a strong position in global processed food exports.

Sr.No.	Category	India's total produce (US\$ billion), Rank	India's total export (US\$ billion),%, Rank	India's processed export (US\$ billion), %, Rank	Opportunity
1	Cereals	116, 2nd	8.7, 7%, 5th	1.1, 0.8%, NA	Major exporters of various food grains.
2	Fruits & Nuts	69, 2nd	1.3, 1%, 25th	0.5, 0.9%, 18th	Advancement of new technology to reduce wastage levels and increasing focus on processed food products.
3	Vegetables	75, 2nd	1.2, 1.5%, 15th	1.7, 3.6%, 18th	
4	Dairy	92, 1st	0.18, 0.2%, 46th	0.18, 0.2%, 41st	Huge demand for Value Added Dairy Products i.e. Cheese, custard, Flavoured Milk.
5	Meat	3.9, 5th	3.1, 2.3%, 15th	0.1, 0.4%, 20th	Huge scope of Export to different Countries with the increasing demand for frozen foods. Innovation in product development such as ready-to-cook, ready-to-eat, canned and frozen food.
6	Marine	16, 2nd	5.1, 5%, 4th	0.7, 4.6%, 4th	

7	Tea Coffee and Spices	5, 3rd	3.6, 7.3%, 3rd	1.0, 11%, NA	Advancements in Quick Service Restaurants (QSRs) and changing food habits will increase demand in the beverages sector.
8	Sugar	8, 4th	2.7, 6.5%, 2nd	0.3, 3.7%, NA	
9	Other	34, NA	5.1, NA	0.4, NA	
10	Total	419, 2nd	31, 2.5%, NA	6, 1.2%, NA	Investing in Improving Packaged Foods manufacturing capacities.

Source: Federation of Indian Chambers of Commerce & Industry (FICCI and BCG Report)

## Government Initiatives

- **Pradhan Mantri Kisan Sampada Yojana (PMKSY)**

A centrally sponsored scheme, Pradhan Mantri Kisan SAMPADA ((Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters) Yojana, has been given a financial outlay of US\$ 731.4 million (Rs. 6,000 crore) for the period 2016 to 20. It is a comprehensive package which will result in the creation of modern infrastructure and efficient supply chain management from the farm gate to the retail outlet. It will stimulate the expansion of the country's food processing sector. It will also help deliver greater returns to the farmers' income, creating huge employment opportunities, particularly in rural regions, reducing agricultural waste, raising processing levels, and enhancing the export of processed foods. The following schemes will be implemented under PM Kisan SAMPADA Yojana:

- Mega Food Parks
- Integrated Cold Chain and Value Addition Infrastructure
- Creation/ Expansion of Food Processing/ Preservation Capacities (Unit Scheme)
- Infrastructure for Agro-processing Clusters
- Creation of Backward and Forward Linkages
- Food Safety and Quality Assurance Infrastructure
- Human Resources and Institutions

- **PM Formalisation of Micro Food Processing Enterprises Scheme**

Under the Aatma Nirbhar Bharat Abhiyaan, the centrally sponsored scheme, the Pradhan Mantri Formalisation of Micro food processing Enterprises (PMFME) Scheme was launched on June 29, 2020. This scheme is currently being implemented in 35 states and union territories with the goal of improving the existing micro-enterprises in the unorganized segment of the food processing industry and the formalisation of the sector. It also includes US\$ 487.61 (Rs. 40,000) in financial assistance for working capital and the purchase of small tools for each member of the Self-Help Group (SHG) involved in food processing operations. Over 1 lakh SHG members have been identified and a total of US\$ 24.74 million (Rs. 203 crore) has been granted.

- **Production Linked Incentive Scheme for Food Processing Industry (PLISFPI)**

The Production Linked Incentive Scheme for Food Processing Industry (PLISFPI), a central sector scheme has been allocated a financial outlay of US\$ 1.32 billion (Rs. 10,900 crore) for the period of 2021-22 to 2026-27. It aims to assist the emergence of global food manufacturing champions commensurate with India's natural resource endowment and to encourage Indian brands of food products in foreign markets. By 2026-27, the scheme's implementation would enable an increase in processing capacity, resulting in a processed food output of US\$ 4.07 billion (Rs. 33,494 crore) and the creation of roughly 2.5 lakh jobs.

## Road Ahead

Due to social media and digital knowledge, the Covid-19 pandemic has expanded the acceptability of processed foods, and customer demand for more ethical and environmentally friendly products is expanding. Agriculture and allied activities are the backbone of the Indian economy. More than half of the Indian population depends on it for a living. Thus, increasing the gross value addition in the agricultural industry will be a critical lever in improving the country's socioeconomic conditions. India has the potential to become the global food supply hub and boost its export share in the post-Covid-19 future. For the sector to remain competitive, it is essential to have scale, quality, and cost-effective export capabilities that meet international certification criteria.

(Source: <https://www.ibef.org/blogs/an-overview-of-the-indian-food-processing-sector> )

## Advantage India



### 1. Robust demand

- Factors contributing towards the sharp growth in demand for processed foods include increasing urbanization, increasing disposable incomes, changing spending patterns/ priorities, the emergence of nuclear families and the growing need for convenience foods in dual-income nuclear families.
- The demand for organic products in the Indian market is growing and is anticipated to rise with a CAGR of 25.25% between 2022-27.
- A total of 521.27 LMT rice has been anticipated for procurement for the upcoming KMS 2023-24, up from 496 LMT produced during the previous KMS 2022-23.

### 2. Competitive advantage

- India has access to several natural resources that provides it with a competitive advantage in the food processing sector. Due to its diverse agro-climatic conditions, it has a wide-ranging and large raw material base suitable for food processing industries.

### 3. Policy support

- Through several Digital Initiatives, such as the National e- Governance Plan in Agriculture (NeGP-A), the construction of Digital Public Infrastructure (DPI), digital registries, etc., the government has taken a number of steps to ensure access to IT across the nation.
- A new sub-scheme of PM Matsya Sampada Yojana with a targeted investment of Rs. 6,000 crore (US\$ 729 million) to be launched to further enable activities of fishermen, fish vendors, and micro & small enterprises, improve value chain efficiencies and expand the market.
- The government has proposed developing 100 food streets in 100 districts across India, with the financial help of US\$ 122,271.30 (Rs. 1 crore) per food street/district.



#### 4. Attractive opportunities

- Entry of foreign players have been key to sustainable growth in some sectors such as dairy.
- Indian consumers are rapidly changing their eating habits. Trends indicate a sharp increase in on-the go eating, snacking in between meals, switching to healthier eating alternatives, pre-cooked ready to eat meals and increasing consumption of organic foods. This has led to a host of new opportunities in the consumer foods market for both domestic and international companies to build a stake in this fast-growing processed food market.

#### Market Overview – Food Processing Industry in India

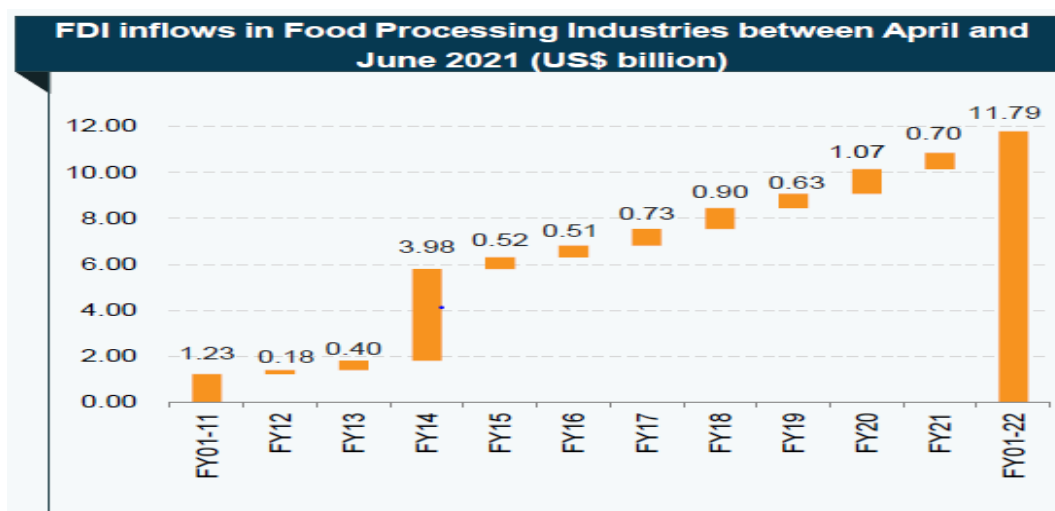
- Food and grocery market in India is the sixth-largest in the world. Food processing industry contributes 32% to this food market and is also one of the largest industries in the country, contributing 13% to total export and six% of industrial investment.
- The Indian food processing industry is expected to reach US\$ 535 billion by 2025-26 on the back of government initiatives such as planned infrastructure worth US\$ 1 trillion and Pradhan Mantri Kisan Sampada Yojna.
- The cold chain infrastructure created by 356 completed cold chain projects until August 2022, were the following:
  - 10.2 lakh MT of Cold Storage, Controlled Atmosphere
  - (CA)/Modified Atmosphere (MA) Storage and Deep Freezer.
  - 345.65 MT per hour of Individual Quick Freezing (IQF).
  - 153.14 Lakh Litres Per Day (LLPD) Milk Processing/Storage.
  - 1785 reefer vehicles.
- Of the total 41 mega food parks that were sanctioned, 22 mega food parks are operational, as of December 2022.
- In June 2023, Mother Dairy invested US\$ 48.33 million (Rs. 400 crore) to set up a unit in Nagpur.
- In July 2022, PM Formalisation of Micro food processing Enterprises (PMFME) scheme was launched for providing financial, technical and business support for setting up/ upgradation of micro food processing enterprises in the country with an outlay of Rs. 10,000 crore (US\$ 1.27 billion).
- Milk processing capacity is expected to double from 53.5 MMT to 108 MMT by 2025.
- The food processing industry employs about 1.77 million people.
- According to National Accounts Division, Ministry of Statistics and Programme Implementation, food processing units in India is growing at 7.68% annually.
- With a budget of US\$ 1.46 billion, the ‘Production-Linked Incentive Scheme for Food Processing Industry (PLISFPI)’ has been approved to develop global food manufacturing champions commensurate with India's natural resource endowment and to support Indian food brands in international markets.
- 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.

Note: US\$A - India’s Food Processing Sector Poised for Growth 2019, Ministry of Agriculture and Farmers’ Welfare, Ministry of Food Processing Industries, Crisil

#### Requirement of cold chain

Component	Existing Capacity	Approximate Requirement
Integrated Pack Houses	250 numbers	70,000 numbers
Reefer Trucks	< 10,000 numbers	62,000 numbers
Cold store (Bulk & distribution hubs)	32 million tonnes	35 million tonnes
Ripening Chambers	800 numbers	9000bers

- Sales of processed food in the domestic market have been increasing at a faster pace. The Indian food processing market is expected to be worth US\$ 535 billion by 2025, with a CAGR of 15.2%.
- The food processing sector employs the most people, accounting for 20.05 lakh or 12.32% of total employment.
- The food processing sector allows 100% FDI under the automatic route.
- The sector has also recorded a sharp increase in investments with a cumulative FDI inflow of US\$ 4.77 billion between April 2000-September 2023.
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), the Indian food processing industry has cumulatively attracted a Foreign Direct Investment (FDI) equity inflow of about US\$ 12.35 billion between April 2000-September 2023. This accounts for 1.89% of total FDI inflows received across industries.
- The Comprehensive Economic Partnership Agreement (CEPA) between India and the UAE will strengthen India's food processing industry.
- In April 2021, the Government of India approved a PLI scheme for the food processing sector with an incentive outlay of Rs. 10,900 crore (US\$ 1.48 billion) over a period of six years starting from FY22.
- In September 2021, PepsiCo commissioned its Rs. 814 crore (US\$ 109.56 million) Kosi Kalan foods facility in Mathura, Uttar Pradesh; it is our company's largest greenfield manufacturing investment in India.



### Reasons for Investing in India's Food Processing Sector

The reasons to invest in the growth of the food processing industry in India are explained below.

Attractiveness of the Indian economy:

- In terms of GDP, India is the fifth largest economy in the world. Real GDP growth in FY22 stood at 8.7%, 7.5% higher than that in FY20, indicating recovery and strong growth post the pandemic period.
- FDI inflows in FY22 stood at US\$ 84.8 billion, up 3.5% from FY27. FDI inflows crossed the US\$ 80 billion mark in FY27, reaching US\$ 82 billion in FY27 and US\$ 74.4 billion in FY20. Strong FDI inflows coupled with economic growth during the pandemic suggest high investor confidence in India's growth and prosperity.
- The country has a total road network of 58.9 lakh km, the second largest road network in the world. The country's railway network exceeds 67,000 km of rail length, making it the fourth largest in the world.

- In India, approximately 71% of infrastructure investments are in energy, roads, urban infrastructure and railways. Energy will account for 24% of the investments; roads will account for 18%; urban infrastructure will account for 17%; and railways will account for 72% of the total investments.
- Urbanisation is a crucial factor in the development of the Indian economy. By 2030, the World Bank estimates that approximately 42% of the country's population will live in urban areas, up from 31% in 2011.
- India is also keen on developing its human capital. The country is expected to continue to be among those having the youngest populations in the world till 2030, as per the UN Population Fund. Young Indians have recognised the importance of investment in higher education. Total enrolments in higher education was estimated at 3.7 crore. India has the third largest group of scientists and technicians in the world.

#### **Opportunities in the food processing industry in India:**

- The food processing sector in India grew at an average annual growth rate of approximately 8.4% between 2014 and 2018.
- The food processing sector constitutes around 10.7% and 8.8% of the gross value added in the agriculture and manufacturing sector, respectively. As per the Annual Survey of Industries 2018-19, the food products industry accounted for 15.8% of the factories, 8.9% of wages to workers and 11.2% of workers.
- The output of the Indian food industry is forecast to reach US\$ 535 billion by FY26. Increasing urbanisation, growth in household income and growth of the organised retail sector are major growth drivers for this industry.
- India ranks first in the production of milk, spices and livestock, and second in the production of food, vegetables, fruits and fish.
- The Indian food processing industry is evolving rapidly. Industry players have encountered several changes due to changing consumption patterns, rising urbanisation, changes in the gender composition of employees and increase in food consumption. Indians now like to experience multiple food cuisines in addition to traditional Indian cuisines. Due to these factors, the food industry in India is expected to reach US\$ 1.2 trillion in revenue by FY26.

(Source: <https://www.ibef.org/research/case-study/india-s-food-processing-industry> )

*(Rest of the page is intentionally left blank)*

## OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 18 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26 and 247 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, and references to a particular financial year are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, in this chapter, references to “Company”, “Our Company”, “we” or “us” mean Jeyyam Global Foods Limited.*

*Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

## BUSINESS OVERVIEW

### HISTORY

Our company was incorporated as “Kichoni Online Services Private Limited” on March 24, 2008, as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Chennai (“RoC”) with the object to collect and sell data online. However, our Company did not start any business activity in this segment. Shareholders of our Company at the EGM held on July 31, 2008 passed a special resolution for amendment in the Object Clause of the MOA of our Company and the objects of our Company were amended to include trading of FMCG products. The same was approved by the Registrar of Companies, Chennai vide its certificate dated September 17, 2008. The shareholders of our Company thereafter at the EGM held on May 09, 2009 passed a special resolution for change of the Name of our Company to ‘Jeyyam Products Private Limited’. Accordingly, the name of our company was changed to ‘Jeyyam Products Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated June 18, 2009 issued by Registrar of Companies, Chennai. Our Company has been in the business of trading since September 2008.

Subsequently, the shareholders of our Company at the EGM held on February 19, 2015, passed special resolution for change in the Object clause of the MOA of our Company to replace all the existing Main Objects with a New Object relating to Manufacturing, processing and trading of Pluses, Food grains, etc, and Name Change of our Company to ‘Jeyyam Global Foods Private Limited’. The change of Objects was approved by the Registrar of the Companies, Chennai vide its certificate dated February 20, 2015 and the name of our company was changed to ‘Jeyyam Global Foods Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated February 24, 2015 issued by Registrar of Companies, Chennai.

Thereafter, shareholders of our Company at the EGM held on April 24, 2023, passed a special resolution for conversion of our Company from a Private Limited Company to a Public Limited Company and the same was approved by the Registrar of Companies, Chennai vide issue of Certificate of Incorporation Consequent upon conversion to public company, dated May, 23, 2023. Thus, our Company was converted to a public company and the name of our Company was changed to ‘Jeyyam Global Foods Limited’ with effect from May 23, 2023 and the Corporate identification number of our Company was changed to : U15400TN2008PLC066955

The Corporate Identification Number of our Company is U15400TN2008PLC066955. Our Company has its registered office at No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.

### DETAILS W.R.T., MERGER / AMALGAMATION:

Jeyyam Food Park LLP (JFP LLP) was an entity set up during July 2014 under the Limited Liability Partnership Act, 2008, by the then promoters of our Company, to put up a pulses (including chickpea) processing plant with a view to complement the business of our Company which was in to Trading during 2014, by backward integrate into the value chain and enhance the market share of both the entities, visibility and valuation by creation of the brand “Jeyyam”.

However, considering that there would be multiple synergies for growing the business in size by integrating both entities (i.e., our Company and JFP LLP) as a single entity and market the brand at a national level, the then promoters merged JFP LLP into our Company and created a larger entity. The said Amalgamation was approved by the Hon'ble High Court of Judicature of Madras with effect from April 01, 2015 vide order dated March 16, 2016.

Accordingly, the Board of Director of our Company, on March 31, 2016, made a Allotment of 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016. Further all the assets and liabilities of the LLP was amalgamated with our Company.

## **BUSINESS:**

Over more than 15 years in food industry, we specializes in manufacturing and/or processing and supply of Bengal Gram (locally known as 'Chana'), Fried Gram, and Besan Flour to wide variety of market like Distributors, Large Retailers, Hotels, Restaurants, Caterers, Branded Supermarkets and Wholesalers. Our Company is continuously engaged in undertaking research and development and is ready to enter into the B2C business of spices and masala, ready to cook and ready to eat foods, salt, sugar, soya and vermicelli, among others.

"Jeyyam" brand is known best for its quality. The brand has earned the trust, and loyalty of its distributors, retailers, and customers solely for its quality through complete transparency. We adhere to standard practices and strictly abides by statutory norms. Our Company has obtained FSSAI License for both of its Factory locations and ensures that ISO 9001:2015 and ISO 22000:2018 standards are followed in both of its Factory location and have obtained the ISO Certification for Factory situated in Salem.

Our focus on quality ensures that every step of the process, from procurement, processing to packaging, is carried out to the highest standards. Our manufacturing facilities, coupled with a supply chain, enables us to deliver products that meet the evolving needs of our customers.

Jeyyam is a brand that is synonymous with quality, trust, and innovation. We are dedicated to the Chana industry and we are committed to driving growth and transformation in this sector.

With deep expertise in chana, a strong team and leverage to anchor and establish the entire Chana value chain, we are on its way to become a pan-India Chana brand.

Jeyyam is a brand with a focus in the Chana industry. Our experience in setting up and operating chana product manufacturing units has helped us understand and build a thriving supply chain ecosystem. We are proud to have set up a model of forward and backward integration in the chana value chain, driving value for every player in the ecosystem.

## **QUALITY CERTIFICATIONS**

The following are the quality certifications our company abides by:



## **OUR VISION**

Encouraging the use of Chana as it offers multiple health benefits as a protein rich food.

*(This rest of the page is intentionally left blank)*

## OUR MISSION

To be the largest and most admired player in the Chana value chain by building large & innovative product portfolio, bringing network & transmission effect benefits and creating immense value for the stake holders.

## OUR VALUES

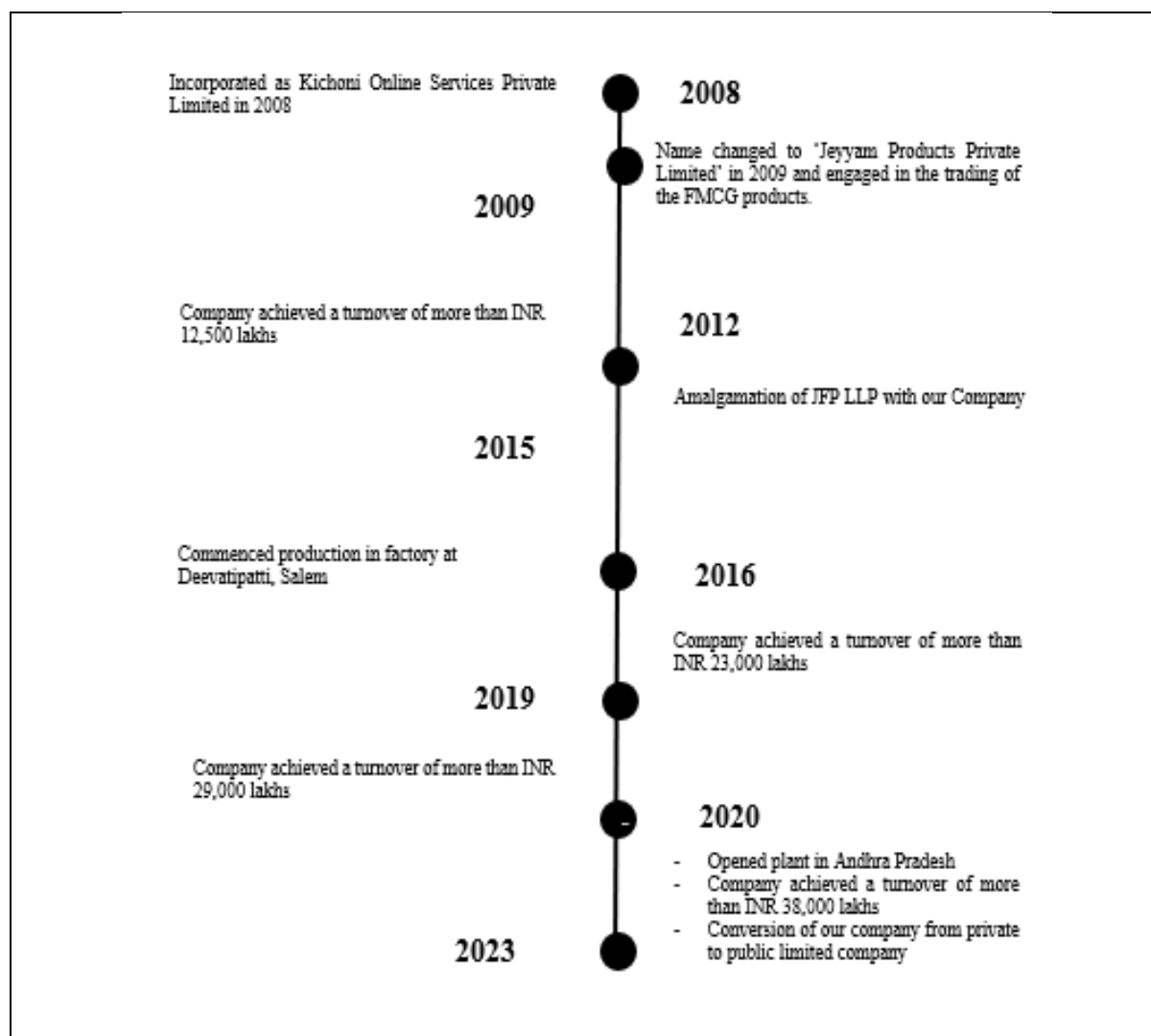
'Jeyyam' brand stays true to the traditional cooking style and blends in as an everyday ingredient for a wholesome meal. Leveraging latest manufacturing technologies and innovative methods to meet the needs of the customers, has led to associating the 'Jeyyam' brand with quality and standard.

- **Commitment: Quality first!**  
We are committed to always delivering the best quality products to our customers. We focus on leveraging innovative procedures that contribute to achieving our primary goal – customer satisfaction.
- **Ethics: Uncompromising Integrity, Transparency, Reliability**  
We provide utmost transparency to our customers as we know that to gain their trust, we need to be genuine and righteous in everything we do. We follow standard practices and strictly conform to statutory norms.
- **Performance: Efficient business**  
We strive at being excellent and excellence is to do the most ordinary things in the most exceptional ways. For this, we develop and utilise our expertise and competence to the best of our ability. Productivity through hard work and perseverance is our motto.
- **Team work: Combined effort; Sustained Progress**  
Our success, sustenance and growth are the fruits of the collaborative efforts of all the employees and our associates. We truly believe that our employees are our biggest assets. Hence, we ensure that we provide an employee-friendly environment, devise policies keeping their welfare in mind and also offer them the rewards for their dedication and hard work.
- **Eco-conscious: Environmental Safety**  
A healthy environment helps in the growth and nourishment of everything that's within. Keeping that in mind, we ensure that none of our processes cause any kind of damage on any level to the environment. We truly believe that as long as we are reaping the benefits from the environment, we are also responsible to safeguard and conserve it.

*(This rest of the page is intentionally left blank)*

## JOURNEY OF OUR COMPANY

Keys events and Milestones in the history of our Company



## PRODUCT OVERVIEW

Chana or Chickpeas are very healthy foods. They are high in vitamins, minerals, fiber and protein. These characteristics are responsible for most of their health benefits, which range from weight management to blood sugar control. Including chickpeas in diet regularly will support health and may reduce risk of developing chronic diseases, such as heart disease and cancer.

Gram dal is the Chickpeas that has been split and polished. Chana dal is one of the most popular ingredients in Indian cuisine. Chana dal is delicious, nutritious and easily digested.

Besan is a product obtained by grinding, dried Chickpeas. It has higher percentage of fibre than other pulses, no gluten and a higher percentage of protein than other pulses.

## OUR KEY OFFERINGS

Originating from Tamil Nadu, India, Jeyyam is a food product brand catering to the kitchens of Tamilians across the nation. With over a decade of experience in manufacturing 'Jeyyam' brand has earned the trust and loyalty of its distributors, retailers and customers solely for its quality Pulses and Dal varieties.

• **JEYYAM FRIED GRAM (SPLIT) / JEYYAM FRIED GRAM (WHOLE) / STANDARD FRIED GRAM (SPLIT)/ STANDARD FRIED GRAM (WHOLE) :**





- **JEYYAM GRAM FLOUR :**



- **LEADER GRAM FLOUR / PONNI GRAM FLOUR:**



*For risk associated with our focused product offerings kindly refer to risk factor No 1 mentioned in Section titled 'Risk Factors' beginning of page 26 of this Draft Red Herring Prospectus*

### OUR FUTURE KEY OFFERINGS

- **Soya:** The soybean, is a species of legume native to East Asia, widely grown for its edible bean, which has numerous uses. soybean meal is a significant and key source of protein for animal feeds and many packaged meals.
- **Vermicelli:** Vermicelli is a traditional type of pasta round in section similar to spaghetti.
- **Whole toor dal:** It is an incredible source of proteins, carbs and dietary fibre needed for growth and development. Adding Sambar dal in your diet helps to meet your demands of iron and calcium while being a good source of folic acids.
- **Toor dal split:** It is a storehouse of protein, folic acid, vitamins and minerals. It contains a good amount of fibre. It is one of most important ingredient used in preparing the popular south Indian dish called sambar.
- **Urad dal:** It is also known as split black gram, is one of the famous lentil used in the southern part of Asia, especially in the Indian Cuisine. It is very nutritious and rich in protein which is much required by the body.
- **Moong dal:** It is essentially packed with loads of nutrients that are extremely beneficial for your health. It is packed with protein and low carbs. Moong dal is one of the best vegetarian super foods.

**We are undertaking research and development for the below mentioned kitchen essentials to enter the segment of B2C:**

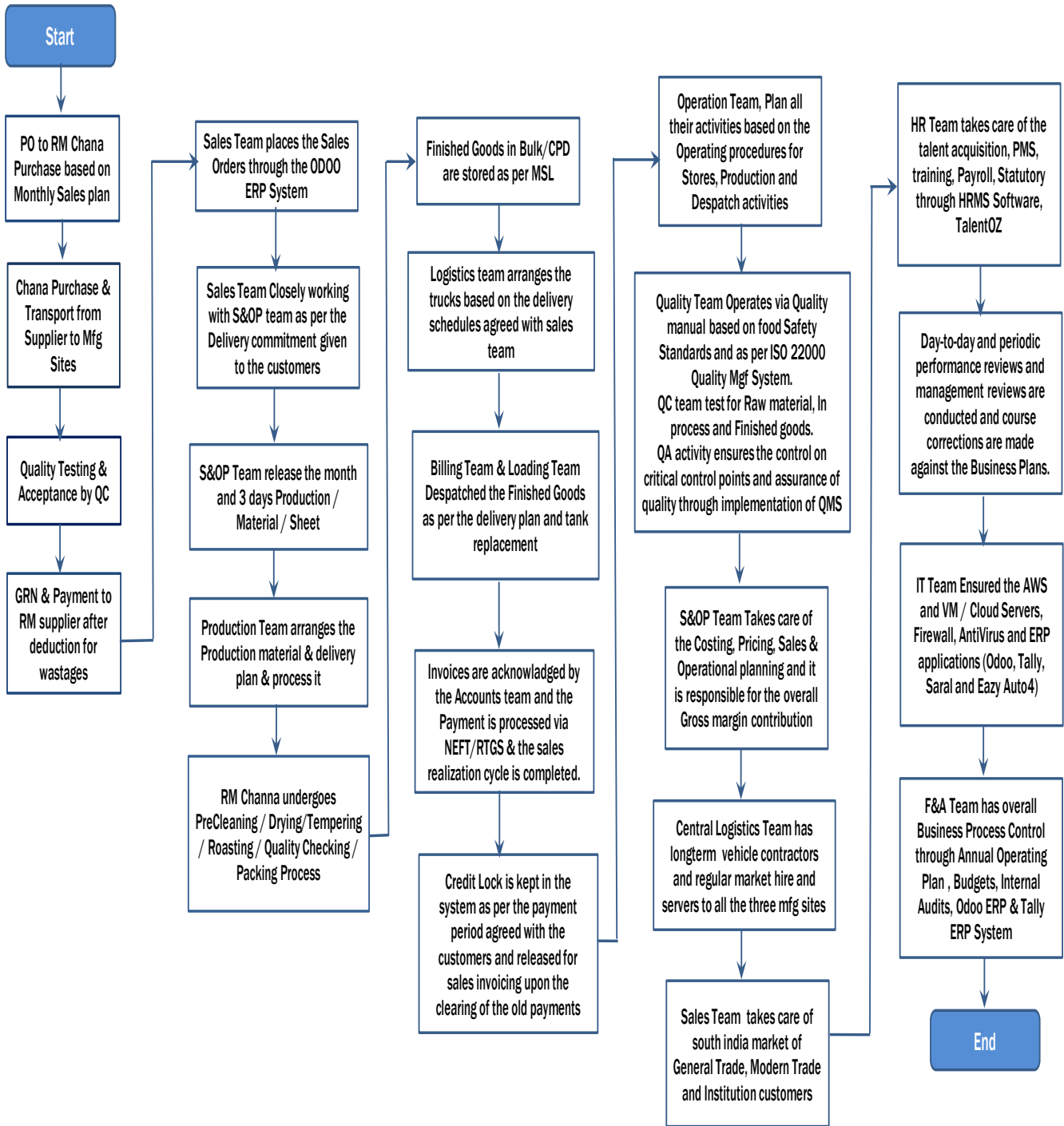
Sr.No.	Product	Sr.No.	Product
1	Adai Mix	46	Pickles- Garlic
2	Andhira Murukku	47	Pickles- Lemon
3	Appalam	48	Pickles- Vadu Mango
4	Aval Mixture	49	Pickles-Mango Thokku
5	Badam Drink Mix	50	Pickles-Mixed Veg
6	Badhusa	51	Plain-Vermicelli
7	Bajji Bonda Mix	52	Puliyogurai Rice Mix Paste

8	Biriyani Masala	53	Ragi Vermicelli
9	Bombay Lakdi	54	Rasam Powder
10	Boondhi Ladoo	55	Rava Idli Mix
11	Chakki Fresh Atta	56	Ribbon Pakoda
12	Chettinad Seedai	57	Rice murukku
13	Chilli Powder	58	Rootly Awesome Twosome Mixture
14	Compound Asafoetida	59	Rootly Basil Parmesan Cheese Mixture
15	Coriander Powder	60	Rootly Blushy Rose Ladoo
16	Curry Masla Powder	61	Rootly C(Love) Kalyana Ladoo
17	Dhal Mixture	62	Rootly Ellu Urundai
18	Garam Masala	63	Rootly Fried Gram Ladoo
19	Garlic Sev	64	Rootly Jamaican Jerk Kara Kara Pori
20	Ghee	65	Rootly Kadalai Urundai
21	Ginger Garlic Paste	66	Rootly Kambu Ladoo
22	Ground nut laddu	67	Rootly Mochasome Ladoo
23	Gulab Jamun Mix	68	Rootly Moong Dal Ladoo
24	Idli Dosa Podi	69	Rootly Paantastic Ladoo
25	Iodized Crystal Salt	70	Rootly Peri Peri Seedai
26	Iodized Salt	71	Rootly Ragi Ladoo
27	Kaara boondhi	72	Rootly Raspberry Cashew cake
28	Kaara pori	73	Rootly So Cheesy Thattai
29	Kara sev	74	Rootly Urad Dal Ladoo
30	Kulambu Chilli Masala	75	Rootly Zesty Paprika Murukku
31	Lemon Rice Mix Paste	76	Samba Rava
32	Lemon Rice Powder	77	Sambar Powder
33	Maida	78	Seasame laddu
34	Milagu sev	79	Semiya Payasam Mix
35	Milagu thattai	80	Soan papdi
36	Moong Dal	81	Sooji (Double Roasted Rava)
37	Mysore pak Nice	82	Special mixture (Dhal)
38	Mysore pak Sadha	83	Sugar
39	Nellai Omam podi	84	Tamarind Rice Powder
40	Peanut Masala	85	Then kuzhal Murukku
41	Pepper Powder	86	Toor Dal
42	Pepper Sev	87	Turmeric Powder
43	Pickles- Avakkai	88	Urad dal
44	Pickles- Citron	89	Vathakulambu Rice Mix Paste
45	Pickles- Cut Mango	90	Vathal Kulambu Powder

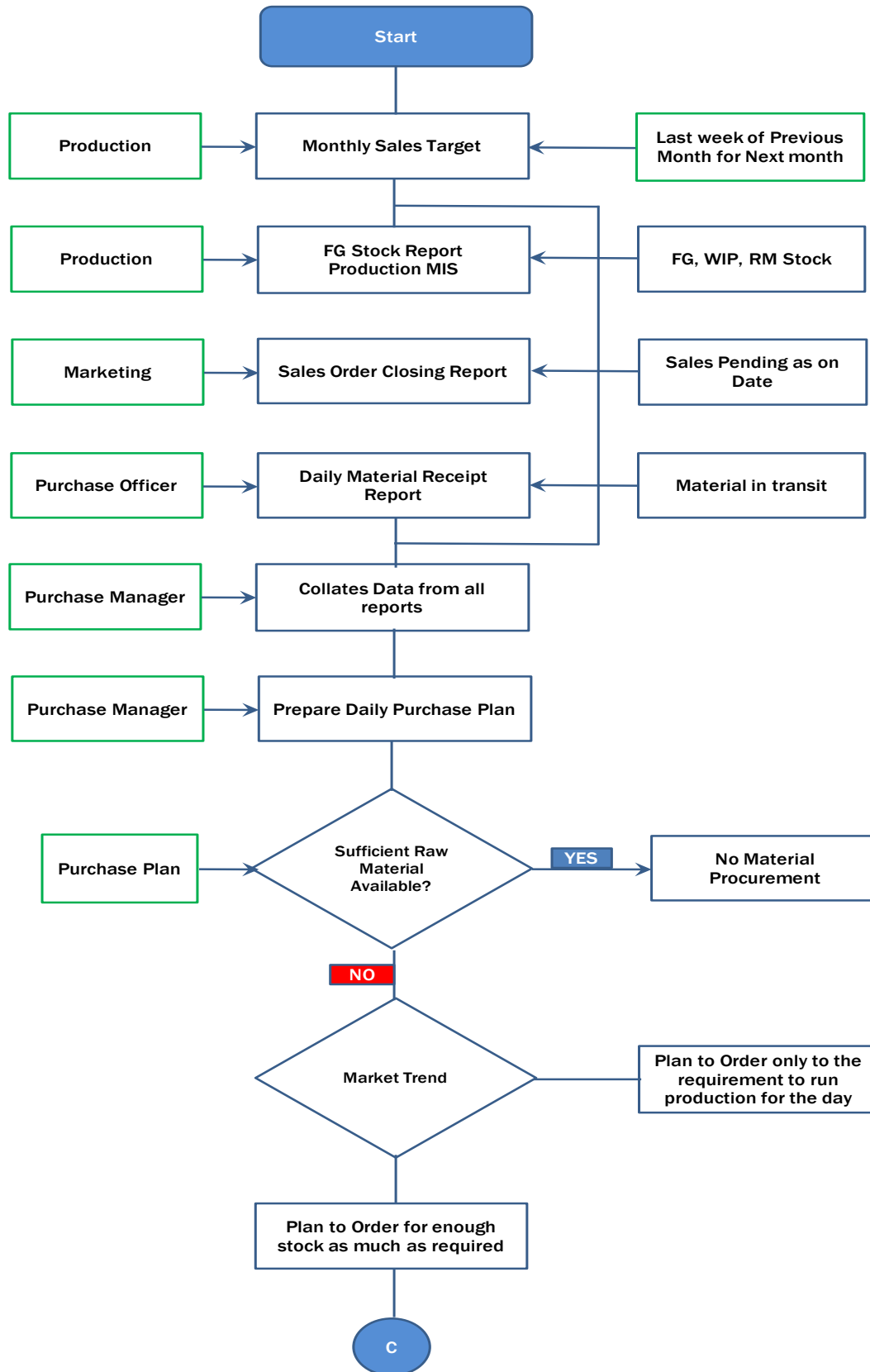
*For risk associated with other product offerings kindly refer to risk factor No 28 mentioned in Section titled 'Risk Factors' on of page 40 of this Draft Red Herring Prospectus*

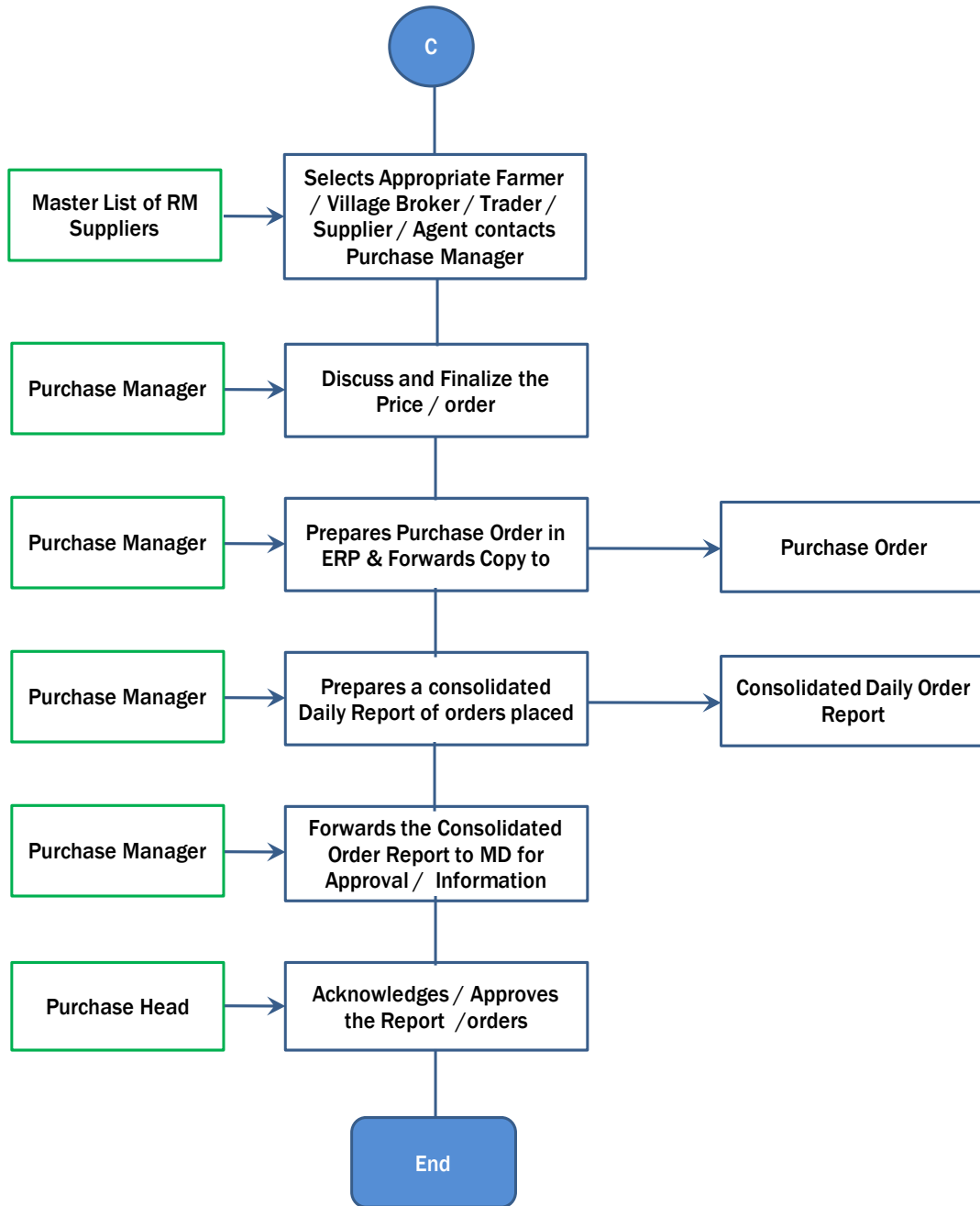
*(This rest of the page is intentionally left blank)*

## OUR BUSINESS PROCESS FLOW



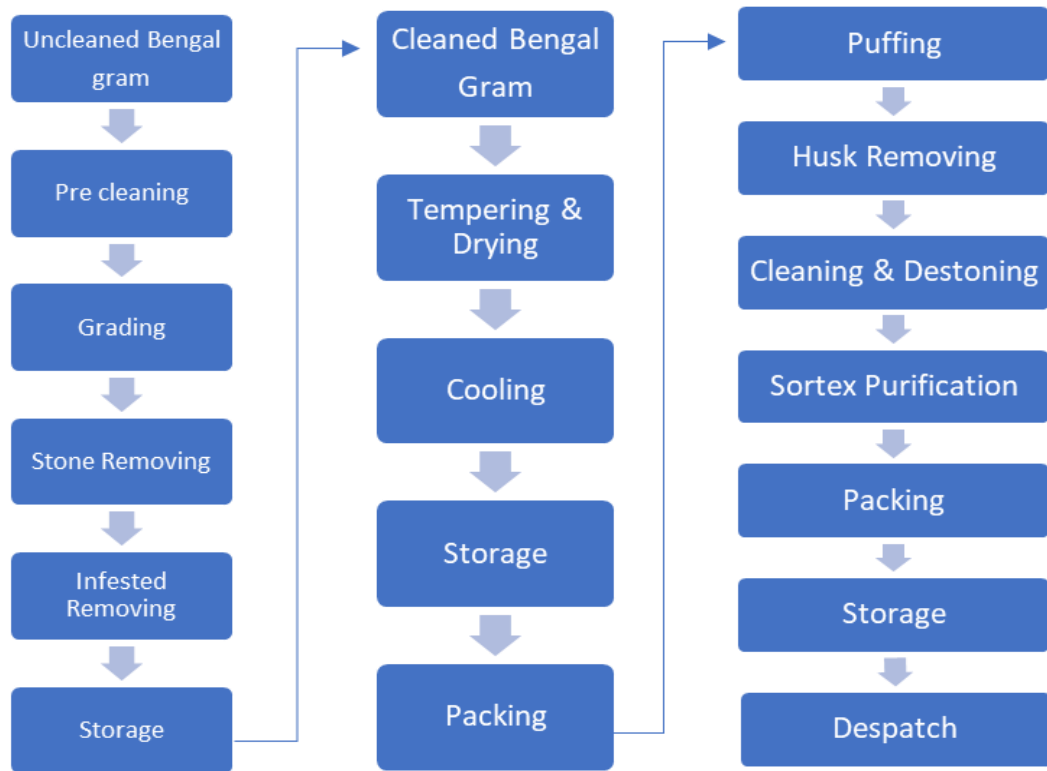
## OUR PROCUREMENT FLOWCHART





*(This rest of the page is intentionally left blank)*

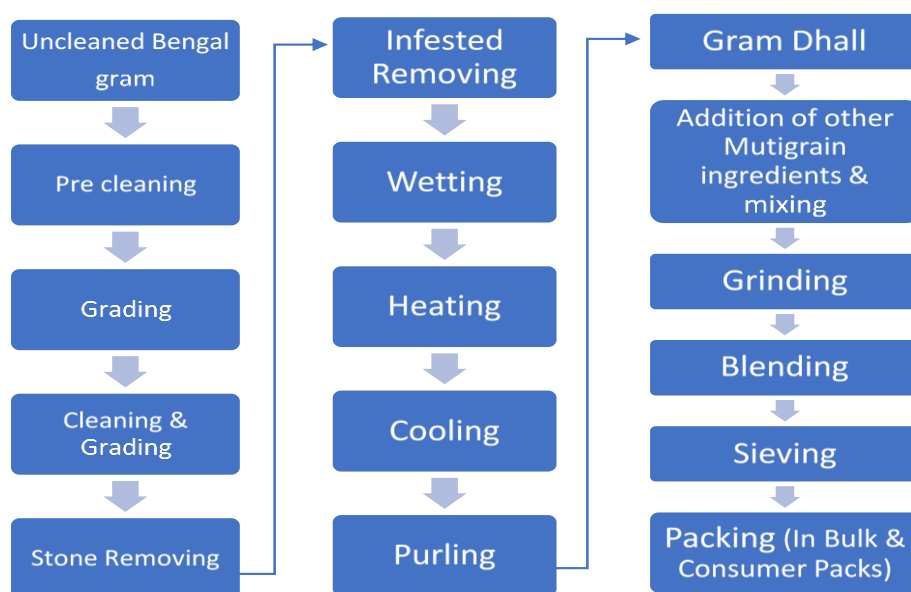
## OUR MANUFACTURING FLOWCHART – FRIED GRAM



- Bengal Gram raw material is received from local suppliers and inspected and tested by QC team and accepted or rejected based on the agreed quality specifications.
- Accepted and uncleaned RM Bengal gram (BG) is taken up and fed to the Gumma Machine for Pre cleaning and Fine cleaning for removal of gross level of impurities.
- It is then taken up to Fowler Make Fine cleaner cum Graders and fine cleaned and graded into 4 different Sizes, A/B/C/D and kept stored in Individual hoppers.
- Graded BG is then taken to Destoners, and stone removal is done and then fed to Gravity Separators for Infested gram removal.
- Destoned and Infest removed BG now is clean BG and is stored in hoppers and kept ready for Drying & tempering Process.
- Cleaned BG is fed to Recirculating Dryers and moisture is reduced and tempered with curing & cooling process.
- Dried and Tempered BG is then stored in Feed hoppers and fed to Sand Roasters for puffing with established and validated water splash, temperature and flowrates.
- After the roasting process, cleaned BG is converted into Fried gram (FG- Split) and its other co products like FG- Whole, Bits and by products like Powder & Husk.
- Fried Gram-Split is separated from its by Products and co products by passing it through Fine cleaners, Sortex Purifier Machines and Destoners.
- Fried Gram is then stored in hoppers, blended and packed in Bulk or in Consumer packs via PLC and packing system.

*(This rest of the page is intentionally left blank)*

## OUR MANUFACTURING FLOWCHART – FRIED GRAM FLOUR



- Bengal Gram raw material is received from Suppliers and inspected and tested by QC team and accepted or rejected based on the agreed quality specifications.
- Accepted and uncleaned RM Bengal gram (BG) and FG stream value added BG is taken up for the Pre cleaning and Fine cleaning and Destoning for removal of gross level of impurities.
- It is then taken to Wetting Process and heated and cooled to soften the husk for gram dal production and kept stored in Individual hoppers.
- Gram Dal is then taken to Gram Flour Grinding section and wetted once more and blended along with other Multi grain Ingredients (based on Production plan for Pure GF or Multi grain) and is then taken to Grinding.
- Grinding is taken in 3 stage process and the finished product is sieved through with fines removal system and Sifter.
- Gram Flour is then stored in Balance hopper and packed in Bulk or in Consumer packs via PLC and packing system.

## CERTAIN FINANCIAL METRICS

Key Financial Performance	November 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations (1)	37,563.66	38,217.00	25,388.30	24446.48
EBITDA (2)	2061.23	1,700.95	1,152.19	1,171.91
EBITDA Margin (%) (3)	5.49%	4.45%	4.54%	4.79%
PAT	942.68	786.80	436.80	346.64
PAT Margin (%) (4)	2.51%	2.06%	1.72%	1.42%
Profit after tax growth (%)	19.81%	80.13%	26.01%	-30.52%
Trade Receivables days (5)	20	15	8	9
Inventory days (6)	34	32	39	42
Trade Payable days (7)	3	5	14	14
Return on equity (%) (8)	12.64%	12.08%	7.63%	11.14%
Return on capital employed (%) (9)	17.06%	15.22%	13.36%	14.93%
Debt-Equity Ratio (times) (10)	1.31	1.42	0.58	1.74
Working Capital Cycle (days) (11)	51	42	33	37
Net fixed asset turnover ratio (times) (12)	7.39	12.54	10.51	10.16
Current Ratio (times) (13)	1.49	1.24	1.23	1.14

Net Asset Value per equity share <sup>(14)</sup> (in ₹)	1221.33	1066.91	1081.35	1417.21
Net Asset Value per equity share – Adjusted <sup>(15)</sup> (in ₹)	21.06	18.40	18.64	24.43

Notes:

- (1) Revenue from operation means revenue from sale of the 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) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years
- (6) Inventory days is calculated as average inventory divided by Cost of Goods Sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchase of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (7) Trade payable days is calculated as average trade payables divided by cost of goods sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchases of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (8) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity
- (9) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by (Tangible Net Worth plus Total Debt plus Deferred Tax Liabilities)
- (10) Debt to Equity ratio is calculated as Total Debt divided by equity
- (11) Working Capital Cycle is defined as trade receivable days plus inventory days less trade payable days
- (12) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets
- (13) Current Ratio is calculated by dividing Current assets to Current Liabilities
- (14) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Weighted Average Number of Equity Shares
- (15) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth At The End Of The Year (or) period / Weighted Average Number Of Equity Shares (Adjusted For The Bonus Issue and split shares)

(For the above details relating to the financial metrics, we have relied upon the certificate dated April 03, 2024 vide UDIN : 24214520BKCWQO4965 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

## SALES MIX AND GEOGRAPHICAL PRESENCE

### PRODUCT SALES:

Category	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
Chana & related	3,68,29,51,341	98%	2,75,36,14,008	72%	2,43,01,06,535	96%	2,27,42,64,652	93%
Others	7,34,14,370	2%	1,06,80,85,896	28%	10,87,23,752	4%	17,03,82,872	7%
<b>Total</b>	<b>3,75,63,65,711</b>	<b>100%</b>	<b>3,82,16,99,904</b>	<b>100%</b>	<b>2,53,88,30,287</b>	<b>100%</b>	<b>2,44,46,47,524</b>	<b>100%</b>

(For the above details relating to sales bifurcated into product category, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQZ5856 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

For risk associated with our focused product offerings, kindly refer to risk factor No 1 mentioned in Section titled 'Risk Factors' on page 26 of this Draft Red Herring Prospectus

(This rest of the page is intentionally left blank)



## GEOGRAPHICAL SALES:

State	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
Tamil Nadu	3,09,77,56,978	82%	3,50,82,56,446	92%	2,38,77,70,681	94%	2,31,12,03,610	95%
Karnataka	56,06,85,353	15%	25,63,82,216	7%	12,44,11,771	5%	11,00,23,546	5%
Andhra Pradesh	6,05,82,991	2%	37,73,070	0%	43,01,073	0%	53,51,639	0%
Others	3,73,40,389	1%	5,32,88,171	1%	2,23,46,762	1%	1,80,68,729	1%
<b>Total</b>	<b>3,75,63,65,711</b>	<b>100%</b>	<b>3,82,16,99,904</b>	<b>100%</b>	<b>2,53,88,30,287</b>	<b>100%</b>	<b>2,44,46,47,524</b>	<b>100%</b>

(For the above details relating to sales bifurcated into geographical locations, we have relied upon the certificate dated April 03 2024 vide UDIN: 24214520BKCWQZ5856 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

For risk associated with our product offerings in the select States, kindly refer to risk factor No 2 mentioned in Section titled 'Risk Factors' on page 27 of this Draft Red Herring Prospectus

## DETAILS OF TOP FIVE/TEN CUSTOMERS

Top five/ten customers of our Company for the period indicated on consolidated basis is provided hereinbelow:

Category of customers	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
Top 5 customers	22,09,47,726	42%	29,62,23,439	27%	1,05,02,20,909	11%	1,52,39,66,481	8%
Top 10 customers	1,72,73,65,313	46%	1,24,24,90,177	32%	38,03,85,025	15%	34,33,32,101	11%

(For the above details relating to top five/ten customers, we have relied upon the certificate dated April 03, 2024, vide UDIN : 24214520BKCWRA6899 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

For risk associated with respect to our customers kindly refer to Risk Factor No 3 mentioned in Section titled 'Risk Factors' on page 28 of this Draft Red Herring Prospectus.

## DETAILS OF TOP FIVE/TEN SUPPLIERS

Top five/ten suppliers of our Company for the period indicated on consolidated basis is provided hereinbelow:

Category of supplier	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total purchases	Amount	% of total purchases	Amount	% of total purchases	Amount	% of total purchases
Top 5 suppliers	1,68,87,68,572	54%	1,18,43,45,365	34%	1,10,28,81,708	51%	84,41,70,712	42%
Top 10 suppliers	2,18,91,94,373	70%	1,84,38,68,733	45%	1,36,65,26,880	63%	1,15,92,78,105	57%

(For the above details relating to top five/ten Suppliers, we have relied upon the certificate dated April 02, 2024 vide UDIN: 24214520BKCWRA6899 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

For risk associated with respect to our customers kindly refer to Risk Factor No 3 mentioned in Section titled 'Risk Factors' on page 28 of this Draft Red Herring Prospectus.

## **OUR COMPETITIVE STRENGTHS**

### **Chana focused Manufacturing**

Our Company specializes in manufacturing and/or processing Bengal Gram, Fried Gram, and Besan flour with its significant Research and Development on processing. Our company does not have a major competitor focused solely on Chana-related products.

### **Distribution Channel**

Our Company is engaged in sale of its products through wholesalers as well as certain portion through retail sales. Jeyyam is looking forward to expand its sales through various other channels export sales.

### **Experienced Team**

Our Company has experienced management. Undertakes the production process with the latest manufacturing facilities. Has skilled procurement and supply chain team.

### **Wide range of Customers in B2B segment**

Our Costomoers in B2B Segement include, supermarkets, wholesalers, retailers, restaurants, hotel, caterers, institutions, importers.

### **Advanced Technologies**

Our Company undertakes manufacturing using the advance technologies.

### **Customer relationships**

Our Company has a strong customer relationship sales team that ensures smooth operations and its commitment to offering quality products.

### **Research & Development**

Our Company is undertaking the research and development of the various products to enable us to be ready for entry into the full kitchen essentials in the B2C segment.

### **Value proposition**

Our Company specialises in the production in Chana and related products. Our Company has made substantial investment in the research and development in the kitchen essential products. Our company has also launched a pivot project to sell certain researched products in B2C segment to ascertain the market acceptance and demand for the said products.

### **Premium Quality**

Our “Jeyyam” brand is known best for its quality. The brand has earned the trust, and loyalty of its distributors, retailers, and customers solely for its quality through complete transparency. We adhere to standard practices and strictly abides by statutory norms. Our Company ensures that FSSAI and ISO 9001:2015 and ISO 22000:2018 standards are followed.

### **Manufacturing facility**

Our Company’s manufacturing facilities is completely automated and enabled with soft touch technology to ensure the production of hygienic products with minimal human intervention to retain the nutrient content of the products.

### **Ready to enter into Full Kitchen Essentials**

Our Company is also continuously engaged in undertaking research and development and enter into the B2C business of soya, vermicelli, spices and masala, ready to cook and ready to eat foods, salt and sugar, among others. We are is expanding its current manufacturing facility in Deevattipatti, Salem to enter in to the segment of kitchen essentials.

## Diverse Product Portfolio and Distribution

Our Company's portfolio spans B2B products, catering to bulk purchasers, consumer-friendly packaging, and health-conscious individuals. Currently, the main focus of our company involves cleaning and grading of Chana, processing and packaging of Fried Gram (Split and Whole) and Gram Flour and polishing of Chana. The brand's distribution channels are expansive, encompassing key accounts, wholesalers, retailers, showcasing its adaptability to diverse market needs.

Our company caters to South India Market and has plans to expand to a national level and thereafter to the international market by setting up an export unit.

### BUSINESS STRATEGIES:

- **Short and medium term growth strategies:** At the moment, our Company incurs costs in freight for bringing the raw materials to the manufacturing facility location. Our company intends to set up manufacturing facilities at multiple source locations and reduce transportation costs and increase local presence which indirectly increase the market share of our Company.

Thus, the raw material cost can be brought down significantly and would create price efficiency. Our company has undertaken research and development activities for various kitchen essential products. The proposed deployment of funds also includes setting up the manufacturing facilities for such products and enhancing the sale of such products specially soya and vermicelli. The existing distribution network can be used to distribute the existing products as well as the proposed products as well.

- **Commencing export operations:** Our Company is analyzing and evaluating the possibilities in the global market. We plan to export chana in the global market after analyzing the demand from the international market and cost benefit analysis.
- **Strategic Marketing and Distribution:** Our Company plans to allocate resources to brand building, Above the line & Below the line marketing activities, promotions in new markets, enhancing customer experiences, and local programs. Additionally, distribution channel expansion, onboarding and support for distributors, retail activations, and distribution management expenses are earmarked for growth and business support.
- **Future Expansion and Deployment of Funds:** Our company's growth trajectory hinges on deploying raised funds towards expanding the capacity of our Salem Unit, and setting up the integrate units for cleaning and grading at new locations. Apart from the same, our company also proposes to set up a manufacturing facility for soya and vermicelli at Salem.
- **Procurement Network and Future Outlook:** Our company has procurement network across major Chana supply markets, positioning itself for continued success. The pillars of our success lie in our business model, team, and inherent opportunities within its market segment, propelling us towards its next phase of growth. Our relentless pursuit of excellence, commitment to innovation, and strategic foresight position us as a pioneering force in the Chana industry, set to reshape the market landscape and captivate consumers nationwide.

### SWOT ANALYSIS

<p><b>Strengths</b></p> <ul style="list-style-type: none"> <li>• Focus in the Chana Industry</li> <li>• Manufacturing technology with automation</li> <li>• In depth-supply chain knowledge/ experience</li> <li>• Experienced Management</li> <li>• Continuous Research &amp; Development for Quality Improvement</li> </ul>	<p><b>Weakness</b></p> <ul style="list-style-type: none"> <li>• Predominant sales in the bulk segment</li> <li>• Multiple Players in the segment</li> <li>• Government control on the crop prices.</li> <li>• Product range limited to Indian cuisine</li> </ul>
<p><b>Opportunities</b></p> <ul style="list-style-type: none"> <li>• Changing lifestyles of Indians</li> <li>• Shifting to healthy food habits can be a great opportunity for Chana-based products</li> <li>• Growth in e-commerce start-ups delivering groceries</li> <li>• Leveraging the brand to expand Pan India and introduce new products.</li> </ul>	<p><b>Threats</b></p> <ul style="list-style-type: none"> <li>• High competition in the packaged food business with multiple dominant brands.</li> <li>• Volatility of raw material cost</li> <li>• Government restrictions on import and export</li> </ul>

## PROPERTY

### *Immovable Properties*

We own and rent certain properties for our corporate operations and office. The brief details of all the properties owned/rented by our Company are set out below:

Sr. No.	Details of the Property	Rights	Owner/ Lessor	Purpose Used	Consideration / Lease Rental / License Fees without GST(₹)
1	No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.	Rented Period: 01/01/2024 to 30/04/2025	Mrs. J. Vijayanthimala & Mrs J. Abirami	Commercial Usage – Registered Office	₹ 72,600/- per month
2	S.F.No.32-34, Deevattipatti Village, Kadayampatti Taluk, Salem, Tamil Nadu - 636351 (14.79 acres)	Owned	Jeyyam Global Foods Limited	Commercial Usage – Manufacturing Facility	₹ 3,03,82,000/-*
3	SF.No.1113/1, D.No.II/14-3, II/14-4, II/14-5, II/14-6, Bangalore By Pass Road, Omalur, Salem, Tamil Nadu – 636455	Lease Period: 01/08/2023 to 31/07/2025	Mr. M. Balraj	Commercial Usage – Retail Shop	₹ 8,000/- per month
4	Survey No. 421/2, D No. 2/114, 2/115, Tadipatri Road, Karmalavari Palli Village, Mylvaram, YSR, Andhra Pradesh – 516439	Lease Period: 19/12/2022 to 18/12/2027	Mr. Pasempally Kullai Swamy	Commercial Usage – Manufacturing Facility	₹ 3,50,000/- per month
5	First, 8-1502 Shop No 3, Seeri Complex, APMC Yard, Raith Bhavan, Kalaburagi, Karnataka – 585104	Lease Period: 01/02/2024 to 01/01/2025	Mr. Shiv Asharanappa	Commercial Usage – Branch office	₹ 3,000/- per month

\* Jeyyam Food Park LLP ('JFP LLP') owned a property valued at INR 90,95,000. Pursuant to the amalgamation of JFP LLP with our Company, with effect from April 01, 2015, vide order passed by Hon'ble High Court of Judicature of Madras vide order dated March 16, 2016, the said property became vested and amalgamated with the books of accounts, that of our Company. However, Our Company has not done the registration for transfer of the above stated property in the name of Our Company.

*For risk associated with respect to the non registration for transfer of the above stated property in the name of Our Company, kindly refer to Risk Factor No 9 mentioned in Section titled 'Risk Factors' on of page 31 of this Draft Red Herring Prospectus.*

*For risk associated with respect to leased premises kindly refer to Risk Factor No 36 mentioned in Section titled 'Risk Factors' on page 45 of this Draft Red Herring Prospectus.*

*Our Company herewith confirms that none of the above-mentioned property have been taken on lease/rent from the Promoters, Promoter Group, Directors and/or the KMPs of our Company.*

*(This rest of the page is intentionally left blank)*

## PLANT AND MACHINERY

The manufacturing unit of our Company is located at Tamil Nadu & Andhra Pradesh

As on the date of this Draft Red Hearing Prospectus the list of machinery installed at our Company's facility is a under:

### A) At Devattipatti Unit (Tamil Nadu):

#### a) Machineries installed for cleaned Chana Process

Description	Qty	Make	Model	Process
Gumma Machine (Dal Wood Separator)	2	Punjab Roll	3 TPH	Separates the impurities like mud, immature grams
Fine Cleaner Machine with Cyclone	2	Fowler Westrup India Pvt Ltd	UB-1500	To separate the Grade in A,B,C,D
Reel Machine	2	AK Agro	4 Sieves	Separate to the mud/Immature small and big products
Ducting blower with cyclone for bit elevator	1	Spectrum Industries	10 HP	for Products cleaning and ducting the dust articles through blower with cyclone
Fowler Destoner	3	Fowler Westrup India Pvt Ltd	3 TPH	Separates the fried gram Ketty and stone
Buhler Destoner with Blower/Cyclone set	1	Buhler India Pvt Ltd	6 TPH-(MTSD) 120/120	This machine separates the stones and mud balls with an air blower.
Gravity Separators	2	Spectrum Industries	GS500-6 TPH	This machine separates the sticks and weight less grams which are infested and broken by air blower
Magnatic Destoner	1	Jaykrishna Magetics Pvt Ltd	6 TPH	This machine separates the mud balls which has the Iron content qty high in Mud by powerful magnetic conveyors.
Color Sorter Machine	1	QUBE	USE-7J+	This machine is used to separate the husk laden grams, reddish grams and other than fried grams
Sive Shaker Machine-8x4	1	SPM Engineering Works	8X4	sieve the products by mesh of different sizes
Bucket Elevators	27	Fowler Westrup India Pvt Ltd	EL-25	Transfer the materials to one machine to another machine
Belt Conveyors	5	Trimech Technocraft	5 Mtrs	Products transfer from one tank to another tank
Silo Storage Tank-10T	18	Trimech Technocraft	10 Ton	For Products storage to each grading wise

#### b) Machineries installed for Fried Gram Process:

Description	Qty	Make	Model	Process
China Dryer and Furnace	2	PRESUN	5 HPX-15C/5LXF -45 Cap:20 Ton	China automatic dryer and furnace used to reduce the moisture of Grams by roasting the grams
Cooling Tank with Blower (Tank-6,Blower-3)	3	S.D.Industries	10 HP Blower/10 Ton	Conditioning and reduce the moisture of Grams by roasting the grams.
Cooling Tank with Blower-Round Type	3	Own Fabricated	6 TPH	Conditioning and reduce the moisture of Grams by roasting the grams.
Bucket Elevators-MS	7	Fowler Westrup India Pvt Ltd	EL-25	transfer the materials to one machine to another machine

Description	Qty	Make	Model	Process
Bucket Elevators-SS	4	Fowler Westrup India Pvt Ltd	EL-25	transfer the materials to one machine to another machine
Silo Storage Tank-10T	4	Trimech Technocraft	10 Ton	For Products storage to each grading wise
Mini Shaker Machine	5	SL Engineering Products	6X3	sieve the products by mesh of different sizes
Water Rotary SS	3	Modern Sheller Industries	3 TPH	chanadal products water mixing process ready for puffing roaster input
Belt Conveyors	3	Modern Sheller Industries	3 TPH	Products transfer from one tank to another tank
Roaster-Puffing	3	R.Shunmugampillai & Sons-	A+ /	Raw Channa puffed and converted to fried gram.
Industrial Biomass Multi-Fuel Burner	5	Green Fire Energy Pvt Ltd	REIB-600/ Cap: 6Lacks Cal	Used for burning fire to sawdust pellet and cashewnut shell
Screw Feeder for Fuel Burner	3	Green Fire Energy Pvt Ltd	2 Ton	For burning material transfer from storage bin to burner through screw feeding to the multifuel burner
Sive Shaker Machine-8x4	2	SPM Engineering Works	8X4	sieve the products by mesh of different sizes
Fine Cleaner Machines with Cyclone	7	Fowler Westrup India Pvt Ltd	UB-1000 /UB-600	separates the materials size wise (Split / Whole/Bits and Powder)
Color Sorter Machines	4	QED AGRO SYSTEM Pvt Ltd	ZEUS / 189-2,144-1,315-1 Channel	This machine is used to separate the husk laden grams, reddish grams and other than fried grams
Destoner-SAP140	3	Alspco	SAP-140	separates the fried gram Ketty and stone
Destoner-SK Machine	1	SK Machine		separates the fried gram Ketty and stone
SS Screw Conveyor	1	SK Machine		Products transfer Husk from one place to another tank
Auto Blending Unit-Z Conveyor-1,Dividing belt conveyor-1, Bin-8,Mini belt conveyor-9,Comman belt Conveyor-1,Shaker machine-1 with Aspiration cyclone blower-1.	1	Modern Sheller Industries		To pack the finished goods of various SKU's by programmed PLC
Auto Bag Filling Machine-(Z Conveyor-2,storage tank-3,packing unit-2 with conveyor-2,Shaker machine-1.	2	Indana Automation	30 ~55 Kgs	To pack the finished goods of various SKU's by programmed PLC
Elevators-MS	3	Own fabricated		transfer the materials to one machine to another machine
Mini Roaster Machine	1	R.Shunmugampillai & Sons-		To prepare the roasted product for 666 brand
Fan Box	1	S.D.Industries	5 HP	For husk skin removing from products
Sive Shaker Machine-6x3	1	S.D.Industries	6X3	sieve the products by mesh of different sizes
Storage Tank for Husk	1	S.D.Industries	7 Ton	Storage tank for the husk

**c) Machineries installed for Fried Gram by Products Process (Husks, Bits, Powder)**

Description	Qty	Make	Model	Process
Sive Shaker Machine-8x4	2	SPM Engineering Works	8X4	sieve the products by mesh of different sizes
Destoner-CBE	4	SK Machine		separates the fried gram Ketty and stone
Bucket Elevators-MS	1	Fowler Westrup India Pvt Ltd	EL-25	transfer the materials to one machine to another machine
Aspiration Cylone Blower	1	Own Fabricated	5 HP	For husk skin removing from products
Colour Sorter Machine	1	QED Agro Systems Pvt Ltd	144 C	For Small and Bold bits product sorting work

**d) Machineries installed for Fried Gram Consumer Pack (CPD)**

Description	Qty	Make	Model	Process
Sive Shaker Machine	1	SPM Engineering Works	8X4	sieve the products by mesh of different sizes
Z Conveyor	1	Modern Sheller Industries	2TPH	Finished products of fried gram transfer from shaker machine to storage tank
Storage Tank	1	Modern Sheller Industries	4 Ton	For fried gram finished goods storage
Pouch Packing Machine for Friedgram	7	Chennai Packing Machine	50gms to 1kgs	Auto form filling sealing machine 3 side sealing to Consumer Pocket Division for packing

**e) Machineries installed for Fried Gram Dal Process**

Description	Qty	Make	Model	Process
Elevators	11	Fowler Westrup India Pvt Ltd	EL-25	transfer the materials to one machine to another machine
Storage Tank	6	Own Fabricated	10 Ton	Storage to the Gramdal raw material
Fine Cleaner Machine with Cyclone	1	Fowler Westrup India Pvt Ltd	UB-1000 / 3TPH	Separates and cleaning the materials size wise
Destoner	2	Fowler Westrup India Pvt Ltd	3 TPH	Separates the fried gram Ketty and stone
Gravity Separators	1	Fowler Westrup India Pvt Ltd	2 TPH	This machine separates the sticks and weight less grams which are infested and broken by air blower
Cooling Tank With Blower	1	Own Fabricated	5 Ton	Conditioning and reduce the moisture of Grams
Purler Machine	2	S.K. MACHINES	1 TPH	This machine for Chana husk removing purpose
Fine Cleaner Machine with Cyclone	2	Fowler Westrup India Pvt Ltd	UB-600 / 1 TPH	Separates to the materials size wise
SS Screw Worm	1	Own Fabricated	2 TPH	Output transfer from fine cleaner to heat tank feeding and transfer to final storage tank the Gramdal
Heater Tank with Blower /Heat Exchanger	1	Fine fab India	4 Ton	Gramdal products heating and cooling process

**f) Machineries installed for Gram Flour**

Description	Qty	Make	Model	Process
Elevators	4	Fowler Westrup India Pvt Ltd	EL-25	transfer the materials to one machine to another machine
Reel Machine	1	S.K. MACHINES	2 SIEVES	Separate to the mud/Immature small and big products

Description	Qty	Make	Model	Process
Destoner	2	Fowler Westrup India Pvt Ltd	1 TPH	Separates the gramdal stone
Screw Worm-SS	2	S.K. MACHINES	40 Feet-1,10fet-1	Output transfer from Destoner to storage tank the Gramdal
Storage Bin	3	Own Fabricated	3 Ton	Storage to the Gramdal rawmaterial
Blending Machine-RM	1	S.K. MACHINES	1 Ton	Gramflour raw materials batch wise Blending as per the recipe
Chekki Grinding Machine	2	Sri Venkateswaraa Foods	1 TPH	The machine used for Gram flour raw material grinding
Pulveriser-50HP	1	D.P.Pulveriser Industries	DS-50	Gramflour raw material grinding used for more fine products
Aspiration System with Blower air lock bag filter setup	1	Padmanaban Engineering	15HP	for Products cleaning and ducting the dust articles through blower with cyclone
Screw Worm-MS	6	Padmanaban Engineering	1 TPH	Output gramflour feeding transfer from Pulveriser to Centrifugal
Centrifugal Machine	3	S.K. MACHINES	1 TPH	This machine is used to separate the products of different categories by sieving in sieves fixed in rotating drum type
Blending Machine-Finished Goods	1	S.K. MACHINES	1 TPH	Chekki and pulveriser receiving final products mixing than final packing

**g) Machineries installed for Gram Flour Consumer Pack Division (CPD)**

Description	Qty	Make	Model	Process
Pouch Packing Machine for Gram flour with Screw Conveyor a) Hardee-2, b) CPM - 1	3	Hardee Flexipack/Chennai Packing machine	200gm to 1 kgs	Auto form filling sealing machine 3 side sealing to Consumer Pocket Division for packing

**h) Machineries installed for General Purpose Utilities**

Description	Qty	Make	Model	Capacity	Process
Truck Loading & Unloading Conveyor	4	Modern Sheller Industries	25 Feet	1 Ton	Raw material and finished goods unloading and loading the materials
Transformer-500KVA	1	Crompton Greaves	500KVA	500KVA	Power Transfer to machinery's running conditions
Air Compressor with Dryer-				Produce the air which is used for Colour sorter and Pneumatic valves.	
a) CP-1,	1	Chiaga go Pneumatics	CPA 10 TM	10HP	
b) Elgi	1	ELGI	EG18-8.5	25HP	
C) Elgi	1	ELGI	EG18-8	25HP	
Genset-				Power generator to machinery's running condition	
a) 400KVA-1,	1	Cummins	400KVA	400KVA	
b) 350KVA-1,	1	Cummins	350KVA	350KVA	
c) 15KVA-1	1	Kirloskar	15KVA	15KVA	



Description	Qty	Make	Model	Capacity	Process
Weighbridge-60 Ton	1	Essae		60Ton	The weigh bridge machine helps to measure the Raw material and Finished goods product weights

**B) At Jammalamudugu – Karmalavari Palli Unit (Andhra Pradesh)**

**a) Machineries installed for cleaned Chana Process**

Description	Qty	Make	Model	Process
Gumma Machine (Dal Wood Separator)	2	SHRI RAM INDUSTRIES	PUNJABI ROLL	Separates the impurities like mud, immature grams
Pre Cleaner Machine	1	DMAIC INNOVATION Pvt Ltd	DXV-SR	The Pre-Cleaner is used to clean the materials like mud, sticks, immature grams and dust particles
Fine Cleaner Machine-	2	DMAIC INNOVATION Pvt Ltd	EXV-SR	To separate the Grade in A,B,C,D
Silo Storage Tank-5T-8,/10T-12	20	TRI MECH TECHNOCRAAFT	5T-8,10T-12	For Products storage to each grading wise
Belt Conveyors	4	TRI MECH TECHNOCRAAFT	BC 300	Products transfer from one tank to another tank
Buhler Destoner	1	Buhler India Pvt Ltd-Bangalore	MTSD-120/120	This machine separates the stones and mud balls with an air blower.
Gravity Separator	2	Spectrum Industries	GS500 GS320	This machine separates the sticks and weight less grams which are infested and broken by air blower
Magntatic Destoner	1	Jaykrishna Magentics Pvt Ltd		This machine separates the mud balls which has the Iron content qty high in Mud by powerful magnetic conveyors.
Color Sorter Machine-Unique	1	UNIQUE SORTER & EQUIPMENTS Pvt Ltd	USE 7J+ ELITE	This machine is used to separate the husk laden grams, reddish grams and other than fried grams
Reel Machine	2	A.K.AGRO-LATUR	3 Sieves	Separate to the mud/Immature small and big products
Sieve Shaker machine-8X4(SPM)	2	SPM ENGINEERING WORKS	8 X 4 – 3 Way Output	sieve the products by mesh of different sizes
Grader EGX-1000	1	DMAIC INNOVATION Pvt Ltd	EGX-1000	separates split, whole, and small bits & powder from colour sorter machine.
Destoner-(SK)	1	THE RICE PEOPLE-TRICHY	SAP-140	separates the fried gram Ketty and stone
PUNKO Fan	1	DMAIC INNOVATION Pvt Ltd	PF-20	centralized dust collection system implemented for collection of dust
Bucket Elevators	19	DMAIC INNOVATION Pvt Ltd	DE-150	transfer the materials to one machine to another machine

**b) Machineries installed for Fired Gram Process:**

Description	Qty	Make	Model	Process
Belt Conveyors-5Mtrs	5	TRI MECH TECHNOCRAAFT	BC 300	Products transfer from one tank to another tank
Bucket Elevators	11	DMAIC INNOVATION Pvt Ltd	DE-200	transfer the materials to one machine to another machine

Description	Qty	Make	Model	Process
Channa Dryer and Furnace	2	PH SUPER FOODS Pvt Ltd	5HPX-15C/SL XF-45	China automatic dryer and furnace used to reduce the moisture of Grams by roasting the grams
Cooling Tank with Blower (Tank-6,Blower-3)	3	S.D.INDUSTRIES -CHENNAI	10 Ton	Conditioning and reduce the moisture of Grams by roasting the grams.
Silo Storage Tank-10T	8	TRI MECH TECHNOCRAAFT	10 Ton	For Products storage to each grading wise
Water Rotary SS	3	Modern Sheller Industries		chanadal products water mixing process ready for puffing roaster input
Belt Conveyors-5Mtrs	3	TRI MECH TECHNOCRAAFT		Products transfer from one tank to another tank
Roaster-Puffing	3	R.Shanmuham Pillai& Sons	A+	Raw Channa puffed and converted to fried gram.
Industrial Biomass Multi-Fuel Burner	4	Green Fire Energy Pvt Ltd	REIB-600	Used for burning fire to sawdust pellet and cashewnut shell
Fine Cleaner Machine-EXSR	3	DMAIC INNOVATION Pvt Ltd	EX-SR	separates the materials size wise (Split / Whole/Bits and Powder)
Destoner-(SAP140-4,SAP70-1)	5	THE RICE PEOPLE -TRICHY	SAP140, SAP70	separates the fried gram Ketty and stone
Z Type Elevators	9	Perfect Technology	As per req	transfer the finished products to one machine to another machine
Color Sorter Machine	4	QED Agro System Pvt Ltd	ZEUS	This machine is used to separate the husk laden grams, reddish grams and other than fried grams
Mini Shaker Machine	2			sieve the products by mesh of different sizes
Grader EGX-1000	4	DMAIC INNOVATION Pvt Ltd	EGX-1000	separates split, whole, and small bits & powder from color sorter machine.
Screw Conveyor MS	1	TRI MECH TECHNOCRAAFT		Products transfer Husk from one place to another tank
PUNKO Fan	1	DMAIC INNOVATION Pvt Ltd	PF-20	centralized dust collection system implemented for collection of dust
Shaker Machine-8x3	1	SPM ENGINEERING WORKS	8 X 3 – 3 Way Output	sieve the products by mesh of different sizes
Auto Bag Filling Machine-(Z Conveyor-1,Storage bin-1,Weighing Machine-1,Conveyor-1,Stiching Machine-1)	1	INDIANA AUTOMATION	-	To pack the finished goods of various SKU's by programmed PLC

**c) Machineries installed for Fried Gram by Products Process (Husks, Bits, Powder)**

Description	Qty	Make	Model	Process
Bucket Elevators	1	TRI MECH TECHNOCRAAFT	DE-200	transfer the materials to one machine to another machine
Shaker Machine-6x3	1	SPM ENGINEERING WORKS	6 X 3 – 3 Way Output	Sieve the products by mesh of different sizes
Destoner-(SK)	1	THE RICE PEOPLE-TRICHY	SK	Separates the fried gram Ketty and stone
Destoner-(SAP70)	1	THE RICE PEOPLE-TRICHY	SAP-70	Separates the fried gram Ketty and stone

Description	Qty	Make	Model	Process
Mini Shaker	1	SPM ENGINEERING WORKS	6X3	Sieve the products by mesh of different sizes

**d) Machineries installed for General Purpose Utilities**

Description	Qty	Make	Model	Capacity	Process
Weigh Bridge-60 Ton	1	SRI MODERN WEIGH SYSTEM	-	60 Ton Capacity	The weigh bridge machine helps to measure the Raw material and Finished goods product weights
Air Compressor with Dryer				Produce the air which is used for Colour sorter and Pneumatic valves.	
CP-20HP SL.No: CP-2002103	1	CHICAGO PNEUMA TICS	SS-20P	94.502 CFM	
Elgi-25HP SL No: 22T005597	1	ELGI	AIRMATE	4.25 CuM/Min	
Genset-200KVA	1	POWERIC A	CP2000SP/F 43	200 KVA	Power generator to machinery's running condition
Truck Loading & Unloading Conveyor	4	Modern Sheller Industries	25 feet	1 Ton	Raw material and finished goods unloading and loading the materials
Transformer-500KVA SL. No SPS-0992	1	SPS Transform ers	SPS-0992	500KVA	Power Transfer to machinery's running conditions

*(For the above details relating to installed machinery we have relied upon the certificate dated March 27, 2024 issued by Er. K. Karthikeyan, Chartered Engineer)*

*For risk associated with manufacturing facility kindly refer to risk factor No. 14 mentioned in Section titled 'Risk Factors' on page 34 of this Draft Red Hearing Prospectus.*

**IMAGES OF OUR FACTORY**

**a) For Devattipatti unit – Tamil Nadu**









b) For Jammalamudugu unit – Andhra Pradesh





## CAPACITY AND CAPACITY UTILIZATION

Please find herein below the year wise installed capacity and its utilization details:

### A) For Devattipatti unit – Tamil Nadu

Name of the Product	Period Ended Nov 2023			FY 2022-2023			FY 2021-2022			FY 2020-2021		
	In MTS			In MTS			In MTS			In MTS		
	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %
Cleaned Chana	44,496	34,232	77%	66,744	48,775	73%	66,744	31,593	47%	66,744	30,674	46%
Fried Gram	17,856	13,175	74%	26,784	23,934	89%	26,784	22,909	86%	31,200	22,400	72%
Besan	7,200	4,583	64%	10,800	7,863	73%	10,800	7,526	70%	9,340	7,945	85%

### B) For Jammalamudugu unit – Andhra Pradesh

Name of the Product	Period Ended Nov 2023			FY 2022-2023			FY 2021-2022			FY 2020-2021		
	In MTS			In MTS			In MTS			In MTS		
	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %	Installed Capacity	Utilised Capacity	Utilised %
Cleaned Chana	26,698	6391	24%	-	-	0%	-	-	0%	-	-	0%
Fried Gram	17,856	3293	18%	-	-	0%	-	-	0%	-	-	0%

*(For the above details relating to Installed Capacity and Utilized Capacity we have relied upon the certificate dated March 27, 2024 issued by Er. K. Karthikeyan, Chartered Engineer)*

*For risk associated with installed capacity and utilised capacity kindly refer to risk factor No. 12 mentioned in Section titled 'Risk Factors' on page 33 of this Draft Red Hearing Prospectus.*

## HUMAN RESOURCES

Our work force is a critical factor in maintaining quality and longevity, which strengthen our competitive position. As of November 30, 2023, we had 177 permanent employees. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety.

The following table sets forth a breakdown of our employees (Permanent and Temporary) by department:

Sr. No	Department	Number of Employees
1.	Finance & Accounts	14
2.	HR & Admin	8
3.	Operations	99
4.	Procurement	10
5.	S & OP	3
6.	Sales	43
	<b>TOTAL</b>	<b>177</b>

The following table sets forth the employee and related costs/expenses as a % of the revenue:

(in Lakhs)

Particulars	Period Ended Nov 2023	FY 2022-2023	FY 2021-2022	FY 2020-2021
Employee related expenses	742.22	909.47	835.25	696.95
Revenue from operations	37,563.66	38,217.00	25,388.30	24,446.48
Employee related expenses as a % of the revenue from operations	1.98%	2.38%	3.29%	2.85%

Our KMP & SMPs are Amit Agarwal (Managing Director), Shripal Veeramchand Sanghvi (Whole Time Director), Chinnaponnu Devarajan (Chief Financial Officer), Ritika Agarwal (Company Secretary), Senthilkumar Natarajan (Deputy General Manager – Operations), Prabhu Kari (Senior Manager – HR & Admin), Sathishkumar Asaithambi (Deputy General Manager – Projects), Muthusamy R (Head Corporate – Sales) and Kannan C (General Manager – Procurement).

#### ATTRITION OF KEY MANAGERIAL PERSONNEL

The Attrition Rate of the Key Managerial Personnel during the four financial years immediately preceding the date of this Draft Red Herring Prospectus is provided below:

Financial Year	No. of Resignations during the period	Average No. of Employees during the period	Rate of Attrition (%)
2020-2021	Nil	Nil	Cannot be determined
2021-2022	Nil	Nil	Cannot be determined
2022-2023	Nil	1	0
2023-2024	4	2.5	160

#### ATTRITION OF SENIOR MANAGEMENT PERSONNEL

Our Company as on March 15, 2024, vide passing of the resolution by the Board of Directors has identified the Senthilkumar Natarajan (Deputy General Manager – Operations), Prabhu Kari (Senior Manager – HR & Admin), Sathishkumar Asaithambi (Deputy General Manager – Projects), Muthusamy R (Head Corporate – Sales) and Kannan C (General Manager – Procurement), as the Senior Managerial Personnel. Hence the attrition rate cannot be determined.

#### ATTRITION OF SKILLED EMPLOYEES

The Attrition Rate of the Skilled Employees during the last three financial years and stub period is provided below:

Financial Year	No. of Resignations during the period	Average No. of Employees during the period	Rate of Attrition (%)
2020-2021	42	190	22.11
2021-2022	31	181.5	17.08
2022-2023	69	199	34.67
Stub period (01-04-2023 to 31-11-2023)	115	181.5	63.36

## **ATTRITION OF UNSKILLED EMPLOYEES**

The unskilled employees of our company are wage workers and work on a contractual basis. Thus, the calculation of attrition rate for the unskilled employees is not applicable.

*For risk associated with attrition of our Key Managerial Personnel, Senior Managerial Personnel, Skilled Employees and Unskilled Employees, kindly refer to risk factor No 24 mentioned in Section titled 'Risk Factors' on page 38 of this Draft Red Herring Prospectus*

## **TRAININGS CONDUCTED**

The Management of our company conducts trainings sessions for training employees for operating machineries. Further the Management of our company also conducts regular training sessions for our employees for upgrading there management skills.

## **UTILITIES AND INFRASTRUCTURE FACILITIES**

### **Registered Office:**

No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086. Our office is furnished with essential infrastructure, including computer systems, communication equipment, uninterrupted power supply, internet connectivity, security systems, and other amenities necessary to facilitate seamless business operations.

### **Manufacturing Unit:**

The manufacturing unit of our Company is located at the following locations:

- (i) Survey No. 421/2, D No. 2/114 2/115, Tadipatri Road, Karmalavari Palli Village, Mylvaram,YSR Andhra Pradesh – 516439.
- (ii) SF No. 32-34, Deevattipatti Village, Kadayampatti Taluk, Salem,Tamil Nadu – 636351.

### **Power and Electricity**

#### **(i) Registered office at Gopalapuram, Chennai, Tamil Nadu**

Our Company meets its power requirements at our registered office from Tamil Nadu Generation and Distribution Corporation Ltd and the same is sufficient for our day-to-day functioning.

#### **(ii) Factory at Deevattipatti, Salem Tamil Nadu**

We have a sanctioned load of 430 KVA from Tamil Nadu Generation and Distribution Corporation. Ltd. at our factory premises at Deevattipatti, Salem (Tamil Nadu), which is sufficient to meet our power requirements. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture our products in time. We have installed DG set in factory situated at Deevattipatti. It is installed to meet electricity requirement in the event of power failure. This reliably fulfills our power needs.

#### **(iii) Retail shop at Salem, Tamil Nadu**

Our Company meets its power requirements at our Retail shop from Tamil Nadu Generation and Distribution Corporation. Ltd and the same is sufficient for our day-to-day functioning.

#### **(iv) Factory at Andhra Pardesh**

We have a sanctioned load of 300 KVA from Southern Power Distribution Company of Andhra Pradesh Ltd. at our factory premises at Andhra Pradesh, which is sufficient to meet our power requirements. Our manufacturing processes require uninterrupted supply of power in order to ensure that we are able to manufacture our products in time. We have installed DG set in factory situated at Andhara Pradesh. It is installed to meet electricity requirement in the event of power failure. This reliably fulfills our power needs.



(v) **Branch Office at Karnataka**

Our Company meets its power requirements at our branch office as a component of lease rent and the same is sufficient for our day-to-day functioning.

**Water**

Our registered office, Retail Shop and Branch Office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

Our factory locations has adequate water supply arrangements (i.e. internal borewell water supply) for human consumption purpose. The requirements are fully met at the existing premises.

**COMPETITION**

The industry we serve is highly competitive, characterized by a mix of small and medium companies. While many small and medium-sized companies contribute, a few large enterprises dominate the market. Competing in this landscape, we prioritize agility in responding to dynamic market demands. Our strategy centers on delivering a comprehensive range of high-quality products for customer needs. Our goal is to expand our business, innovate, and consistently offer outstanding products. We maintain rigorous safety and control measures to effectively compete. Our commitment involves robust competition to secure a greater market share while efficiently managing our growth.

*For risk associated with respect to competition kindly refer to Risk Factor No 26 mentioned in Section titled 'Risk Factors' beginning of page 39 of this Draft Red Hearing Prospectus.*

**INSURANCE**

Our existing insurance coverage includes protection for various aspects, insured assets include various PPE assets and inventory insured by various types of insurance coverages like Vehicle insurance, stock burglary insurance, stock fire insurance, asset fire policy, Asset burglary insurance, Marine open policy, money transit policy for secure transit of cash, etc.,

**The details of insurance coverage of our Company, as on November 30, 2023:**

<b>Particulars</b>	<b>Remarks</b>	<b>Amount (in ₹ lakhs) of asset as at November 30, 2023</b>	<b>% of total assets as of November 30, 2023* (in %)</b>	<b>Percentage of insurance coverage as of November 30, 2023 (in %)</b>
Insured Assets	The insured assets include various PPE assets and inventory insured by various types of insurance coverages like Vehicle insurance, stock burglary insurance, stock fire insurance, asset fire policy, Asset burglary insurance, Marine open policy, etc.	12,447.43	68.91	82.29
Uninsured Assets	Uninsured assets include Fixed deposits, loans and advances, Trade receivables and other current assets.	5,616.12	31.09	-
<b>Total</b>		<b>18,063.55</b>	<b>100.00</b>	-

*\*based on Restated Financial Statements.*

*(For the above details relating to insurance coverage, we have relied upon the certificate dated April 03, 2024, vide UDIN: 24214520BKCWRB6930 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

We are confident that we have all essential insurance policies in place, aligned with industry norms. Regular reviews are conducted to ensure the adequacy of coverage. While we strive to minimize liability for damages, it's important to note that our insurance may not always provide full protection or be enforceable in every situation, potentially leaving us partially liable for damages.

Except for claims towards vehicle insurance and few employee health/accident cover, our Company has not made any claim for any insurance during the period FY 2020-2021, FY 2021-2022, FY 2022-2023 and for the stub period ended November 30, 2023.

*For risk associated with respect to leased premises kindly refer to Risk Factor No 20 mentioned in Section titled 'Risk Factors' on page 37 of this Draft Red Hearing Prospectus.*




## DISTRIBUTION NETWORK

Our business is significantly dependent on our distributors who distribute our products to end retailers. As of March 31, 2021, 2022 and 2023 and November 30, 2023, we had 401, 324, 415 and 281 distributors, respectively. However, our company does not enter into any agreements with the distributors and that the sales and marketing team of our company is responsible for maintaining the relationship with these distributors.

*For risk associated with respect to distributors kindly refer to Risk Factor No 10 mentioned in Section titled 'Risk Factors' on of page 31 of this Draft Red Hearing Prospectus.*

## INTELLECTUAL PROPERTY

Intellectual property rights are important to our business, and we devote significant time and resources to their development and protection. We rely on a combination of trademark protection in India, as well as confidentiality procedures and contractual provisions to protect our intellectual property. Mrs. S. Thilagavathi has assigned the following trademarks to our company through Deed of Assignment of trademarks dated October 19, 2023. Our company has filed for transfer of the below mentioned trademarks under our name and such registration is pending for approval:

S.No	Trademark Type	Class	Application No	Validity
1		29	4717027	24/10/2030
2		30	4717028	24/10/2030
3		31	4717030	24/10/2030
4	JEYYAM CLASSICS	30	4962680	03/05/2031
5	JEYYAM CLASSICS	35	4962681	03/05/2031

*For details, see head titled 'approvals obtained/applied in relation to intellectual property right' under chapter "Government and Other Approvals" on page 275.*

*For risk associated with respect to trademark, kindly refer to Risk Factor No 13 mentioned in Section titled 'Risk Factors' on of page 33 of this Draft Red Hearing Prospectus.*

## RAW MATERIAL

Our key raw materials for the manufacturing our products include chickpeas and amongst others and packaging materials. In Fiscal 2021, 2022 and 2023 and in the eight months ended November 30, 2023, our cost of materials consumed (including purchase of stock in trade and changes in inventory of finished goods, Work in progress and stock in trade) accounted for approximately 88.89%, 87.54%, 89.42%, 89.18% of our revenue from operations, respectively. Our major procurement pertains to chickpeas directly from the farmers.

We require packing materials for packaging, which includes laminates, polyethene bags, non-woven bags, sacs and cardboard boxes. We presently procure these Packing materials including other raw materials from our suppliers based on a standard operating procedure and as per our requirements on an on-going basis, through purchase orders at an “as needed” basis or through short term arrangements ranging from two to three months. We have long-standing relationship with most of our suppliers. We believe that the long-standing relationship with these suppliers enables us to secure raw materials even during the periods with leanest availability and gives us various logistical flexibilities. We have developed a reputation and relationship with multiple suppliers to avoid concentration risk.

*For risk associated with respect to cost of materials consumed, kindly refer to Risk Factor No 4 mentioned in Section titled ‘Risk Factors’ on of page 28 of this Draft Red Hearing Prospectus*

#### **MANAGEMENT PERCEPTON ON COMPANY’S LITIGATION**

A summary of the proceedings involving our Company are provided below:

<b>Nature of Cases</b>	<b>Number of Cases</b>	<b>Amount Involved (in ₹)</b>
<b>Direct Tax</b>		
E-Proceedings	1	Not Ascertainable
Outstanding Demand	7	2,26,12,552/-
<b>TDS</b>		
TDS Default	5	18,67,040/-
<b>Other Matters based on Materiality Policy</b>		
Other Matters based on Materiality Policy	3	Not Ascertainable
Criminal Proceedings	1	1,00,000/-

The management of our Company confirms that that the existing litigations are not so major that our Company’s survival is dependent on the outcome of the aforementioned pending litigation.

*(This rest of the page is intentionally left blank)*

## KEY INDUSTRIAL REGULATIONS AND POLICIES

*Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of manufacturer of manufacturing of Manufacturing Bengal Gram Dal, Fried Gram & Basen. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements 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. The regulations set out below 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.*

### **APPROVALS**

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 275 of this Draft Red Herring Prospectus.

### **APPLICABLE LAWS AND REGULATIONS**

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company and the business undertaken by our Company. The information detailed in this chapter, is based on the current provisions of key statutes, rules, regulations, notifications, memorandums, circulars, and policies, as amended, and are subject to future amendments, changes and/or modifications. The information detailed in this chapter has been obtained from sources available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

### **BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:**

#### **Food Safety and Standards Act, 2006**

The FSSA is an integrated food law that lays down standards and guidelines for consumer safety, protection of consumer health and regulation of the food sector. It consolidates the laws relating to food and provides for establishment of the Food Safety and Standards Authority of India (“FSSAI”). The FSSAI is responsible for laying down science-based standards for articles of food and to regulate their manufacture, packaging, storage, distribution, sale, and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The FSSA also lays down general provisions for food additives and processing of articles as well.

#### **FSSAI Guidance Note on Safety and Quality of Traditional Milk Products (“Traditional Milk Products Guidance Note”)**

The Traditional Milk Products Guidance Note intends to help FBOs ensure hygiene and sanitation in manufacturing and sale of milk products, particularly sweets. It focuses on enhanced declaration by sellers (including shelf life and use of ghee/vanaspati), guide test for detection of adulteration, quality assessment by observation of flavours, body texture, colour and appearance of sweets etc. It also contains suggestions for addressing adulteration and ensuring effective regulatory compliance. It requires that the general hygiene and sanitary requirements as specified under Schedule IV of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011, should be scrupulously complied with by FBOs dealing in traditional milk-based sweets. In case of pre-packaged milk products, the list of ingredients, the date of manufacturing, and best before or use by date should invariably be mentioned as prescribed under the Food Safety and Standards (Packaging) Regulations, 2018, and Food Safety and Standards (Labelling and Display) Regulations, 2020.

## **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 these 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.

## **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 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. There is a provision of penalty if anybody break the law for a minimum imprisonment of 1 year but which may extend to 6 years and with fine which shall not be less than Rs. 2000. There is a penalty for violation of rules with regard to seized article subsequently found adulterated and contaminated with injurious substances. When consumed adulterated food is likely to cause death or injury to the body or amount to grievous hurt can be punished according to Section 320 of the Indian Penal Code. There is an imprisonment for a term which shall not be less than 3 years but which may extend to the life term and with the fine which shall not be less than Rs. 5000.

### **Essential Commodities Act, 1955**

The Essential Commodities Act, 1955 gives powers to control production, supply, and distribution etc. of essential commodities for maintaining or increasing supplies and for securing their equitable distribution and availability of the Central Government have issued the powers under the Act, various Ministers / Departments of the Central Government have issued Control Orders for regulating production / distribution / quality aspects / movement etc. pertaining to the commodities which are essential and administered by them.

The Essential Commodities Act is being implemented by the state Government/UT Administrations by availing of the delegated powers under the same Act. The state government / UT Administrators have issued various control orders to regulate various aspects trading in Essential Commodities such as food grains, edible oils, pulses sugar etc. The central government regularly monitors the action taken by the state government /UT Administrators to implement the provisions of the Essential Commodities Act, 1955.

### **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.

### **Farmers' Produce Trade and Commerce (Promotion and Facilitation) Act, 2020**

The FPTC Act allows farmers and traders to trade outside of designated trade areas defined under various agriculture produce marketing committee ("APMC") laws enacted by different State legislatures of India. It allows for intra-State and inter-State trade in farmers' produce including dairy. A trader is defined as one who buys farmers' produce by way of inter-State trade or intra-State trade or a combination thereof, either for self or on behalf of one or more persons for the purpose of wholesale trade, retail, end-use, value addition, processing, manufacturing, export, consumption or for such other purpose. It also permits the operation of electronic trading in farmers produce outside of the purview of APMCs. Companies, body corporates, farmer produce associations and cooperatives may engage in electronic trading. It prohibits State governments from levying any market fee, cess, or levy on electronic trading of farmers' produce conducted outside already designated trade areas. It also provides for a dispute resolution mechanism for resolving any dispute between farmers and traders.

### **The Micro, Small and Medium Enterprises Development Act, 2006**

The MSME Act seeks to provide for the promotion and development along with facilitating and enhancing competition among micro, small and medium enterprises. The MSME Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including a company, a partnership, firm or any other undertaking engaged in the manufacture or production as specified in the first schedule to the Industries (Development and Regulation) Act, 1951.

The MSME Act also stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

### **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**

The Legal Metrology (Packaged Commodities) Rules, 2011 require a declaration of 'country of origin' or 'country of manufacture' or 'country of assembly' on the imported products. This is aimed at curbing false and misleading claims by the brands to deceive the customers, as also to give complete information of the product to a potential buyer. Demands for specifying the Country of Origin ("COO") of products sold online has gained ground in view of Prime Minister's vision "Make in India". The Government had asked e-commerce entities to adhere to the Packaged Commodity Rules and display Country of Origin of products listed on their platform/s by August 01, 2020. In the recently draft of proposed amendment to the Consumer Protection (E-Commerce) Rules, 2020, inter alia, requires and e-commerce entity that offers imported goods or services for sale, to identify goods based on their country of origin, provide a filter mechanism on their e-commerce website and display notification regarding the origin of goods at the pre-purchase stage, at the time of goods being viewed for purchase, suggestions of alternatives to ensure a fair opportunity for domestic goods and further to provide ranking for goods and ensure that the ranking parameters do not discriminate against domestic goods and seller.

### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:**

#### **Shops and establishments laws in various states**

As per the provisions of local Shops and Establishments laws applicable in the Karnataka, establishment is required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

#### **Professions, Trade, Callings and Employments Act in various states**

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 Tamil Nadu, Karnataka and Andhra Pradesh 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 income of individuals, profits of business or gains of 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 persons 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 persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **GENERAL LEGISLATIONS:**

#### **The Companies Act, 2013**

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 directors payable by the companies is under Part II of the said schedule.

## **The Consumer Protection Act, 2019**

The Consumer Protection Act, 2019 which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protect 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” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with “e-commerce” defined to refer to the buying and selling of goods or services over digital or electronic network. Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. 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 lakh. In cases of manufacturing for sale or storing, selling or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

### **Consumer Protection (E-Commerce) Rules, 2020 and the proposed amendments to the E-Commerce Rules**

The Ministry of Consumer Affairs issued the E-Commerce Rules under the Consumer Protection Act, 2019 on July 23, 2020. The E-Commerce Rules provide a framework to regulate the marketing, sale and purchase of goods and services online. These rules apply to (a) good/services purchases or sold vide digital or electronic network, including digital products; (b) marketplace and inventory e-commerce entities; (c) all e-commerce retailing; and (d) forms of unfair trade practices across all ecommerce models. It specifies the Duties of E-commerce Entities, specific duties and liabilities of marketplace e-commerce entities and those of inventory e-commerce entities, and duties of sellers on marketplace. The E-Commerce Rules further requires the e-commerce entity to appoint grievance officer and provide for a grievance redressal mechanism. Any violation of these rules attracts penal action under the Consumer Protection Act, 2019.

The Ministry of Consumer Affairs, Food and Public Distribution has on June 21, 2021 released proposed amendments to the E-Commerce Rules, 2020, for comments, which, amongst others, imposes new registration requirements for online retailers, mandatory partnering with the National Consumer helpline, a ban on “specific” flash sales and mandating sharing of information with Government agencies. Specific flash sales or back-to-back sales, which limit customer choices, increase prices and prevent a level playing field, will not be allowed. Further, the proposed changes would require that e-commerce businesses should mention the name and details of any importer from whom it has purchased such goods or services alongside providing alternative suggestions to customers before they make a purchase to ensure fair opportunity for domestic goods. Additionally, the e-commerce entity shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The rules have also introduced the concept of “fallback liability”, which says that e-commerce businesses will be held liable in case a seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer. Additionally, they would be required to share information within 72 hours with government agency which is lawfully authorised for investigative or protective or cyber security activities, for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents.

## **ENVIRONMENTAL LEGISLATIONS:**

### **The Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exists among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects.



### **The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

### **The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

### **TAX RELATED LEGISLATIONS:**

#### **Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

#### **Central Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

### **EMPLOYMENT AND LABOUR LAWS:**

#### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage. In pursuance of the Code, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe, inter alia, the constitution and functions of the Central Advisory Board set up under the Code on Wages, 2019.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

### **Occupational Safety, Health and Working Conditions Code, 2020**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The law that concerns our business is as follows –

- **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

- **Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

This law is applicable to all the establishments employing five or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed five or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that if an establishment is prohibited from employing migrant workers from other states if they do not have a certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

- **Contract Labour (Regulation and Abolition) Act, 1970**

The object of the Contract Labour (Regulation and Abolition) Act, 1970 is to prevent exploitation of contract labour and also to introduce better conditions of work. A workman is deemed to be employed as Contract Labour when he is hired in connection with the work of an establishment by or through a Contractor. Contract workmen are indirect employees. Contract Labour by and large is not borne on pay roll nor is paid directly. The Contract Workmen are hired, supervised and remunerated by the Contractor, who in turn, is remunerated by the Establishment hiring the services of the Contractor.

### **Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which relates to the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union must be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

## **Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. 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 Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an 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. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. 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.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered

continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Public Liability Insurance Act, 1991 and the Public Liability Insurance Rules, 1991**

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the government by way of a notification. Under the law, the owner or handler is also required to take out an insurance policy insuring against liability. The rules made under the PLI Act mandate the employer to contribute towards the Environmental Relief Fund a sum equal to the premium paid on the insurance policies.

### **Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C 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 the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and 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 a member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of our company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

### **INTELLECTUAL PROPERTY LEGISLATIONS:**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

### **Trade Marks Act, 1999**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

### **OTHER LAWS:**

#### **Foreign Trade (Development and Regulation) Act, 1992**

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

#### **Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent 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 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The total holding by each FPI or an investor group, shall be less than 10 percent of the total paid-up equity capital on a fully diluted basis or less than 10 percent 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 FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall not exceed 24 per cent of paid-up equity capital on a fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent shall be called the individual and aggregate limit, respectively.

#### **The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974**

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbouring

any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

*(This rest of the page is intentionally left blank)*

## HISTORY AND CERTAIN CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

#### HISTORY

Our company was incorporated as “Kichoni Online Services Private Limited” on March 24, 2008, as a private limited company under the provisions of the Companies Act, 1956 pursuant to Certificate of Incorporation issued by Registrar of Companies, Chennai (“RoC”) with the object to collect and sell data online. However, our Company did not start any business activity in this segment. Shareholders of our Company at the EGM held on July 31, 2008 passed a special resolution for amendment in the Object Clause of the MOA of our Company and the objects of our Company were amended to include trading of FMCG products. The same was approved by the Registrar of Companies, Chennai vide its certificate dated September 17, 2008. The shareholders of our Company thereafter at the EGM held on May 09, 2009 passed a special resolution for change of the Name of our Company to ‘Jeyyam Products Private Limited’. Accordingly, the name of our company was changed to ‘Jeyyam Products Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated June 18, 2009 issued by Registrar of Companies, Chennai. Our Company has been in the business of trading since September 2008.

Subsequently, the shareholders of our Company at the EGM held on February 19, 2015, passed special resolution for change in the Object clause of the MOA of our Company to replace all the existing Main Objects with a New Object relating to Manufacturing, processing and trading of Pulses, Food grains, etc, and Name Change of our Company to ‘Jeyyam Global Foods Private Limited’. The change of Objects was approved by the Registrar of the Companies, Chennai vide its certificate dated February 20, 2015 and the name of our company was changed to ‘Jeyyam Global Foods Private Limited’ vide Fresh Certificate of Incorporation consequent upon change of Name dated February 24, 2015 issued by Registrar of Companies, Chennai.

Thereafter, shareholders of our Company at the EGM held on April 24, 2023, passed a special resolution for conversion of our Company from a Private Limited Company to a Public Limited Company and the same was approved by the Registrar of Companies, Chennai vide issue of Certificate of Incorporation Consequent upon conversion to public company, dated May, 23, 2023. Thus, our Company was converted to a public company and the name of our Company was changed to ‘Jeyyam Global Foods Limited’ with effect from May 23, 2023 and the Corporate identification number of our Company was changed to: U15400TN2008PLC066955

The Corporate Identification Number of our Company is U15400TN2008PLC066955. Our Company has its registered office at No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.

#### DETAILS W.R.T., MERGER / AMALGAMATION:

Jeyyam Food Park LLP (JFP LLP) was an entity set up during July 2014 under the Limited Liability Partnership Act, 2008, by the then promoters of our Company, to put up a pulses (including chickpea) processing plant with a view to complement the business of our Company which was in to Trading during 2014, by backward integrate into the value chain and enhance the market share of both the entities, visibility and valuation by creation of the brand “Jeyyam”.

However, considering that there would be multiple synergies for growing the business in size by integrating both entities (i.e., our Company and JFP LLP) as a single entity and market the brand at a national level, the then promoters merged JFP LLP into our Company and created a larger entity. The said Amalgamation was approved by the Hon’ble High Court of Judicature of Madras with effect from April 01, 2015 vide order dated March 16, 2016.

Accordingly, the Board of Director of our Company, on March 31, 2016, made an Allotment of 272 Equity Shares of our Company to the Partners of M/s. Jeyyam Food Park LLP, pursuant to Amalgamation of Jeyyam Food Park LLP with our Company with effect from April 01, 2015, vide order passed by Hon’ble High Court of Judicature of Madras vide order dated March 16, 2016. Further all the assets and liabilities of the LLP was amalgamated with our Company.

Our Corporate Identification Number is U15400TN2008PLC066955.

The Promoters of our Company are Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal, Mrs. Sujatha Mehta and Shanti Guru Industries Limited (RCL Retail Private Limited).



**CHANGES IN REGISTERED OFFICE OF OUR COMPANY IN LAST 10 YEARS :**

<b>Date</b>	<b>Details of Registered Office</b>	<b>Reason for Change</b>
At Incorporation i.e. March 24, 2008	Old No 11 New No. 23, Umapathy Street, West Mambalam, Chennai, Tamil Nadu – 600033	-
From November 22, 2008	No.37, A.C Block, IVth Street, Anna Nagar, Chennai, Tamil Nadu – 600040	For Conveniences and saving time etc
From April 30, 2009	No. 14, G4. Sarathapuram, 1st Street, Mylapore, Chennai, Tamil Nadu – 600004	For Conveniences and saving time etc
From June 21, 2010	NO. 52/17, Rajabathar Street, Pandy Bazaar, T. Nagar, Chennai, Tamil Nadu – 600017	For Conveniences and saving time etc
September 10, 2015	721 “Amara Sri”, Old No.313, New. No 455, Block No. 75, 7 <sup>th</sup> Floor, Anna Salai, Teynampet, Chennai, Tamil Nadu - 600018	For Conveniences and saving time etc
September 10, 2019	No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086	For Conveniences and saving time etc

**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:

*“To carry on business of manufacture, process, produce, mix, pack, preserve, pfreeze, extract, refine, import, export, buy, sell, trade, deal and distribute in pulses, food grains, plain spices, blended spices, instant mixes, paste, flours of all kind, vermicelli, noodles, ready to eat, ready to cook, snacks, sweets, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and dhal related allied products and all other food products in and outside India.”*

**AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY:**

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association:

<b>Date of Amendment / Shareholders’ Resolution</b>	<b>Nature of Amendment</b>
July 31, 2008	The Object Clause i.e. Clause III of MOA was amended, pursuant to which the existing clause III(A)(2) and clause III(A)(3) of Main Objects in MOA of our Company were deleted and a new clause III(A)(2) and clause III(A)(3) in main objects was inserted to include trading of FMCG products, vide Special Resolution passed at the Extraordinary General Meeting held on July 31, 2008.
February 28, 2009	Clause V of MOA was amended to reflect the increase in the Authorized Share Capital of our Company from ₹ 1,00,000/- divided into 10,000 Equity shares of ₹ 10/- each to ₹ 10,00,000/- divided into 1,00,000 Equity shares of ₹ 10/- each vide ordinary Resolution passed at the Extraordinary General Meeting held on February 28, 2009.
May 09, 2009	Clause 1 of MOA was amended to reflect the change in the name of our Company from ‘Kichoni Online Services Private Limited’ to ‘Jeyyam Products Private Limited’, pursuant to the special Resolution passed at the Extra-ordinary General Meeting held on May 09, 2009.
February 19, 2015	Clause 1 of MOA was amended to reflect the change in the name of our Company from ‘Jeyyam Products Private Limited’ to ‘Jeyyam Global Foods Private Limited’, pursuant to the special Resolution passed at the Extra-ordinary General Meeting held on February 19, 2015.
February 19, 2015	The Object Clause i.e. Clause III of MOA was amended, pursuant to which the existing clauses from 1 to 5 of Main Objects in MOA of our Company were deleted and a new Clause 1 in main objects was inserted to include Manufacturing, processing and trading of Pluses, Food grains, etc, vide Special Resolution passed at the Extraordinary General Meeting held on February 19, 2015.

<b>Date of Amendment / Shareholders' Resolution</b>	<b>Nature of Amendment</b>
February 19, 2015	Clause III(C) of the Object Clause of the MOA was deleted vide Special Resolution passed at the Extraordinary General Meeting held on February 19, 2015. The said amendment was done for the purpose of adopting the new format of the MOA as provided under the Companies Act, 2013
May 25, 2015	The Object Clause i.e. Clause III of MOA was amended, with an intent to widen the scope of existing clause III(B)(27) for the purpose of corporate restructuring, amalgamations etc, vide Special Resolution passed at the Extraordinary General Meeting held on May 25, 2015.
April 11, 2016	Clause V of MOA was amended to reflect the increase in the Authorized Share Capital of our Company from ₹ 10,00,000/- divided into 1,00,000 Equity shares of ₹ 10/- each to ₹ 22,00,000/- divided into 2,20,000 Equity shares of ₹ 10/- each vide ordinary Resolution passed at the Extraordinary General Meeting held on April 11, 2016.
April 11, 2016	Alteration in the Liability Clause i.e. Clause IV of the MOA, in order to adopt new format as provided under the Companies Act, 2013, vide Special Resolution passed at the Extraordinary General Meeting held on April 11, 2016.
May 26, 2021	Clause V of MOA was amended to reflect the increase in the Authorized Share Capital of our Company from ₹ 22,00,000/- divided into 2,20,000 Equity shares of ₹ 10/- each to ₹ 65,00,000/- divided into 6,50,000 Equity shares of ₹ 10/- each vide ordinary Resolution passed at the Extraordinary General Meeting held on May 26, 2021.
April 24, 2023	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from 'Jeyyam Global Foods Private Limited' to 'Jeyyam Global Foods Limited', pursuant to the special Resolution passed at the Extraordinary General Meeting held on April 24, 2023 for conversion of our Company from a private limited company to a public limited Company and consequent to which a fresh Certificate of Incorporation was issued by Registrar of Companies, Chennai dated May 23, 2023.
October 26, 2023	Clause V of MOA was amended to reflect the increase in the Authorized Share Capital of our Company from ₹ 65,00,000/- divided into 6,50,000 Equity shares of ₹ 10/- each to ₹ 25,00,00,000/- divided into 2,50,00,000 Equity shares of ₹ 10/- each vide ordinary Resolution passed at the Extraordinary General Meeting held on October 26, 2023.
March 30, 2024	Clause V of MOA was amended to reflect sub-division in the Share Capital of our Company, pursuant to which the existing Authorized Share Capital of our Company i.e. 2,50,00,000 Equity shares of ₹ 10/- each amounting to ₹ 25,00,00,000/- was sub-divided into 5,00,00,000 Equity shares of ₹ 5/- each amounting to ₹ 25,00,00,000/- vide special Resolution passed at the Extraordinary General Meeting held on March 30, 2024.

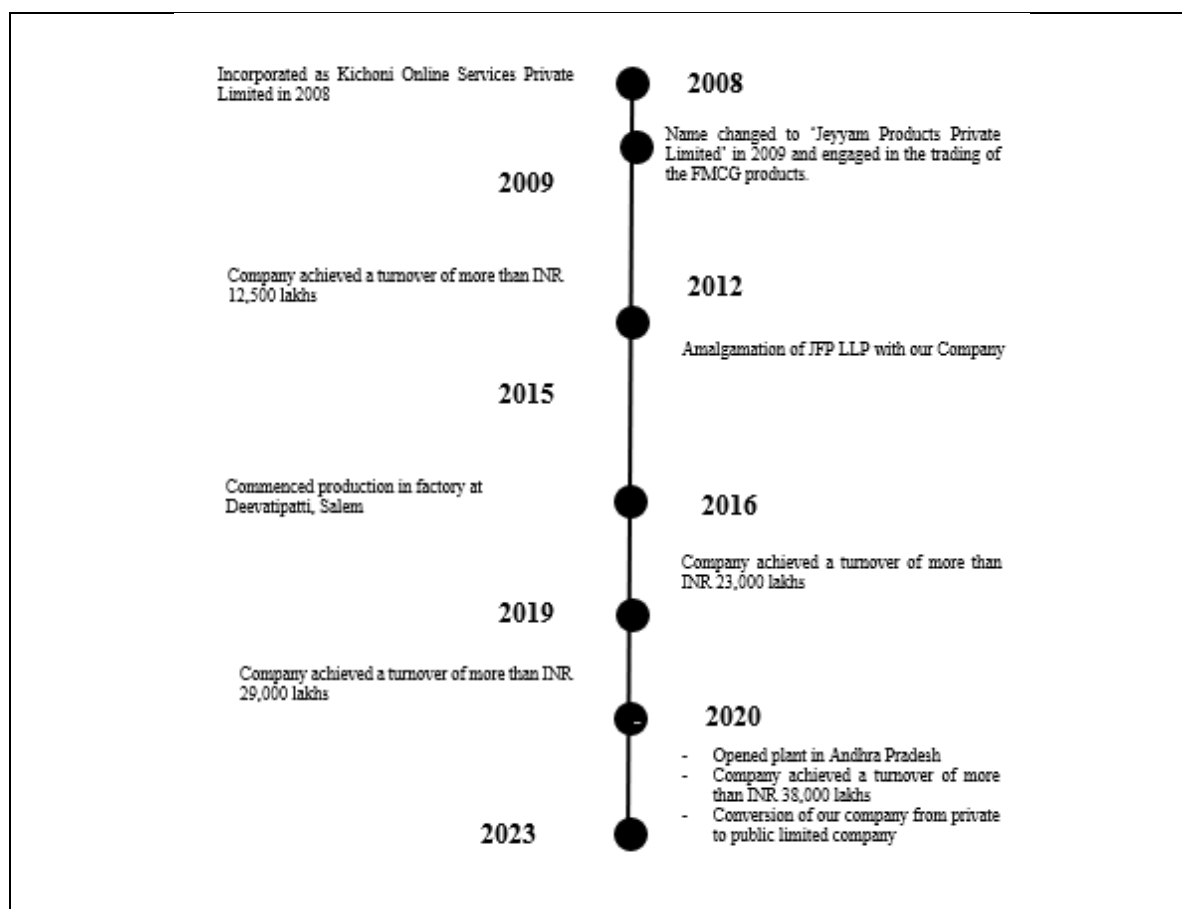
#### **ADOPTING NEW ARTICLES OF ASSOCIATION OF OUR COMPANY:**

Our Company has adopted a new set of Articles of Association of our Company, in the Extra-Ordinary General Meeting of our Company dated April 24, 2023.

*(This rest of the page is intentionally left blank)*

## KEY EVENTS AND MILESTONES

Keys events and Milestones in the history of our Company



## OTHER DETAILS ABOUT OUR COMPANY

For details of our Company's activities, products, growth, technology, marketing strategy, competition and our customers, please refer chapter titled "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Offer Price" beginning on pages 127, 247, 246, 247 and 102 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to chapter titled "Our Management" and "Capital Structure" beginning on pages 179 and 71 of this Draft Red Herring Prospectus respectively.

## CAPITAL RAISING (DEBT / EQUITY)

For details in relation to our capital raising activities through equity, please refer to the chapter titled "Capital Structure" beginning on page 71 of the Draft Red Herring Prospectus. For details of our Company's debt facilities, please refer chapter "Financial Indebtedness" beginning page 259 of this Draft Red Herring Prospectus.

## TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Red Herring Prospectus, there have been no time/cost overruns in setting up our projects.

## LOCK-OUT OR STRIKES

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.

## **INJUNCTION OR RESTRAINING ORDER**

As on the date of this Draft Red Herring Prospectus, there no injunctions/ restraining orders that have been passed against our Company.

## **KEY AWARDS & ACCREDITATION OR RECOGNITION**

N.A.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY SHARES**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Draft Red Herring Prospectus.

## **MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS**

Except as disclosed in this Draft Red Herring Prospectus, there has been no material acquisition or divestment of business/undertakings, mergers, amalgamation, revaluation of assets since incorporation.

## **HOLDING COMPANY**

As on the date of this Draft Red Herring, there is no holding company of our Company.

## **SUBSIDIARY OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary company.

## **JOINT VENTURES OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

## **ASSOCIATES OF OUR COMPANY**

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate.

## **CHANGES IN THE MANAGEMENT**

For details of change in Management, please see chapter titled “Our Management” on page 179 of this Draft Red Herring Prospectus.

## **DETAILS REGARDING PAST PERFORMANCE OF OUR COMPANY.**

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to chapter titled “*Restated Financial Statements*” beginning on page 214 of this Draft Red Herring Prospectus.

## **CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS**

There has been no change in the business activities of our Company during last five (5) years from the date of this Draft Red Herring Prospectus which may have had a material effect on the profit/loss account of our Company except as mentioned in Material development in chapter titled “*Management’s discussion and analysis of financial conditions & results of operations*” beginning on page 247 of this Draft Red Herring Prospectus.

## **SHAREHOLDERS OF OUR COMPANY**

Our Company has Twelve (12) shareholders as on the date of this Draft Red Hearing Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “Capital Structure” beginning on page 71 of this Draft Red Herring Prospectus.

## SHAREHOLDERS AGREEMENTS

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTORS, PROMOTER, OR ANY OTHER EMPLOYEE

Neither our Promoter, nor any of the Key Managerial Personnel or 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.

## OTHER AGREEMENTS

### Non-Compete Agreement

Our Company has not entered into any Non-competete Agreement as on the date of filing of this Draft Red Herring Prospectus.

### Joint Venture Agreement

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other Joint Venture agreement.

### Collaboration Agreements

Except as mentioned in this Draft Red Herring Prospectus, Our Company does not have any collaboration agreement as on the date of this Draft Red Herring Prospectus.

### Strategic Partners

Except as mentioned in this Draft Red Herring Prospectus, Our Company does not have any strategic partners as on the date of this Draft Red Herring Prospectus.

### Financial Partners

Our Company does not have any financial partners as on the date of this Draft Red Herring Prospectus. Except the loans taken from the bankers of our Company, the details of which are stated on page number 243 of this Draft Red Herring Prospectus.

### Guarantees given by Promoters offering their shares in the Offer for Sale

Sl. No	Guarantee given in favour of	Promoter Selling Shareholders who have given Guarantee	Guarantee Amount (₹ In Lakhs)	Reason for the Guarantee	Obligation on our Company	Period of guarantee	Financial implication in case of default*	Security available	Consideration, if Any
1	HDFC	Shripal Veeramchand Sanghvi	Amount Sanctioned: 2,000.00  Amount outstanding as on November 30, 2023: 1,948.85	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount.	a. Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1, 42/2, 42/2, 32/5A, 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32/1A,32/6A,33/3C1,29/2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd & Mrs. Thilagavathy on a pari passu basis with Indian bank.	Nil

								<p><b>b.</b> Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.</p> <p>i. Plant and Machinery - Pari passu charge on plant and machinery with Indian bank.</p> <p>ii. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p>	
2	Indian Bank	Shripal Veeramchand Sanghvi	<p><b>Amount Sanctioned:</b> 4,500.00</p> <p><b>Amount outstanding as on November 30, 2023:</b> 4,403.61</p>	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount	<p><b>Primary:</b></p> <p>Pari Passu hypothecation charge on entire current assets of the company including stock and book debt present and future with HDFC bank Ltd.</p> <p><b>Collateral:</b></p> <p><b>A.</b> Pari Passu on Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land.</p> <p><b>B.</b> Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p>	Nil
3	HDFC	Shripal Veeramchand Sanghvi	<p><b>Amount Sanctioned:</b> 1,700.00</p> <p><b>Amount outstanding as on November 30, 2023:</b> 1,395.01</p>	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount	<p><b>A.</b> Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1, 42/2, 42/2, 32/5A, 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6 B,32 /1A,32/6A,33/3C1 ,29/ 2B,30/2A,30/1B land measuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.</p> <p><b>B.</b> Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B,</p>	Nil

								6/3A, 6/3F, 6/3C, 6/3I, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt Ltd & Mrs. Thilagavathy land on a pari passu basis with Indian bank.  i. Plant and Machinery - Exclusive charge on the movable fixed asset (machinery) created out of our term loan.  ii. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.	
4	Indian Bank	Shripal Veeramchand Sanghvi	<b>Amount Sanctioned:</b> 400.00  <b>Amount outstanding as on November 30, 2023:</b> 378.48	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount	Primary: Exclusive hypothecation charge on machinery purchased out of bank term loan. Collateral:  A. Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited & Mrs. Thilagavathy land.  B. Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.	Nil
5	HDFC	Shripal Veeramchand Sanghvi	<b>Amount Sanctioned:</b> 163.00  <b>Amount outstanding as on November 30, 2023:</b> 164.24	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount	Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.	Nil
6	HDFC	Shripal Veeramchand Sanghvi	<b>Amount Sanctioned:</b> 367.00  <b>Amount outstanding as on November 30, 2023:</b> 162.04	For credit Facilities to be sanctioned to our Company	Nil	Till all the loan obligations have been repaid in full	Personally liable to the extent of guarantee amount	Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.	Nil

\* All the above loans have been jointly guaranteed by Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal & Mrs. Sujatha Mehta.

*(This rest of the page is intentionally left blank)*

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under the Articles of Association, our Company is authorized to have a minimum of 3 (Three) Directors and a maximum of up to 15 (Fifteen) Directors, unless otherwise determined by our Company in a general meeting. As on the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors, comprising of 1 (One) Managing Director, 1 (One) Whole Time Director, 1 (One) Woman Non-Executive Director and 2 (Two) Non-Executive Independent Directors. 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 Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	DIN	Designation
1	Amit Agarwal	01653009	Managing Director
2	Shripal Veeramchand Sanghvi	07788214	Whole Time Director
3	Sujathaa Mehta	06822171	Woman Non-Executive Director
4	Vikash Mahipal	10429702	Non-Executive Independent Director
5	Shanmugam	10299453	Non-Executive Independent Director

The following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Particulars	Details
1.	<b>Name</b>	<b>Amit Agarwal</b>
	<b>Father's Name</b>	Prakash Agarwal
	<b>Residential Address</b>	NGB Luxabay, Plot No. 4, Villa No. 6, 2/570, Singaravelan Street, Neelankaral, Shollinganalore, Chennai, Tamil Nadu - 600115
	<b>Date of Birth</b>	March 06, 1976
	<b>Age</b>	48
	<b>Designation</b>	Managing Director
	<b>DIN</b>	01653009
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune
	<b>Brief Biography</b>	Mr. Amit Agarwal, aged 48 years, is one of the Promoters of our Company. He has been part of the Board since September 27, 2023 and is currently designated as Managing Director of our Company with effect from March 04, 2024. He has completed his Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune. Apart from heading our Company he also holds the position of Director and Partner in a cluster of organizations, his Leadership has been instrumental in navigating these organizations through the complexities of modern business, ensuring they thrive in their respective domains. His distinctiveness lies in his unwavering pursuit of excellence, a trait that resonates across industries like Manufacturing & Real Estate. His ability to anticipate market trends, coupled with his financial proficiency are his core strengths.
	<b>Date of Appointment</b>	September 27, 2023
	<b>Date of Change in Designation</b>	March 04, 2024
	<b>Term</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
<b>Period of Directorship</b>	He has been the director of our Company since September 27, 2023	
<b>Directorship in other companies</b>	1. AMT Luxury Homes Private Limited 2. Nykos Hospitality Private Limited 3. Cantech Pack Private Limited 4. Proto Cancare Private Limited 5. Millennial Luxury Estates Private Limited 6. Kadamba Township Developers Private Limited	



		7. Bharat Metalcans and Closures Private Limited 8. Network Lounge Private Limited 9. Latitude Homes and AMT Ventures Private Limited
2.	<b>Name</b>	<b>Shripal Veeramchand Sanghvi</b>
	<b>Father's Name</b>	Veeram Chand
	<b>Residential Address</b>	14/2, Nadu Kalllukara Street, Tiruchirappalli fort, Thiruchirapalli, Tamil Nadu - 620008
	<b>Date of Birth</b>	April 11, 1974
	<b>Age</b>	49
	<b>Designation</b>	Whole Time director
	<b>DIN</b>	07788214
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Senior Secondary Schooling from Sardar Higher Secondary School, Jodhpur
	<b>Brief Biography</b>	Mr. Shripal Veeramchand Sanghvi, aged 49 years, is one of the Promotors of our Company. He has been part of the Board since May 28, 2020 and is currently designated as Whole Time director of our Company with effect from March 04, 2024. With a track record and a commitment to excellence, Mr. Shripal has made his mark in various industries, contributing significantly to the growth and success of the organisations he's associated with. He has been in the business of Tobacco for over 30 years and is a pioneer in FMCG product segment in South India for over the past 15 years. He is the proprietor of S S Marketing and Shanti Guru Tobacco. Further he is also one of the promoter of Shanti Guru Industries Limited, a Listed Company. His strategic thinking, financial expertise, and dedication to innovation are his core strengths.
	<b>Date of Appointment</b>	May 28, 2020
	<b>Date of Change in Designation</b>	March 04, 2024
	<b>Term</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
<b>Period of Directorship</b>	He has been the director of our Company since May 28, 2020	
<b>Directorship in other companies</b>	NA	
3.	<b>Name</b>	<b>Sujathaa Mehta</b>
	<b>Father's Name</b>	Sarupchand Jamad
	<b>Residential Address</b>	Old No. 157-158/11, New No. 239-241/11, Sydenhams Road, Periamet, Park Town, Chennai, Tamil Nadu - 600003
	<b>Date of Birth</b>	August 26, 1973
	<b>Age</b>	50
	<b>Designation</b>	Women Non-Executive Director
	<b>DIN</b>	06822171
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Bachelor of Arts in Economics from Ethiraj College
	<b>Brief Biography</b>	Mrs. Sujathaa Mehta, aged 50 years, is one of the Promoters and an Non-Executive Director of our Company. She has obtained bachelor's degree in economics from Ethiraj College. Apart from the position of Non-Executive Director in our Company she also holds the position of Director and Partner in a cluster of organizations, where her collaborative approach and entrepreneurial spirit have driven growth and profitability. Her commitment to excellence is reflected in her diverse involvement across industries, like manufacturing, Fashion, Pharma and renewable energy. Her ability to adapt to evolving market dynamics and her unwavering pursuit of high standards are her core strengths.
<b>Date of Appointment</b>	September 27, 2023	
<b>Date of Change in Designation</b>	September 30, 2023	

	<b>Term</b>	-
	<b>Period of Directorship</b>	She has been the Director of our Company since September 27, 2023
	<b>Directorship in other companies</b>	1. Swasthik Preforms Private Limited 2. Swasthik Plascon Limited 3. Cerise Solar Private Limited 4. Mehta and Mehta Green Power Private Limited 5. Wolfpack Outdoors Private Limited 6. Aurum Bullion Private Limited 7. Ever Raise Solar Private Limited 8. Viw Vaccine World Private Limited
4.	<b>Name</b>	<b>Vikash Mahipal</b>
	<b>Father's Name</b>	Suresh Kumar Mahipal
	<b>Residential Address</b>	No. 44, Lakshmi Nivas, 7th Floor, A - Block, Marshalls, Road, Egmore, S.O, Chennai, Tamil Nadu - 600008
	<b>Date of Birth</b>	July 24, 1972
	<b>Age</b>	51
	<b>Designation</b>	Non-Executive Independent Director
	<b>DIN</b>	10429702
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Bachelor of Commerce from University of Madras, Chennai
	<b>Brief Biography</b>	Mr. Vikash Mahipal, aged 51 years, is a Non-Executive Independent Director of our Company since March 04, 2024. He has completed a Bachelor's Degree in Commerce from University of Madras. He has expertise in taxation and accounting and was associated with a listed Company as its CEO and CFO for a period of three year.
	<b>Date of Appointment</b>	March 04, 2024
	<b>Date of Change in Designation</b>	NA
	<b>Term</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
	<b>Period of Directorship</b>	He has been the Director of our Company since March 04, 2024
	<b>Directorship in other companies</b>	Nil
5.	<b>Name</b>	<b>Shanmugam</b>
	<b>Father's Name</b>	A.S. Dhandapani
	<b>Residential Address</b>	Old No. 7, New No. 18, Manivannan Thottam, Near Poes Road, 4th Street, Teynampet S.O. Chennai, Tamil Nadu - 600018
	<b>Date of Birth</b>	September 21, 1971
	<b>Age</b>	52
	<b>Designation</b>	Non-Executive Independent Director
	<b>DIN</b>	10299453
	<b>Occupation</b>	Business
	<b>Nationality</b>	Indian
	<b>Qualification</b>	Training and Common Examination in the Field of "Radio Servicing & Television Maintenance" from V.S. Rajagopalan's Radio Institute, Madras.
	<b>Brief Biography</b>	Mr. Shanmugam is an experienced businessman with a focus on the FMCG sector. Leveraging his extensive expertise in this industry, he has been providing valuable guidance to Jetmall Spices Limited, a publicly listed company, as its whole time director in its business operations.
	<b>Date of Appointment</b>	March 04, 2024
	<b>Date of Change in Designation</b>	NA
	<b>Term</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
	<b>Period of Directorship</b>	He has been the Director of our Company since March 04, 2024
	<b>Directorship in other companies</b>	Jetmall Spices and Masala Limited

## FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS

None of the Directors of our Company are related to each other within the meaning of Section 2(77) of the Companies Act, 2013.

### CONFIRMATIONS:

- a. The appointment of Directors of the our Company is in compliance with the provisions of Regulation 17(1A) of LODR Regulations, 2015.
- b. There are no arrangements or understanding between major shareholders, customers, suppliers, or others pursuant to which any of the Directors were selected as a director or member of senior management as on the date of this Draft Red Herring Prospectus.
- c. Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.
- d. None of our Directors except Mr. Shripal Veeramchand Sanghvi, is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

**The details of the Listed Company in which Mr. Shripal Veeramchand Sanghvi was a Director, trading of which was suspended by any stock exchange.**

Sr. No.	Particulars	Details
1	Name of our Company	Shanti Guru Industries Ltd (Formerly known as RCL Retails Limited)
2	Listed on	BSE Limited
3	Date of suspension on the stock exchanges	February 1, 2019
4	If trading suspended for more than three months, reasons for suspension and period of suspension.	Trading was suspended on account of non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters i.e., June 2018 and September 2018 and non-payment of applicable fines.
5	If the suspension of trading revoked, the date of revocation of suspension.	December 17, 2021
6	Term (along with relevant dates) of the director in the above company(ies).	Date of Appointment as Director: 29/09/2017 Date of resignation as Director: 04/03/2021 Date of Appointment as CEO: 04/03/2021 Date of Resignation as CEO: 10/01/2024

- e. 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.
- f. None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- g. None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- h. None of the Directors of our Company are debarred from accessing the capital market by SEBI.
- i. None of the Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

- j. 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 him to become or to help him qualify as a director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.
- k. In respect of the track record of the Directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

#### **BORROWING POWERS OF THE BOARD**

Pursuant to a Special Resolution passed at an Extraordinary General Meeting of our Company held on June 28, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and pursuant to Articles of Association of our Company, the Board of Directors of our Company is authorized to borrow monies from time to time borrow any sum or sums of money by obtaining loans, as and when required, from Bank(s), Financial Institution(s), which, together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 200 Crores (Rupees Two Hundred Crores only).

#### **POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on NSE Emerge. Our 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.

#### **POLICY FOR DETERMINATION OF MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS**

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on NSE Emerge. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on NSE Emerge. The Board of Directors at their meeting held on March 15, 2024 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

#### **TERMS OF APPOINTMENT OF OUR EXECUTIVE DIRECTORS**

##### **Mr. Amit Agarwal:**

Mr. Amit Agarwal has been the Director of our Company since September 27, 2023. The Shareholders of our Company at the Extra Ordinary General Meeting held on March 04, 2024, in accordance with the Sections 196 and 197 and 203 read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has appointed Mr. Amit Agarwal as the Managing Director of our Company w.e.f., March 04, 2024, for a period of 5 years on the following terms of Remuneration:

##### **Remuneration:**

Consolidated Fixed Remuneration of ₹ 6,00,000 per annum, subject to annual increment as may be decided by the Board of Directors of our Company.

##### **Perquisites and allowances:**

The Managing Director shall be entitled to be reimbursed in respect of all expenses incurred for the benefit and development of our Company.

**Mr. Shripal Veeramchand Sanghvi:**

Mr. Shripal Veeramchand Sanghvi has been the Director of our Company since May 28, 2020. The Shareholders of our Company at the Extra Ordinary General Meeting held on March 04, 2024, in accordance with the Sections 196 and 197 and 203 read with Schedule V of the Companies Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has appointed Mr. Shripal Veeramchand Sanghvi as the Whole Time Director of our Company w.e.f., March 04, 2024, for a period of 5 years on the following terms of Remuneration:

**Remuneration:**

Consolidated Fixed Remuneration of ₹ 6,00,000 per annum, subject to annual increment as may be decided by the Board of Directors of our Company.

**Perquisites and allowances:**

The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred for the benefit and development of our Company.

**PAYMENT OR BENEFIT TO DIRECTORS OF OUR COMPANY:**

Details of the remuneration paid to our Directors in the Financial Year 2022-2023 are set forth below.

**a. Remuneration to our Executive Directors:**

Sl. No.	Name of the Executive Directors	Details	Amount in Lakhs
1	Amit Agarwal	Remuneration	-
		Bonus	-
2	Shripal Veeramchand Sanghvi	Remuneration	45
		Bonus	-
3.	Sujathaa Mehta	Remuneration	-
		Bonus	-

**b. Remuneration to our Non-Executive Director and Independent Directors:**

Our Company during the Financial year 2022-2023, has not paid any remuneration to the Non-Executive Directors of our Company. Further during the aforementioned financial year, our company did not any Independent Director on our Board of Directors.

**c. Siting Fee:**

The Directors (including Independent Directors) of our Company are not entitled to any sitting fee for attending the meeting of the Board of Directors or Committees thereof.

**d. Payment or benefit to Non-Executive Independent Directors of our Company:**

As per the terms of the appointment, our Company at present do not pay any remuneration to the Independent Directors, by whatever name called like sitting fees, remuneration, commission on profit etc, except for reimbursement of expenses so incurred by the Directors to attend the meeting of the Board or any Committee thereof.

**e. Payment of Benefits (Non-Salary Related):**

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

**f. 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.

**g. Bonus or profit-sharing plan of the Directors:**

Our Company does not have any bonus or profit-sharing plan for our Directors.

**THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS ARE AS FOLLOWS**

<b>Name of the Shareholder</b>	<b>No. of Equity Shares</b>	<b>Percentage of Pre- Offer Capital (%)</b>	<b>Percentage of Post- Offer Capital (%)</b>
Amit Agarwal	53,11,176	15.00%	11.18%
Shripal Veeramchand Sanghvi	85,39,804	24.12%	15.15%*
Sujathaa Mehta	22,12,990	6.25%	4.66%
Vikash Mahipal	NIL	-	-
Shanmugam	NIL	-	-

\*Considering the Offer for sale of 13,43,200 Equity shares.

**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 of Directors. For further details, see “Terms of Appointment of our Executive Directors” and “Payment or benefit to Directors of our Company”, on pages 183 and 184, respectively.

Further our directors may be deemed to be interested to the extent of shareholding held by them, their relatives, their companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoter and in any dividend distribution which may be made by our Company in the future.

Further, relatives of certain of our Directors are also shareholders and may be deemed to be interested to the extent of any dividends declared on the Equity Shares held by them, if any.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they are members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as directors, or otherwise for services rendered by them by such firms or company, in connection with the promotion or formation of our Company.

Except as stated “Restated Financial Information – Annexure VII – Notes to Restated Financial Information Related party disclosures as required under Ind AS-24” on page 241, No loans have been availed or extended by our directors from, or to, our Company.

**INTEREST IN PROPERTY OF OUR COMPANY**

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 143 of this Draft Red Herring Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

**INTEREST IN PROMOTION OF OUR COMPANY**

Except Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal and Mrs. Sujathaa Mehta, who are the promoters of our Company, none of the Directors are interested in the promotion of our Company.

**INTEREST IN SIMILAR BUSINESS**

Mr. Shripal Veeramchand Sanghvi is a promoter of Shanti Guru Industries Ltd (Formerly known as RCL Retails Limited), which is also the promoter of our company. Shanti Guru Industries Ltd is in to similar line of business as that of our Company. Further Mr. Shanmugam is the Executive Director of Jetmall Spices and Masala Limited which is in to similar line of business.

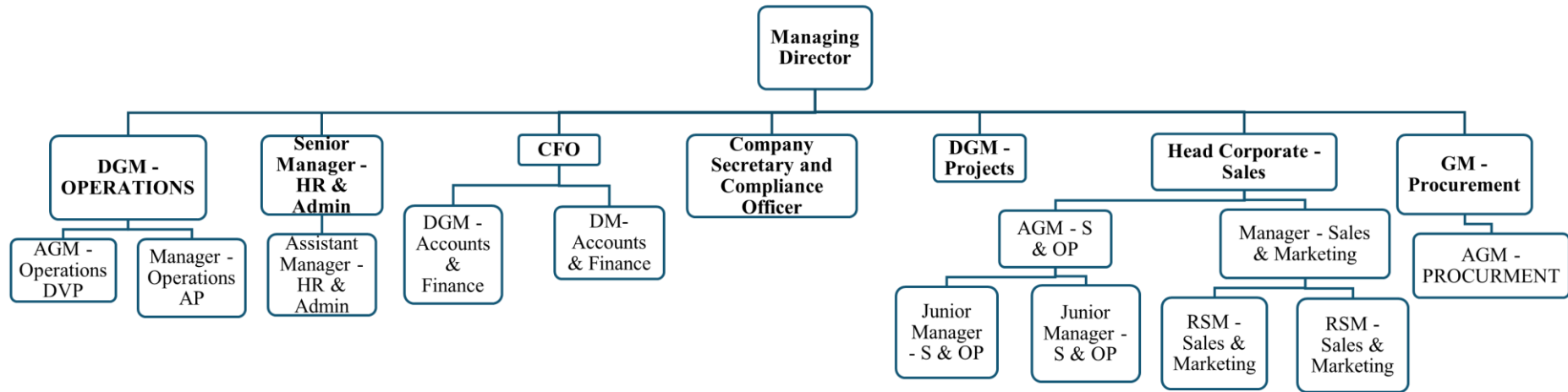
*(This rest of the page is intentionally left blank)*

## CHANGES IN OUR BOARD IN THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason
Krishnasamy Saravanan	July 12, 2021	Appointment	Appointment as Additional Non-Executive Director
Thilagavathi	July 12, 2021	Cessation	Cessation as Non-Executive Director.
Krishnasamy Saravanan	November 29, 2021	Change in Designation	Regularization as Non-Executive Director
Krishnasamy Saravanan	November 02, 2022	Change in Designation	Appointment as Managing Director
Jayaraman Madhu Suthan	September 07, 2023	Appointment	Appointment as Additional Non-Executive Independent Director
Praveen Bhansali Naman Bhansali	September 07, 2023	Appointment	Appointment as Additional Non-Executive Independent Director
Sujathaa Mehta	September 27, 2023	Appointment	Appointment as Additional Non-Executive Director
Amit Agarwal	September 27, 2023	Appointment	Appointment as Additional Executive Director
Jayaraman Madhu Suthan	September 27, 2023	Cessation	Cessation as Additional Non-Executive Independent Director
Praveen Bhansali Naman Bhansali	September 27, 2023	Cessation	Appointment as Additional Non-Executive Independent Director
Amit Agarwal	September 27, 2023	Appointment	Appointment as Whole Time Director
Amit Agarwal	September 30, 2023	Change in Designation	Regularization as Director
Amit Agarwal	September 30, 2023	Change in Designation	Approval of the shareholders for the Appointment as Whole Time Director
Sujathaa Mehta	September 30, 2023	Change in Designation	Regularization as Non-Executive Director
Krishnasamy Saravanan	September 30, 2023	Cessation	Cessation as Director
Saravanan Shrruthi	September 30, 2023	Cessation	Cessation as Director
Shripal Veeramchand Sanghvi	October 01, 2023	Change in Designation	Appointment as Managing Director
Amit Agarwal	February 26, 2024	Change in Designation	Resignation from the position of Whole Time Director, However continued as Director of our Company
Shripal Veeramchand Sanghvi	February 26, 2024	Change in Designation	Regination from the Position of Managing Director, However continued as Director
Amit Agarwal	March 04, 2024	Change in Designation	Appointment as Managing Director
Shripal Veeramchand Sanghvi	March 04, 2024	Change in Designation	Appointment as Whole Time Director
Vikash Mahipal	March 04, 2024	Appointment	Appointment as Non-Executive Independent Director
Shanmugam	March 04, 2024	Appointment	Appointment as Non-Executive Independent Director

*(Rest of the page is intentionally left blank)*

## MANAGEMENT ORGANIZATION STRUCTURE



*(Rest of the page is intentionally left blank)*



## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI LODR Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.

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 on its own or through committees constituted thereof, to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors, comprising of 1 (One) Managing Director, 1 (One) Whole Time Director, 1 (One) Woman Non-Executive Director and 2 (Two) Non-Executive Independent Directors.

## COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with Corporate Governance requirements:

- A) Audit Committee
- B) Stakeholders' Relationship Committee
- C) Nomination and Remuneration Committee

### A) Audit Committee

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated March 15, 2024. The Audit Committee comprises of:

Name of the Directors	Designation in Board	Designation in Committee
Vikash Mahipal	Non- Executive Independent Director	Chairperson
Shanmugam	Non- Executive Independent Director	Member
Amit Agarwal	Managing Director	Member

The Company Secretary and Compliance Officer of our Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee:

### Power/Responsibility of the Audit Committee:

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference
2. to seek information from any employee
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

## **Role of Audit Committee**

The role of the Audit Committee shall include the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
4. 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;
5. Changes, if any, in accounting policies and practices and reasons for the same;
6. Major accounting entries involving estimates based on the exercise of judgment by management;
7. Significant adjustments made in the financial statements arising out of audit findings;
8. Compliance with listing and other legal requirements relating to financial statements;
9. Disclosure of any related party transactions;
10. Qualifications in the draft audit report; and
11. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the company with related parties;
13. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
14. 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.
15. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
16. 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.
17. 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.
18. Discussion with internal auditors any significant findings and follow up there on.
19. Examination of the financial statement and the auditors' report thereon;
20. Approval or any subsequent modification of transactions of the company with related parties;
21. Approval of appointment of CFO (i.e., 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.
22. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval
23. Scrutiny of inter-corporate loans and investments;
24. Discussion with internal auditors of any significant findings and follow up there on;
25. 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;
26. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
27. Valuation of undertakings or assets of the company, wherever it is necessary;
28. Evaluation of internal financial controls and risk management systems;
29. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
30. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
31. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

32. To investigate any other matters referred to by the Board of Directors;
33. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
34. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;
35. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;
36. the Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial information and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

### **Meetings of the Audit Committee**

Audit Committee shall meet as and when required and not more than 120 days shall elapse between 2 meeting.

The quorum of the meeting shall be either two members or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

### **B) Stakeholders' Relationship Committee:**

As per section 178 (6) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders, and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board.

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated March 15, 2024. The Stakeholders' Relationship Committee comprises of:

<b>Name of the Directors</b>	<b>Designation in Board</b>	<b>Designation in Committee</b>
Shanmugam	Non- Executive Independent Director	Chairperson
Amit Agarwal	Managing Director	Member
Shripal Veeramchand Sanghvi	Whole time Director	Member

Set forth below are the scope, functions and the terms of reference of our Stakeholders Relationship Committee:

#### **Role of Stakeholders' Relationship Committee**

The Role of Stakeholders' Relationship Committee shall include the following, but shall not be limited to:

Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and to review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints.

1. Review of measures taken for effective exercise of voting rights by shareholders
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities
3. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time

4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services
5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
6. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority. The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

#### **Meetings of the Stakeholders' Relationship Committee**

Stakeholders' Relationship Committee shall meet as often as required.

The quorum of the meeting shall be two members present.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

#### **C) Nomination and Remuneration Committee**

As per section 178 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated March 15, 2024. The Nomination and Remuneration Committee comprises of:

<b>Name of the Directors</b>	<b>Designation in Board</b>	<b>Designation in Committee</b>
Vikash Mahipal	Non- Executive Independent Director	Chairperson
Shanmugam	Non- Executive Independent Director	Member
Sujathaa Mehta	Woman Non-Executive Director	Member

Set forth below are the scope, functions and the terms of reference of our Nomination and Remuneration Committee:

#### **Role of Nomination and Remuneration Committee:**

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 ("**Remuneration Policy**").
2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
  - i. The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully
  - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.
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 and carrying out evaluation of every director's performance (including independent director)
6. Analysing, monitoring and reviewing various human resource and compensation matters
7. Deciding 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

8. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors
9. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary
10. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time
11. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.
12. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
13. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
14. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulation.

#### **Meetings of the Nomination and Remuneration Committee**

Nomination and Remuneration Committee shall meet as often as required.

The quorum of the meeting shall be either two members or one-third of the members, whichever is greater, provided that there should be a minimum of one independent directors present.

The decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

### **KEY MANAGERIAL PERSONNEL**

#### **PROFILE OF KEY MANAGERIAL PERSONNEL**

The details of the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set out below.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Name</b>	<b>Amit Agarwal</b>
	<b>Designation</b>	Managing Director
	<b>Date of Joining</b>	He has been the Director of our Company since September 27, 2023 and was appointed as the Managing Director of our Company w.e.f. March 04, 2024
	<b>Qualification</b>	Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune
	<b>Term of Office</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
	<b>Experience</b>	Mr. Amit Agarwal, aged 48 years, is one of the Promoters of our Company. He has been part of the Board since September 27, 2023 and is currently designated as Managing Director of our Company with effect from March 04, 2024. He has completed his Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune. Apart from heading our Company he also holds the position of Director and Partner in a cluster of organizations, his Leadership has been instrumental in navigating these organizations through the complexities of modern business, ensuring they thrive in their respective domains. His distinctiveness lies in his unwavering pursuit of excellence, a trait that resonates across industries like Manufacturing & Real Estate. His ability to anticipate market trends, coupled with his

		financial proficiency are his core strengths.
	<b>Details of Previous Employment</b>	NA
2.	<b>Name</b>	<b>Shripal Veeramchand Sanghvi</b>
	<b>Designation</b>	Whole Time director
	<b>Date of Joining</b>	He has been the Director of our Company since May 28, 2020 and was appointed as the Whole Time director of our Company w.e.f. March 04, 2024
	<b>Qualification</b>	Senior Secondary Schooling from Sardar Higher Secondary School, Jodhpur
	<b>Term of Office</b>	5 years, i.e., with effect from March 04, 2024 to March 03, 2029
	<b>Experience</b>	Mr. Shripal Veeramchand Sanghvi, aged 49 years, is one of the Promoters of our Company. He has been part of the Board since May 28, 2020 and is currently designated as Whole Time director of our Company with effect from March 04, 2024. With a track record and a commitment to excellence, Mr. Shripal has made his mark in various industries, contributing significantly to the growth and success of the organisations he's associated with. He has been in the business of Tobacco for over 30 years and is a pioneer in FMCG product segment in South India for over the past 15 years. He is the proprietor of S S Marketing and Shanti Guru Tobacco. Further he is also one of the promoter of Shanti Guru Industries Limited, a Listed Company. His strategic thinking, financial expertise, and dedication to innovation are his core strengths.
	<b>Details of Previous Employment</b>	NA
3.	<b>Name</b>	<b>Chinnaponnu Devarajan</b>
	<b>Designation</b>	Chief Financial Officer
	<b>Date of Joining</b>	Mr. Chinnaponnu Devarajan, He has been appointed as the Chief Financial Officer of our Company w.e.f. March 01, 2024
	<b>Qualification</b>	Master of Commerce (Computer Applications) from Annamalai University & Bachelors of Commerce from Annamalai University.
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Devarajan has over 4 years of expertise in Accounts and Audit, Finance, Taxation (Direct & Indirect), Statutory Compliance & MIS reporting and Control.
	<b>Details of Previous Employment</b>	1. Jeyyam Global Foods Limited 2. Lifespice India Private Limited
4.	<b>Name</b>	<b>Ritika Agarwal</b>
	<b>Designation</b>	Company Secretary and Compliance Officer
	<b>Date of Joining</b>	March 01, 2024
	<b>Qualification</b>	Associate Member of the Institute of Company Secretaries of India, Associate Member of the Institute of Cost Accountants of India and Affiliate & Member of the Chartered Institute of Public Finance & Accountancy.
	<b>Term of Office</b>	NA
	<b>Experience</b>	Ms. Ritika has 7 years of experience in Banking Operations, Vendor Management, Financial Planning, Data Analytics, Risk Mitigation & Control, Process improvements and People Management. Ability to identify business risks and designing mitigation plans focused on Cost Reduction opportunities to enhance revenue and profitability.
	<b>Details of Previous Employment</b>	1. SPURVY Financial Solutions Limited 2. SREI Equipment Finance Limited 3. GBR Finvest Private Limited 4. Pan Emami Cosmed Limited

#### SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

## RELATIONSHIP AMONG KEY MANAGERIAL PERSONNEL AND AMONG KEY MANAGEMENT PERSONNEL AND DIRECTORS

None of the Key Managerial Personnel of our Company are related to each other and/or to the Directors of our Company within the meaning of Section 2(77) of the Companies Act, 2013.

## ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS PURSUANT TO WHICH ANY OF THE KEY MANAGERIAL PERSONNEL WAS SELECTED AS A KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel has been selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others, as key managerial personnel of our Company.

## REMUNERATION/ COMPENSATION PAID TO OUR KEY MANAGERIAL PERSONNEL

The details of remuneration paid to our Key Managerial Personnel during the Financial Year 2022-2023 is as follows:

Sl. No.	Name of Key Managerial Personnel	Details	Amount in Lakhs
1	Amit Agarwal	Remuneration	-
		Bonus	-
2	Shripal Veeramchand Sanghv	Remuneration	45
		Bonus	-
3.	Chinnaponnu Devarajan	Remuneration	-
		Bonus	-
4.	Ritika Agarwal	Remuneration	-
		Bonus	-

## BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

## CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

There is no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

## STATUS OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

All our Key Managerial Personnel are permanent employees of our Company.

## SHAREHOLDING OF KEY MANAGEMENT PERSONNEL IN OUR COMPANY

The details of the shareholding of our Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of the Key Managerial Personnel	Designation	No. of Equity Shares	Percentage of Pre- Offer Capital (%)	Percentage of Post- Offer Capital (%)
1	Amit Agarwal	Managing Director	53,11,176	15.00%	11.18%
2	Shripal Veeramchand Sanghvi	Whole Time director	85,39,804	24.12%	15.15%*
3	Chinnaponnu Devarajan	Chief Financial Officer	NIL	NA	NA
4	Ritika Agarwal	Company Secretary	NIL	NA	NA
	<b>Total</b>		<b>63,90,468</b>	<b>35.02%</b>	<b>25.72%</b>

\*Considering the Offer for sale of 13,43,200 Equity shares.

## CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE (3) YEARS

Changes in our Key Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of KMP	Event	Date of change
Krishnasamy Saravanan	Appointment as Managing Director	November 02, 2022
Amit Agarwal	Appointment as Chief Financial Officer	September 27, 2023
Amit Agarwal	Appointment as Whole Time Director	September 27, 2023
Krishnasamy Saravanan	Cessation as Managing Director	September 30, 2023
Shripal Veeramchand Sanghvi	Appointment as Managing Director	October 01, 2023
Amit Agarwal	Cessation as Chief Financial Officer	February 26, 2024
Amit Agarwal	Cessation as Whole Time Director	February 26, 2024
Shripal Veeramchand Sanghvi	Cessation as Managing Director	February 26, 2024
Chinnaponnu Devarajan	Appointment as Chief Financial Officer	March 01, 2024
Ritika Agarwal	Appointment as Company Secretary	March 01, 2024
Amit Agarwal	Appointment as Managing Director	March 04, 2024
Shripal Veeramchand Sanghvi	Appointment as Whole Time Director	March 04, 2024

### ATTRITION OF KEY MANAGERIAL PERSONNEL

The Attrition Rate of the Key Managerial Personnel is consistent with the industry standard.

### EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

### PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

No non-salary related amount or benefit has been paid or given to any Key Management Personnel of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

### INTERESTS OF KEY MANAGEMENT PERSONNEL

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel and senior management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

### SENIOR MANAGERIAL PERSONNEL

#### PROFILE OF SENIOR MANAGERIAL PERSONNEL

The details of the Senior Management Personnel as on the date of this Draft Red Herring Prospectus are set out below.

Sr. No.	Particulars	Details
1.	<b>Name</b>	<b>Senthilkumar Natarajan</b>
	<b>Designation</b>	Deputy General Manager – Operations
	<b>Date of Joining</b>	He had joined our Company on May 01, 2015 as Junior Manager in the operations department and subsequently was promoted as the Deputy General Manager - Operations of our Company w.e.f. April 01 2023.
	<b>Qualification</b>	Mechanical Engineering, Rajaji Institute of Technology, Salem
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Senthilkumar Natarajan has over 10 years of experience in our Company. He specializes in Manufacturing operations, Setting up New Projects, Technology transfer, Equipment purchase, Packaging material Design development and purchase. He has hands on experience in FSSAI Statutory, Operational Excellence, Employee



		interpersonal relationship, Team building, People development and Leadership.
	<b>Details of Previous Employment</b>	NA
2.	<b>Name</b>	<b>Prabhu Kari</b>
	<b>Designation</b>	Senior Manager - HR & Admin
	<b>Date of Joining</b>	He had joined our Company on May 08, 2023 Senior Manager – HR & Admin.
	<b>Qualification</b>	Master’s in Human Resource Management from Annamalai University & Bachelor of Science in Applied Sciences (Information Technology) form Bharathiar University.
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Prabhu Kari is a Human Resource Professional with more than two decade of experience in Human Resources and Industrial Relations in various industries like Engineering, Automobile, Constructions and FMCG. He has hands on experience in maintaining harmony in Industrial Relations and Employee Relations, Expertise in Talent Management, drafting compensation and benefit policies, learning & development, Implementing Performance Management System and change Management.
	<b>Details of Previous Employment</b>	1. Sri Padmabalaji Steels Private Limited 2. ELGI Equipments Limited 3. Elite Natural Private Limited 4. Hatsun Agro Products Limited 5. Amirthaa Dairy Products Limited
3.	<b>Name</b>	<b>Sathishkumar Asaithambi</b>
	<b>Designation</b>	Deputy General Manager - Projects
	<b>Date of Joining</b>	He had joined our Company on September 25, 2023 as Deputy General Manager – Projects
	<b>Qualification</b>	Certificate in Turner Trade from Industrial Training Institute
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Sathish Kumar Asaithambi, has experience in the manufacturing industry. His expertise extends to effective project management, ensuring seamless execution and timely completion of initiatives.
	<b>Details of Previous Employment</b>	NA
4.	<b>Name</b>	<b>Muthusamy R</b>
	<b>Designation</b>	Head Corporate – Sales
	<b>Date of Joining</b>	He had joined our Company on February 01, 2020 as Sales Manager and subsequently was promoted as the Head Corporate – Sales of our Company w.e.f. April 01 2023.
	<b>Qualification</b>	Bachelor of Science in Mathematics from University of Madras
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Muthusamy R is a Results-oriented Sales and Marketing professional with rich experience in Sales and Marketing. He has expertise in developing and managing diverse sales networks, leading large teams, and executing strategic plans.
	<b>Details of Previous Employment</b>	NA
5.	<b>Name</b>	<b>Kannan C</b>
	<b>Designation</b>	General Manager – Procurement
	<b>Date of Joining</b>	He had joined our Company as General Manager – Procurement w.e.f. April 01 2020.
	<b>Qualification</b>	Bachelor of Commerce from Bharathiar University
	<b>Term of Office</b>	NA
	<b>Experience</b>	Mr. Kannan.C. has a rich experience in Purchase. He has expertise in scouting the market for procurement of materials/supplies needed for our Company at the most economical cost.
	<b>Details of Previous Employment</b>	NA

## **SERVICE CONTRACTS WITH SENIOR MANAGERIAL PERSONNEL**

Our Senior Management Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

## **RELATIONSHIP AMONG SENIOR MANAGERIAL PERSONNEL AND AMONG KEY MANAGEMENT PERSONNEL AND DIRECTORS**

None of the Senior Management Personnel of our Company are related to each other and/or to the Directors/ KMPs of our Company within the meaning of Section 2(77) of the Companies Act, 2013.

## **ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS PURSUANT TO WHICH ANY OF THE SENIOR MANAGERIAL PERSONNEL WAS SELECTED AS A SENIOR MANAGERIAL PERSONNEL**

None of the Senior Management Personnel has been selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others, as key managerial personnel of our Company.

## **REMUNERATION/ COMPENSATION PAID TO OUR SENIOR MANAGERIAL PERSONNEL**

Details of remuneration paid to Senior Management Personnel in previous year (FY 2022-23) is as follows:

<b>Sl. No.</b>	<b>Name of Senior Managerial Personnel</b>	<b>Details</b>	<b>Amount in Lakhs</b>
1	Senthilkumar Natarajan	Remuneration	12.55
		Bonus	-
2	Prabhu Kari	Remuneration	-
		Bonus	-
3.	Sathishkumar Asaithambi	Remuneration	-
		Bonus	-
4.	Muthusamy R	Remuneration	19.82
		Bonus	-
5.	Kannan C	Remuneration	23.35
		Bonus	-

## **BONUS AND/ OR PROFIT-SHARING PLAN FOR THE SENIOR MANAGERIAL PERSONNEL**

Our Company does not have any bonus and/ or profit sharing plan for the Senior Management Personnel. However, our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

## **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO SENIOR MANAGERIAL PERSONNEL**

There is no contingent or deferred compensation payable to Senior Management Personnel, which does not form part of their remuneration.

## **STATUS OF SENIOR MANAGERIAL PERSONNEL IN OUR COMPANY**

All our Senior Management Personnel are permanent employees of our Company.

## **SHAREHOLDING OF SENIOR MANAGERIAL PERSONNEL IN OUR COMPANY**

The Senior Managerial Personnels does not have any shareholding in our Company as on the date of this Draft Red Herring Prospectus

## **CHANGES IN OUR COMPANY'S SENIOR MANAGERIAL PERSONNEL DURING THE LAST THREE (3) YEARS**

Our Company as on March 15, 2024, vide passing of the resolution by the Board of Directors has identified the above mentioned individuals as the Senior Managerial Personnel. Hence the details w.r.t. to changes in our Company's Senior Managerial Personnel during the Last three years does not apply. However, the details of the

appointment of the above mentioned Senior Managerial Personnel are provided herein under.

<b>Name of KMP</b>	<b>Event</b>	<b>Date of change</b>
Senthilkumar Natarajan	Appointed as DGM – Operations	April 01 2023
Prabhu Kari	Appointed as Senior Manager - HR & Admin	May 08, 2023
Sathishkumar Asaithambi	Appointed as DGM – Projects	September 25, 2023
Muthusamy R	Appointed as Head Corporate – Sales	April 01 2023
Kannan C	Appointed as General Manager – Procurement	April 01 2020

#### **ATTRITION OF SENIOR MANAGERIAL PERSONNEL**

Since the respective dates of appointment of the Senior Management Personnels, there are no changes among them and hence the attrition rate cannot be determined.

#### **EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN**

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

#### **PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)**

No non-salary related amount or benefit has been paid or given to any Senior Management Personnel of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

#### **INTERESTS OF SENIOR MANAGERIAL PERSONNEL**

None of our Senior Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel and senior management may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

#### **HUMAN RESOURCE AND ATTRITION RATE**

For details regarding the category of employees and the attrition rate for KMPs, SMPs, Skilled Employees and Unskilled Employees kindly refer the head “Human Resources”, “Attrition of Key Managerial Personnel”, “Attrition of Senior Management Personnel”, “Attrition of Skilled Employees”, “Attrition of Unskilled Employees” on page number 153, 154, 154, 154, 155 of the chapter “Our Business”.

*(Rest of the page is intentionally left blank)*

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

As on the date of this Draft Red Herring Prospectus, the Promoters of our Company are Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal, Mrs. Sujathaa Mehta and Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)


As on the date of this Draft Red Herring Prospectus, the promoter shareholding is as under:


- a. Mr. Shripal Veeramchand Sanghvi holds 85,39,804 Equity Shares, representing 24.12% of the issued, subscribed, and paid-up Equity Share capital of our Company.
- b. Mr. Amit Agarwal holds 53,11,176 Equity Shares, representing 15% of the issued, subscribed, and paid-up Equity Share capital of our Company.
- c. Mrs. Sujathaa Mehta holds 22,12,990 Equity Shares, representing 6.25% of the issued, subscribed, and paid-up Equity Share capital of our Company.
- d. Shanti Guru Industries Limited (Formerly known as RCL Retail Limited) holds 70,41,896 Equity Shares, representing 19.89% of the issued, subscribed, and paid-up Equity Share capital of our Company.

As on the date of this Draft Red Herring Prospectus, Promoters and Promoter Group hold Equity shares of our company representing 92.00% of the issued, subscribed and paid-up Equity Share Capital of our Company. For further details, please refer the chapter titled “*Capital Structure*” on page 71 of this Draft Red Herring Prospectus.

Our Promoters and Promoter Group will continue to hold majority of the post- offer paid-up equity share capital of our Company.

### BRIEF PROFILE OF OUR PROMOTERS ARE AS FOLLOWS:

	<b>Name</b>	<b>Shripal Veeramchand Sanghvi</b>
	<b>DIN</b>	07788214
	<b>Date of Birth</b>	April 11, 1974
	<b>Age</b>	49
	<b>Address</b>	14/2, Nadu Kallukara Street, Tiruchirappalli fort, Thiruchirapalli, Tamil Nadu - 620008
	<b>Qualification</b>	Senior Secondary Schooling from Sardar Higher Secondary School, Jodhpur
	<b>Brief Biography</b>	Mr. Shripal Veeramchand Sanghvi, aged 49 years, is one of the Promoters of our Company. He has been part of the Board since May 28, 2020 and is currently designated as Whole Time director of our Company with effect from March 04, 2024. With a track record and a commitment to excellence, Mr. Shripal has made his mark in various industries, contributing significantly to the growth and success of the organisations he's associated with. He has been in the business of Tobacco for over 30 years and is a pioneer in FMCG product segment in South India for over the past 15 years. He is the proprietor of S S Marketing and Shanti Guru Tobacco. Further he is also one of the promoter of Shanti Guru Industries Limited, a Listed Company. His strategic thinking, financial expertise, and dedication to innovation are his core strengths.
	<b>Occupation</b>	Businessman
	<b>Permanent Account Number</b>	ABGPS4424B
	<b>Passport Number</b>	N2427485
	<b>No. of Equity Shares</b>	85,39,804 Equity Shares, representing 24.12% of

	<b>held in Company [% of Shareholding (Pre- Offer)]</b>	the issued, subscribed, and paid-up Equity Share capital
	<b>Position/posts held in the past</b>	<p>He was appointed as the Additional Non-Executive Director of our Company w.e.f. May 28, 2020 and subsequently his appointment was regularized by the shareholders of our Company on December 31, 2020.</p> <p>Subsequently he was appointed as the Managing Director of our Company by the shareholders of our Company w.e.f. October 01, 2023.</p> <p>Subsequently he resigned from the post of Managing Director of Company w.e.f. February 26, 2024, However continued as Director of our Company.</p> <p>Subsequently he was appointed as the Whole Time Director of our Company w.e.f. March 04, 2024 by the shareholders of our Company.</p>
	<b>Directorships Held</b>	NA
	<b>Other Ventures of the Promoter</b>	<p><b>Proprietorship Concerns</b></p> <ol style="list-style-type: none"> <li>1. S S Marketing</li> <li>2. Shanti Guru Tobacco</li> </ol> <p><b>Partnership Firms</b></p> <ol style="list-style-type: none"> <li>3. Shanti Shree Marketing</li> <li>4. Sanghvi Mega Mart</li> <li>5. Modak Food Products</li> <li>6. Jupiter Food Industries</li> <li>7. Jupiter Metals</li> <li>8. Sri Shanti Guru Marketing</li> <li>9. Shanti Guru Infra</li> </ol> <p><b>Company</b></p> <ol style="list-style-type: none"> <li>10. Shanti Guru Industries Limited</li> </ol>
	<b>Achievements</b>	Nil
	<b>Name</b>	<b>Amit Agarwal</b>
	<b>DIN</b>	01653009
	<b>Date of birth</b>	March 06, 1976
	<b>Age</b>	48
	<b>Address</b>	NGB Luxabay, Plot No. 4, Villa No. 6, 2/570, Singaravelan Street, Neelankaral, Shollinganallore, Chennai, Tamil Nadu - 600115
	<b>Qualification</b>	Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune
	<b>Brief Biography</b>	Mr. Amit Agarwal, aged 48 years, is one of the Promoters of our Company. He has been part of the Board since September 27, 2023 and is currently designated as Managing Director of our Company with effect from March 04, 2024. He has completed his Bachelor of Engineering in Polymers from Maharashtra Institute of Technology, Pune. Apart from heading our Company he also holds the position of Director and Partner in a cluster of organizations, his Leadership has been instrumental in navigating these organizations through the complexities of modern business, ensuring they thrive in their respective

	domains. His distinctiveness lies in his unwavering pursuit of excellence, a trait that resonates across industries like Manufacturing & Real Estate. His ability to anticipate market trends, coupled with his financial proficiency are his core strengths.
<b>Occupation</b>	Businessman
<b>Permanent Account Number</b>	ADJPA2420L
<b>Passport Number</b>	L6221188
<b>No. of Equity Shares held in Company [% of Shareholding (Pre- Offer)]</b>	53,11,176 Equity Shares, representing 15% of the issued, subscribed, and paid-up Equity Share capital
<b>Position/posts held in the past</b>	<p>He was appointed as Additional Executive Director of our Company w.e.f. September 27, 2023 and further he was also appointed as the Whole Time Director of our Company w.e.f., September, 2023.</p> <p>Further, He was also appointed as the Chief Financial Officer of our Company w.e.f. September 27, 2023.</p> <p>His appointment as the Director of our Company and Whole Time Director of our Company was regularized by the Shareholders of our Company at the AGM held on September, 2023.</p> <p>Subsequently he resigned from the post of Whole Time Director and Chief Financial Officer of our Company w.e.f. February 26, 2024, However he continued on the Director of our Company.</p> <p>Subsequently he was appointed as the Managing Director of our Company w.e.f. March 04, 2024 by the shareholders of our Company.</p>
<b>Directorships Held</b>	<ol style="list-style-type: none"> <li>1. AMT Luxury Homes Private Limited</li> <li>2. Nykos Hospitality Private Limited</li> <li>3. Cantech Pack Private Limited</li> <li>4. Proto Cancare Private Limited</li> <li>5. Millennial Luxury Estates Private Limited</li> <li>6. Kadamba Township Developers Private Limited</li> <li>7. Bharat Metalcans and Closures Private Limited</li> <li>8. Network Lounge Private Limited</li> <li>9. Latitude Homes and AMT Ventures Private Limited</li> </ol>
<b>Other Ventures of the Promoter</b>	<p><b>Partnership Firms</b></p> <ol style="list-style-type: none"> <li>1. Mirra Cobalt Packaging</li> <li>2. AMT Luxury Farm Estates</li> <li>3. AMT Venture Holdings</li> <li>4. L V Ventures</li> </ol> <p><b>Company</b></p> <ol style="list-style-type: none"> <li>5. Bharat Metalcans and Closures Private Limited</li> <li>6. Amt Developers Private Limited</li> <li>7. Network Lounge Private Limited</li> <li>8. Neptune Inflatables Private Limited</li> </ol>
<b>Achievements</b>	Nil
<b>Name</b>	<b>Sujathaa Mehta</b>
<b>DIN</b>	06822171
<b>Date of birth</b>	August 26, 1973



<b>Age</b>	50
<b>Address</b>	Old No. 157-158/11, New No. 239-241/11, Sydenhams Road, Periamet, Park Town, Chennai, Tamil Nadu – 600003
<b>Qualification</b>	Bachelor of Arts in Economics from Ethiraj College
<b>Brief Biography</b>	Mrs. Sujathaa Mehta, aged 50 years, is one of the Promoters and an Non-Executive Director of our Company. She has obtained bachelor's degree in economics from Ethiraj College. Apart from the position of Non-Executive Director in our Company she also holds the position of Director and Partner in a cluster of organizations, where her collaborative approach and entrepreneurial spirit have driven growth and profitability. Her commitment to excellence is reflected in her diverse involvement across industries, like manufacturing, Fashion, Pharma and renewable energy. Her ability to adapt to evolving market dynamics and her unwavering pursuit of high standards are her core strengths.
<b>Occupation</b>	Business
<b>Permanent Account Number</b>	AAVPS9956Q
<b>Passport Number</b>	N9029220
<b>No. of Equity Shares held in Company [% of Shareholding (Pre- Offer)]</b>	22,12,990 Equity Shares, representing 6.25% of the issued, subscribed, and paid-up Equity Share capital
<b>Position/posts held in the past</b>	She was appointed as an Additional Non-Executive Director of our Company on September 27, 2023 and subsequently her appointment was regularized by the shareholders of our Company at the AGM held on September 30, 2023.
<b>Directorships Held</b>	<ol style="list-style-type: none"> <li>1. Swashtik Preforms Private Limited</li> <li>2. Swashtik Plascon Limited</li> <li>3. Cerise Solar Private Limited</li> <li>4. Mehta and Mehta Green Power Private Limited</li> <li>5. Wolfpack Outdoors Private Limited</li> <li>6. Aurum Bullion Private Limited</li> <li>7. Ever Raise Solar Private Limited</li> <li>8. Viw Vaccine World Private Limited</li> </ol>
<b>Other Ventures of the Promoter</b>	<p>Partnership Firm:</p> <ol style="list-style-type: none"> <li>1. Swashtik Pet Packaging</li> <li>2. Srinivas Packagings</li> <li>3. Paalaghad Pet Bottle</li> <li>4. Rmp Compressors</li> </ol> <p>Company:</p> <ol style="list-style-type: none"> <li>5. Wolfpack Outdoors Private Limited</li> <li>6. VIW Vaccine World Private Limited</li> <li>7. Mehta and Mehta Green Power Private Limited</li> <li>8. Cerise Solar Private Limited</li> <li>9. Aurum Jewels Limited</li> </ol> <p>LLP</p> <ol style="list-style-type: none"> <li>10. Sri Vardaman Vidyashram LLP</li> </ol>
<b>Achievements</b>	Nil

## **Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)**

### **1. Brief Profile:**

Shanti Guru Industries Limited was originally incorporated on September 29, 2010 in the State of Tamil Nadu in the name and style of 'RCL Retail Private Limited' subsequently it was converted into a Public Limited Company on April 05, 2011. Later, on October 19, 2022 the name of our Company was changed from "RCL Retail Limited" to "Shanti Guru industries Limited".

The registered office of our Company is situated at Sapna Trade Centre, 10th Floor, 10B/2 no. 109, P.H Road, Chennai, Tamil Nadu - 600084.

The main objects/ activities of our Company are carrying on exclusive retail outlets of agro based food products, and fast moving consumer goods (FMCG). The current line of business of our Company are trading of food products.

### **2. Change in activities of Shanti Guru Industries Limited**

Since inception, there is no change in the activities of the Shanti Guru Industries Limited

### **3. Promoters of Shanti Guru Industries Limited:**

1. Shripal Veeramchand Sanghvi
2. S. Sarika
3. Mahipal Sanghvi HUF
4. Shripal Sanghvi HUF

Shripal Veeramchand Sanghvi and Mahipal Sanghvi are Karta of Shripal Sanghvi HUF and Mahipal Sanghvi HUF respectively.

### **4. Board of Directors:**

As of the date of this Draft Red Herring Prospectus, the Board of Directors of Shanti Guru Industries Limited comprises of:

<b>S. No.</b>	<b>Name of the Director</b>	<b>Designation</b>
1	Ratanchand Lodha	Chairperson
2	Sarthak Sanghvi	Whole-time director
3	Jayaraman Madhu Suthan	Non-Executive Independent Director
4	Bharat Kumar Dughar	Additional Non-Executive Independent Director

*(Rest of the page is intentionally left blank)*



5. Shareholding Pattern:

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)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)			Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights			Total as a % of (A+B+C)				No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (Sb)
								Class: X	Class: Y	Total									
A1	Promoters & Promoters Group	4	34,49,000	-	-	34,49,000	28.02%	34,49,000	-	34,49,000	28.02%	-	-	-	-	-	-	34,49,000	
B	Public	352	88,61,000	-	-	88,61,000	71.98%	88,61,000	-	88,61,000	71.98%	-	-	-	-	-	-	88,61,000	
C	Non- Promoters- Non-Public																		
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>356</b>	<b>1,23,10,000</b>	<b>-</b>	<b>-</b>	<b>1,23,10,000</b>	<b>100%</b>	<b>1,23,10,000</b>	<b>-</b>	<b>1,23,10,000</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,23,10,000</b>	

(The rest of the page is intentionally left blank)

## DECLARATION

- We confirm that the following details pertaining to our Promoters have been submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange
  1. Permanent Account Number
  2. Bank Account number
  3. Passport number
  4. Aadhaar Card number
  5. Driving License number and
  6. Company Registration Number and the address of the Registrar of Companies where our Promoter Company is registered.
- Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as willful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
- Our Promoter have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
- No violations of securities law have been committed by our Promoter or members of our Promoter Group, in the past or is currently pending against them. None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

## UNDERTAKING/ CONFIRMATIONS

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “Outstanding Litigations and Material Developments” beginning on page 263 of this Draft Red Herring Prospectus.

## CHANGES IN THE PROMOTERS AND CONTROL OF OUR COMPANY IN LAST FIVE YEARS

As on March 31, 2019, Mrs. Thilagavathi and Ms. Saravanan Shrruthi were the Promoters of our Company.

Their shareholding is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Group/Public
1	Thilagavathi	1,79,526	81.74	Promoter
2	Saravanan Shrruthi	40,110	18.26	Promoter
<b>Total</b>		<b>2,19,636</b>	<b>100.00</b>	

*(Rest of the page is intentionally left blank)*

Our Company on June 05, 2021 has made a rights issue to the extent of 2,69,434 equity shares at the price of ₹ 557 per Equity Shares, pursuant to which Mr. Shripal Veeramchand Sanghvi and Mrs. Sujathaa Mehta were introduced as Promoters of our Company. Shareholding pattern after considering the said rights issue is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Promoter Group/Public
1	Thilagavathi Saravanan	1,79,026	36.61	Promoter
2	Shrruthi Saravanan	40,110	8.20	Promoter
3	Shripal Veeramchand Sanghvi	1,47,238	30.11	Promoter
4	Sujathaa Mehta	63,803	13.05	Promoter
5	Arihant Mehta	19,631	4.01	Promoter Group
6	Shrreyans Mehta	19,631	4.01	Promoter Group
7	Simran Sureshchand	19,631	4.01	Promoter Group
<b>Total</b>		<b>4,89,070</b>	<b>100.00</b>	

Our Company on July 09, 2021 has made a Private Placement to the extent of 1,21,412 equity shares at the price of ₹ 557 per Equity Shares, pursuant to which Shanti Guru Industries Limited (Formerly known as RCL Retail Limited) were introduced as Promoter of our Company. Shareholding pattern after considering the said private placement is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Promoter Group/Public
1	Thilagavathi Saravanan	1,79,026	29.33	Promoter
2	Shrruthi Saravanan	40,110	6.57	Promoter
3	Shripal Veeramchand Sanghvi	1,47,238	24.12	Promoter
4	Sujathaa Mehta	63,803	10.45	Promoter
5	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	1,21,412	19.89	Promoter
6	Arihant Mehta	19,631	3.22	Promoter Group
7	Shrreyans Mehta	19,631	3.22	Promoter Group
8	Simran Sureshchand	19,631	3.22	Promoter Group
<b>Total</b>		<b>6,10,482</b>	<b>100.00</b>	

On March 15, 2022 Mrs. Sujathaa Mehta transferred her entire shareholding in our company at ₹ 557 per Equity Shares to Mrs. Thilagavathi. On the same day Mr. Arihant Mehta and Mr. Shrreyans Mehta transferred 16,545 and 12,348 Equity Shares respectively at ₹ 557 per Equity Shares to Mrs. Thilagavathi.

Further on the same date i.e. March 15, 2022, Mrs. Thilagavathi and Ms. Saravanan Shrruthi transferred by the way of gift their entire holding to Mr. Krishnasamy Saravanan and thereby Mrs. Thilagavathi and Ms. Saravanan Shrruthi exited as the Promoters of our Company.

After giving effect to the aforesaid share transfers, Mr. Krishnasamy Saravanan joined as a Promoter of our Company. Shareholding pattern after giving effect to the transfers is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Promoter Group/Public
1	Krishnasamy Saravanan	3,11,832	51.08	Promoter
2	Shripal Veeramchand Sanghvi	1,47,238	24.12	Promoter
3	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	1,21,412	19.89	Promoter
4	Arihant Mehta	3,086	0.50	Promoter Group
5	Shrreyans Mehta	7,283	1.19	Promoter Group
6	Simran Sureshchand	19,631	3.22	Promoter Group
<b>Total</b>		<b>6,10,482</b>	<b>100</b>	

(Rest of the page is intentionally left blank)

Furthermore, in the Month of April, 2023 and May 2023, the following share transfers took place in between the shareholders of our company:

Date of Share Transfer	Transfer From	Transfer To	Number of Shares Transferred	Transfer Price in (₹) (per share)
April 12, 2023	Krishnasamy Saravanan	Praveena S	1	10
May 06, 2023	Krishnasamy Saravanan	Harssh N Jain	12,210	998
May 06, 2023	Krishnasamy Saravanan	S Shankesh	9157	998
May 06, 2023	Krishnasamy Saravanan	Sowrab	9157	998
May 06, 2023	Krishnasamy Saravanan	Ram Prashanth	18314	998
May 09, 2023	Krishnasamy Saravanan	Amit Agarwal	91572	998
May 10, 2023	Krishnasamy Saravanan	Simran Sureshchand	18524	998
May 10, 2023	Krishnasamy Saravanan	Shrreyans Mehta	30872	998
May 10, 2023	Krishnasamy Saravanan	Arihanth Mehta	35069	998
May 10, 2023	Krishnasamy Saravanan	Sujathaa Mehta	38154	998
May 10, 2023	Krishnasamy Saravanan	Siddharth Mehta	48802	998
May 10, 2023	Praveena S	Sujathaa Mehta	1	998

Pursuant to the aforesaid share transfers, Mr. Krishnasamy Saravanan transferred his entire holding and exited as the Promoter of our Company and Mr. Amit Agarwal joined as the Promoters of our Company.

The Shareholding Pattern of our Company after giving effect to the aforesaid share transfers is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Promoter Group/Public
1	Shripal Veeramchand Sanghvi	1,47,238	24.12%	Promoter
2	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	1,21,412	19.89%	Promoter
3	Amit Agarwal	91,572	15.00%	Promoter
4	Sujathaa Mehta	38,155	6.25%	Promoter
5	Shrreyans Mehta	38,155	6.25%	Promoter Group
6	Arihanth Mehta	38,155	6.25%	Promoter Group
7	Simran Sureshchand	38,155	6.25%	Promoter Group
8	Siddharth Mehta	48,802	7.99%	Promoter Group
9	Ram Prashanth	18,314	3.00%	Public
10	Harssh N Jain	12,210	2.00%	Public
11	S Shankesh	9,157	1.50%	Public
12	Sowrab	9,157	1.50%	Public
<b>Total</b>		<b>6,10,482</b>	<b>100.00%</b>	

As on the date of this Draft Red Herring Prospectus the shareholding pattern of our Company is as follows:

S.No.	Name	Number of Shares	% of holding	Promoter/ Promoter Group/Public
1	Shripal Veeramchand Sanghvi	85,39,804	24.12%	Promoter
2	Shanti Guru Industries Limited (Formerly known as RCL Retail Limited)	70,41,896	19.89%	Promoter
3	Amit Agarwal	53,11,176	15.00%	Promoter
4	Sujathaa Mehta	22,12,990	6.25%	Promoter
5	Shrreyans Mehta	22,12,990	6.25%	Promoter Group
6	Arihanth Mehta	22,12,990	6.25%	Promoter Group
7	Simran Sureshchand	22,12,990	6.25%	Promoter Group
8	Siddharth Mehta	28,30,516	7.99%	Promoter Group
9	Ram Prashanth	10,62,212	3.00%	Public
10	Harssh N Jain	7,08,180	2.00%	Public
11	S Shankesh	5,31,106	1.50%	Public
12	Sowrab	5,31,106	1.50%	Public
<b>Total</b>		<b>3,54,07,956</b>	<b>100.00%</b>	

For details of the shareholding acquired by the current promoter of our Company refer the capital buildup of our Promoter under chapter titled “Capital Structure” beginning on page 71 of this Draft Red Herring Prospectus.

## **COMMON PURSUITS/ CONFLICT OF INTEREST**

Save and except for Shanti Guru Industries Limited (Formerly known as RCL Retail Limited) none of our Promoters are engaged in business activities similar to that of our Company and accordingly, there is no common pursuits amongst Promoters and our Company. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

## **INTEREST OF PROMOTERS**

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of their shareholding and the shareholding of relatives in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them or the relatives; (iii) of being Director of our Company and the remuneration, sitting fees and reimbursement of expenses payable by our Company to them; (iv) that they provided personal guarantees for the loans availed by our Company; (v) of their relatives having been appointed to places of profit in our Company; and (vi) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares.

*For further details regarding the nature and extent of interest of our Promoters in our Company, please refer the chapter titled “**Our Management**” beginning on page 179 of this Draft Red Herring Prospectus.*

For details regarding the shareholding of our Promoters and Promoter Group in our Company, please refer the head “Details of Build-up of our Promoter’s Shareholding” and head “Shareholding of our Promoters and Promoter Group” in the chapter titled “**Capital Structure**” beginning on page 71 of this Draft Red Herring Prospectus

For details regarding the relatives having been appointed to places of profit in our Company, please refer Chapter titled “Our Management” beginning on page 179 of this Draft Red Herring Prospectus & Chapter titled “**Related Party Transactions**” beginning on page 246 of this Draft Red Hearing Prospectus

For details regarding the transaction undertaken by our company with the promoters, promoter group, entities in which our Promoters hold shares, please refer Chapter titled “**Related Party Transactions**” beginning on page 246 of this Draft Red Herring Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to any firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a directors, promoters or otherwise for services rendered by such Promoters or by such firm or company, in connection with the promotion or formation of our Company.

## **INTEREST IN PROPERTY, LAND, CONSTRUCTION OF BUILDING AND SUPPLY OF MACHINERY**

Our Promoters have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it, or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

## **PAYMENT OF BENEFIT TO PROMOTERS**

Except as stated hereinabove in “**Interest of Promoters**” and the chapter titled “**Related Party Transactions**” beginning on page 246 of this Draft Red Hearing Prospectus, there has been no payment of benefits to our Promoters, members of our Promoter Group and Group Entities, during the two years preceding the filing of this Draft Red Herring Prospectus.

## **MATERIAL GUARANTEES**

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Draft Red Herring Prospectus.

## **COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS**

Our Promoters have not disassociated themselves as a Promoter(s) from any Company in three years preceding the date of this Draft Red Herring Prospectus.

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter Group:

Relationship With Promoter	Shripal Veeramchand Sanghvi
<b>Natural Persons forming part of Promoter Group</b>	
Father	Late
Mother	Kamala
Brother	Mahipal Sanghvi
Sister	Latha Devi
Spouse	Sarika Ssangavi
Son	Sarthak Sanghvi
Daughter	Sayukta
Spouse's Father	Late
Spouse's Mother	Bharathi Devi
Spouse's Brother	Vikram Bhansali, Keerthi Bhansali
Spouse's Sister	Aarti Jain

Relationship With Promoter	Amit Agarwal
<b>Natural Persons forming part of Promoter Group</b>	
Father	Chunnilal Agarwal Prakash
Mother	Leela Agarwal
Brother	Arun Agarwal
Sister	-
Spouse	Hema Banwarilal Agarwal
Son	-
Daughter	Vihana Agarwal, Lavanya Agarwal
Spouse's Father	Late
Spouse's Mother	Gunwantidevi Banwarilal Agarwal
Spouse's Brother	Mukesh Banwarilal Agarwal, Manish Kumar Banwarilal Agarwal
Spouse's Sister	Smita Bansal

Relationship With Promoter	Sujathaa Mehta
<b>Natural Persons forming part of Promoter Group</b>	
Father	Sarup chand
Mother	Late
Brother	Saroop Goutham Kumar & Rakesh chand
Sister	-
Spouse	Siddharrth Mehta
Son	Shrreyans Mehta & Arihanth Mehta
Daughter in Law	Simran Sureshchand
Daughter	-
Spouse's Father	Late
Spouse's Mother	Sushila Mehta
Spouse's Brother	Shrenickh Mehta & Sudhirr Mehta
Spouse's Sister	-

### Entities forming part of Promoter Group:

#### ➤ Companies

1. Bharat Metalcans and Closures Private Limited
2. Amt Developers Private Limited
3. Network Lounge Private Limited
4. Neptune Inflatables Private Limited
5. Nykos Hospitality Private Limited.
6. AMT Luxury Homes Private Limited
7. Millennial Luxury Private Limited
8. Latitude Homes Private Limited
9. Korindo Plywood Private Limited

10. Smitvin Engineers Private Limited
11. Wolfpack Outdoors Private Limited
12. VIW Vaccine World Private Limited
13. Mehta and Mehta Green Power Private Limited
14. Cerise Solar Private Limited
15. Aurum Jewels Limited
16. Livbig Technologies Private Limited

➤ **LLPs**

1. Sri Vardaman Vidyashram LLP

➤ **Partnership Firms**

1. Shanti Shree Marketing
2. Sanghvi Mega Mart
3. Modak Food Products
4. Jupiter Food Industries
5. Jupiter Metals
6. Sri Shanti Guru Marketing
7. Shanti Guru Infra
8. Mirra Cobalt Packaging
9. AMT Luxury Farm Estates
10. AMT Venture Holdings
11. L V Ventures
12. Pooja Hospitality
13. Unity Impex
14. AMT Luxury Homes
15. Swashtik Pet Packaging
16. Srinivas Packagings
17. Paalaghad Pet Bottle
18. Rmp Compressors

➤ **HUF**

1. P G Mehta HUF
2. Siddharth Mehta HUF
3. Shrenickh Mehta HUF
4. Sudhirr Mehta HUF
5. Sarupchand HUF
6. Goutham Jamad HUF
7. Rakesh Jamad HUF
8. Shripal Sanghvi HUF
9. Mahipal Sanghvi HUF

➤ **Proprietary concern**

1. Sidharth Mehta & Co.
2. Mehta & Mehta Law Firm
3. G.M Mehta & Co.
4. Rishab Exports
5. Sudhirr Mehta & Associates
6. Aashiana Foundations
7. Sri Kumar & Co.
8. Rakesh Sarup & Co.
9. S S Marketing
10. Shanti Guru Tobacco
11. Sri Guru Krupa Trade

- **Other Persons forming part of Promoter Group:** There are no other persons forming a part of the Promoter Group.

## GROUP ENTITIES OF OUR COMPANY

In terms of the SEBI ICDR Regulations, the term “group companies of our Company”, for the purpose of disclosure in this Draft Red Herring Prospectus, shall include:

1. Such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the Restated Financial Information, as covered under the applicable accounting standards, and
2. such other companies as considered material by the Board pursuant to the Materiality Policy.

Accordingly, for (1) above, all such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions during the periods covered in the Restated Financial Statements, as covered under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India (ICAI) shall be considered as ‘Group Companies’ of the Company in terms of the SEBI ICDR Regulations.

With respect to (2) above, our Board in its meeting held on March 15, 2024 has adopted the Materiality Policy and has considered group companies of our Company to be such companies (other than the companies categorised under (1) above) that are a part of the Promoter Group (as defined in Regulation 2(1)(pp) of the SEBI ICDR Regulations) with which our company has entered into one or more transactions with our Company during the most recent Financial Year any included in the Restated Financial Statements, that which individually or cumulatively exceed 5% of the consolidated revenue of our Company derived from the Restated Consolidated Financial Information of the last completed full financial year and such other Companies as considered “material” by the Board.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, Muster Online Private Limited (CIN: U72501TN2017PTC153287) is the Group Company of our Company.

As on the date of this Draft Red Herring Prospectus, our Company, Promoters and Directors are not related/connected with Muster Online Private Limited (**Muster**).

However, in compliance with the provisions of SEBI ICDR Regulations we are disclosing the following information of Muster.

### **Registered Office:**

Shalom Building, Office No.2, Ground floor, New no. 4, Mannar street, Thygarayanagar, Chennai, Tamil Nadu – 600017

### **Financial Information:**

Information with respect to reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the audited standalone financial statements of Muster for the last three financial years are available on our Company’s website at [www.jeyyamfoods.com](http://www.jeyyamfoods.com)

### **Nature and Extent of Interest of our Group Company**

#### **In the promotion of our Company**

As on the date of this Draft Red Herring Prospectus, Muster does not have any interest in the promotion or formation of our Company.

#### **Interest in property, land, construction of building and supply of machinery**

Muster have no interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by it, or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.



**Common pursuits**

Muster is not engaged in business activities similar to that of our Company and accordingly, there is no common pursuits amongst our Company and Muster. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

**Related Business Transactions**

Except as set forth in “Related Party Transactions” on page no. 241, no other related business transactions have been entered into between our Company and Muster.

**Business interest of our Group Companies**

Except as stated in “Related Party Transactions” on page no. 241,, Muster does not have any business interest with our Company.

**Litigation**

There is no material outstanding litigation against our Group Company except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigation and Material Developments” beginning at Page No. 26 and 263 of this Draft Red Herring Prospectus.

**Other Confirmations**

Muster is not listed on any stock exchange.

*(The rest of the page is intentionally left blank)*

## DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the General Meeting of the shareholders subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

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 which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Interim Dividend/Dividends are payable within 30 days of approval by the Board of Directors of our Company or the Equity Shareholders at the annual general meeting of our Company, respectively. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

Our Company has not declared any dividends on the Equity Shares during the last three financial years, and the period from March 31, 2023 until the date of this Draft Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

*(For the above details relating dividend, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQJ4099 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

*(The rest of the page is intentionally left blank)*

## SECTION VII – FINANCIAL INFORMATION

### RESTATED FINANCIAL STATEMENTS

#### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON STANDALONE RESTATED FINANCIAL INFORMATION OF M/s JEYYAM GLOBAL FOODS LIMITED

(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  
Jeyyam Global Foods Limited.  
Old No. 19, New No. 37,  
Padmavathiyar Road, Gopalapuram,  
Chennai, Tamil Nadu, 600086, India.

Dear Sir,

#### Reference: Proposed Public Issue of Equity Shares of Jeyyam Global Foods Limited

1. We have examined the attached Restated Financial Statement of (hereunder referred to “the Company”, “Issuer”) comprising the Restated Statement of Assets and Liabilities as on November 30, 2023, as on March 31, 2023 as on March 31, 2022, and as on March 31, 2021, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the period ended November 30, 2023 and for the year ended March 31, 2023, March 31, 2022, and March 31, 2021, the summary statement of Significant Accounting Policies and other explanatory Information (Collectively, the “Restated Financial Information” or “Restated Financial Statement”), as approved by the Board of Directors in their meeting held on 23-03-2024 for the purpose of inclusion in the Draft Prospectus/Prospectus (“Offer Document”) in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO).
2. These restated summary statement have been 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 as amended (“ICDR Regulations”); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. (“The Guidance Note”)
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statement 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, of relevant state in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company for the period ended November 30, 2023 and for the year ended on March 31, 2023, March 31, 2022, and March 31, 2021 on the basis of notes to restatement in note IV to the Restated Financial Statement. 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 Statement.
4. We have examined such Restated Financial Statement taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated October 31, 2023, in connection with the proposed IPO of equity shares of the Company;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
  - d) 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.

5. This Restated Financial information have been compiled by the management from the Audited financial statements of the company for the stub period ended November 30,2023 and financial year ended on March 31, 2023, March 31, 2022, and March 31, 2021, which has been approved by the Board of Directors.
  - a) We have audited the special purpose financial information of the company as at and for the stub period ended on November 30, 2023 prepared by the company in accordance with 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 for the limited purpose of complying with the requirement of Restated Audited 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 dated 23-03-2024 on this special purpose financial information which have been approved by the Board of Directors at their meeting held on 23-03-2024.
  - b) Audited financial statements of the Company as at and for the years ended March 31, 2023, 2022 and 2021 prepared in accordance with the Accounting Standards which have been approved by the Board of Directors at their meeting held on September 27, 2023, September 05, 2022, and September 03, 2021 respectively.
6. For the purpose of our examination, we have relied on:
  - a) Auditors’ Report issued by us dated 23-03-2024 as at and for the stub period ended on November 30, 2023 as referred in Paragraph 5(a) above; and
  - b) Auditors’ Report issued by the Previous Auditor **M/s. Rishab Nahar & Co.** dated September 27, 2023, September 05, 2022, and September 03, 2021 for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 respectively.
7. Based on our examination and according to the information and explanations given to us, we report that:
  - a) The “**Restated Summary Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at and for the stub period ended on November 30, 2023, and as at and for the years ended March 31, 2023, March 31, 2022 and March 31,2021 are 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 Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company as at and for the stub period ended on November 30, 2023, and as at and for the years ended March 31, 2023, March 31, 2022 and March 31,2021 are 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 Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company as at and for the stub period ended on November 30, 2023, and as at and for the years ended March 31, 2023, March 31, 2022 and March 31,2021 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow 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.
  - d) The Restated Standalone Summary Statement has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
  - e) The Restated Summary Statements 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;

- f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
- g) Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required
- h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the stub period ended on November 30, 2023, and as at and for the years ended March 31, 2023, March 31, 2022 and March 31,2021 which would require adjustments in this Restated Financial Statements of the Company.
- i) 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 Polices and Notes to Accounts as set out in **Annexure IV** to this report;
- j) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,
- k) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement, except:-
- 1) Accounting of retirement benefits was accounted on cash basis which is not as per AS-15 (Revised) “Employee benefits”, however during the restatement. Company has accounted such retirement benefits basis actuarial valuation certificate.
- l) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement.
- m) The Company has not proposed any dividend in past effective for the said period.

<b>Particulars</b>	<b>Annexure No.</b>
<b>Restated Statement of Assets &amp; Liabilities</b>	<b>I</b>
Restated Statement of Share Capital	I.1
Restated Statement of Reserves & Surpluses	I.2
Restated Statement of Long-Term Borrowings	I.3
Restated Statement of Deferred Tax Liabilities/Assets	I.4
Restated Statement of Long-Term Provisions	I.5
Restated Statement of Short-Term Borrowings	I.6
Restated Statement of Trade Payable	I.7
Restated Statement of Other Current Liabilities	I.8
Restated Statement of Short-Term Provisions	I.9
Restated Statement of Fixed Assets, Depreciations and Capital Work-in Progress	I.10
Restated Statement of Non-Current Investment	I.11
Restated Statement of Long-Term Loans and Advances	I.12
Restated Statement of Inventories	I.13
Restated Statement of Trade Receivable	I.14
Restated Statement of Cash & Cash Equivalent	I.15
Restated Statement of Short-Term Loans and Advances	I.16
Restated Statement of Other Current Assets	I.17
<b>Restated Statement of Profit &amp; Loss</b>	<b>II</b>
Restated Statement of Revenue from operations	II.1
Restated Statement of Other Income	II.2
Restated Statement of Cost of Material Consumed	II.3
Restated Statement of Changes in Inventories	II.4
Restated Statement of Employees Benefit Expenses	II.5
Restated Statement of Finance Costs	II.6
Restated Statement of Depreciation and amortization expenses	II.7
Restated Statement of Other Expenses	II.8

Restated Statement of Current Tax	II.9
Restated Statement of Deferred Tax	II.10
Restated Statement of Earnings per share	II.11
<b>Other Annexures:</b>	
Cash Flow Statement	III
Notes On Accounts Forming Part of Restated Financial Statements And Significant Accounting Policies	IV
Additional Regulatory Information	V
Adjustments made in restated financial statements / regrouping notes	VI
Statement of Related Parties & Transactions	VII
Statement of Tax Shelter, As Restated	VIII

8. 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 as at and for the stub period ended on November 30, 2023, and as at and for years ended March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the Draft Prospectus/Prospectus.
9. We, A B C D & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus / Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Chennai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**Yours faithfully,**  
**For M/s A B C D & CO,**  
**Chartered Accountants**  
**FRN: 016415S**

**Sd/-**  
**Vinay Kumar Bachhawat – Partner**  
**Membership No. 214520**  
**UDIN: 24214520BKCWRJ1884**  
**Date: 23<sup>rd</sup> March 2024**  
**Place: Chennai**

*(The rest of the page is intentionally left blank)*

## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of M/s Jeyyam Global Foods Limited

Report on Audit of the Special Purpose Restated Financial Statements

### 1. Opinion:

We have audited the accompanying Special Purpose Restated financial statements of **M/s Jeyyam Global Foods Limited** (hereinafter referred to as the "Company"), which comprise the Restated Balance Sheet as at 30th November 2023, the Restated Statement of Profit and Loss and the Restated Statement of Cash Flows for the period ended 30th November 2023, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Restated Financial Statements is prepared, in all material respects, in accordance with the basis set out in Annexure - IV to the Special Purpose Restated Financial Statements.

### 2. Basis of Opinion:

We conducted our audit of the Special Purpose Restated Financial Statements in accordance with the Standards on Auditing ("SA"s) issued by the Institute of Chartered Accountants of India ("ICAI").

The restated financial statements were prepared 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, of relevant state in connection with the proposed IPO. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Restated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 (the "Act") and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion on the Special Purpose Restated Financial Statements.

### 3. Emphasis of Matter – Basis of Accounting and Restriction on Distribution and use

We draw attention to Annexure - IV to the Special Purpose Restated Financial Statements, which describes the purpose and basis of preparation. The Special Purpose Restated Financial Statements have been prepared by the Company for the purpose of preparation of the restated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "ICDR Regulations") in relation to the proposed initial public offering of the Company. As a result, the Special Purpose Restated Financial Statements may not be suitable for any another purpose. The Special Purpose Restated Financial Statements cannot be referred to or distributed or included in any offering document or used for any other purpose except with our prior consent in writing. Our report is intended solely for the purpose of preparation of the restated financial information and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Our opinion is not modified in respect of this matter.

### 4. Responsibilities of Management and Those Charged with Governance for the Special Purpose Restated Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Special Purpose Restated Financial Statements that give a true and fair view of the Restated financial position, Restated financial performance, Restated profit and loss and Restated cash flows in accordance with the basis stated in Annexure - IV to the Special Purpose Restated Financial Statements for the purpose set out in paragraph 3 above.

In preparing the Special Purpose Restated Financial Statements, the Board of Directors of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the Company are also responsible for overseeing the financial reporting process of the Company.

## **5. Auditor's Responsibilities for the Audit of the special Purpose Restated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Special Purpose Restated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Special Purpose Restated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Special Purpose Restated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal financial control of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Special Purpose Restated Financial Statements or, if such disclosures are inadequate, to modify our opinion. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Special Purpose Restated Financial Statements, including the disclosures, and whether the Special Purpose Restated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial Information of the Company to express an opinion on the Special Purpose Restated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the Company.

Materiality is the magnitude of misstatements in the Special Purpose Restated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Special Purpose Restated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (I) planning the scope of our audit work and in evaluating the results of our work; and (II) to evaluate the effect of any identified misstatements in the Special Purpose Restated Financial Statements.

We communicate with those charged with governance of the Company in the Special Purpose Restated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



## **6. Other Matter**

The comparative financial information of the Company for the year ended March 31, 2023, March 31, 2022 and March 31, 2021, is included in these Restated financial statements. These statements are based on the financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006, which was audited by Mr. Rishab Nahar & Co. dated 29th September 2023, 05th September, 2022, and 03rd September, 2021, for the year ended March 31, 2023, March 31, 2022, and March 31, 2021 respectively. We express an unmodified opinion on those standalone audited financial statements, which have been restated for the purpose of IPO. We have audited the adjustments to the comparative financial information for the changes in Accounting Principles adopted by the Company.

Our opinion on the Special Purpose Restated Financial Statements is not modified in respect of the above matter.

**For M/s A B C D & CO,  
Chartered Accountants  
FRN: 016415S**

Sd/-

**Vinay Kumar Bachhawat – Partner  
Membership No. 214520  
UDIN: 24214520BKCWQC4704  
Date: 23<sup>rd</sup> March 2023  
Place: Chennai**

*(The rest of the page is intentionally left blank)*

**JEYYAM GLOBAL FOODS LIMITED**

<b>RESTATED STATEMENT OF ASSETS AND LIABILITIES</b>						
(₹ in Lakhs)						
Sr. No	Particulars	Notes	As at 30.11.2023	For the year ended March 31,		
				2023	2022	2021
	<b>EQUITY AND LIABILITIES</b>					
<b>1)</b>	<b>Shareholders' Funds</b>					
	a. Share Capital	I.1	61.05	61.05	61.05	61.05
	b. Reserves & Surplus	I.2	7394.94	6452.26	5665.46	3090.74
			<b>7455.98</b>	<b>6513.60</b>	<b>5726.51</b>	<b>3112.70</b>
<b>2)</b>	<b>Non-Current Liabilities</b>					
	a. Long Term Borrowings	I.3	2,723.69	2,903.26	1,150.49	3,263.83
	b. Deferred Tax Liabilities (Net)	I.4	168.74	139.61	116.79	118.55
	c. Long Term Provisions	I.5	47.83	38.91	48.39	34.90
			<b>2,940.25</b>	<b>3,081.78</b>	<b>1,315.67</b>	<b>3,417.28</b>
<b>3)</b>	<b>Current Liabilities</b>					
	a. Short Term Borrowings	I.6	7,046.10	6,322.79	2,168.80	2,138.70
	b. Trade Payables	I.7				
	Total Outstanding dues of Micro enterprises and small enterprises		41.20	52.47	57.31	59.54
	Total Outstanding dues of creditors other than Micro enterprises and small enterprises		170.87	431.22	442.78	1,106.24
	c. Other Current Liabilities	I.8	104.36	117.19	57.79	52.33
	d. Short Term Provisions	I.9	304.79	316.26	172.31	176.82
	<b>Total Current Liabilities</b>		<b>7,667.31</b>	<b>7,239.93</b>	<b>2,898.99</b>	<b>3,533.63</b>
	<b>Total Equity &amp; Liabilities</b>		<b>18,063.55</b>	<b>16,835.02</b>	<b>9,941.17</b>	<b>10,063.62</b>
	<b>ASSETS</b>					
<b>1)</b>	<b>Non-Current Assets</b>					
	a. Property, Plant & Equipment and Intangible Assets	I.10				
	i. Property, Plant & Equipments		6,581.62	3,583.76	2,513.03	2,320.40
	ii. Intangible Assets under development		-	470.82	122.94	-
	iii. Capital Work in Progress		22.40	1,356.94	-	-
	b. Non-current Investments	I.11	17.50	4.50	-	-
	c. Long Term Loans & Advances	I.12	52.54	2,457.82	3,737.96	3,703.52
			<b>6,674.06</b>	<b>7,873.85</b>	<b>6,373.93</b>	<b>6,023.92</b>
<b>2)</b>	<b>Current Assets</b>					
	b. Inventories	I.13	5,695.34	3,671.40	2,336.77	2,428.38
	c. Trade Receivables	I.14	3,409.24	2,602.86	606.27	454.46
	d. Cash and Cash Equivalents	I.15	170.47	655.89	12.80	16.87
	e. Short Term Loans & Advances	I.16	1,771.30	1,719.50	380.29	1,011.03
	f. Other Current Assets	I.17	343.13	311.52	231.11	128.96
	<b>Total Current Assets</b>		<b>11,389.49</b>	<b>8,961.17</b>	<b>3,567.24</b>	<b>4,039.70</b>
	<b>Total Assets</b>		<b>18,063.55</b>	<b>16,835.02</b>	<b>9,941.17</b>	<b>10,063.62</b>

The accompanying notes form an integral part of restated financials statements.

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

"As Per Our Report of Even Date"  
For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKWCQC4704  
Date: 23-03-2024  
Place: Chennai

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

**RESTATED STATEMENT OF PROFIT AND LOSS**

(₹ in Lakhs)

Sr. No	Particulars	Note No.	For the period	For the year ended March 31,		
			ended Nov 30,	2023	2022	2021
			2023	2023	2022	2021
<b>A</b>	<b>INCOME</b>					
	Revenue from Operations	II.1	37,563.66	38,217.00	25,388.30	24,446.48
	Other Income	II.2	0.04	3.62	-	1.00
	<b>Total Income (A)</b>		<b>37,563.70</b>	<b>38,220.62</b>	<b>25,388.30</b>	<b>24,447.48</b>
<b>B</b>	<b>EXPENDITURE</b>					
	Cost of Materials Consumed	II.3	33,564.82	34,690.89	22,112.62	21,348.28
	Change in Inventories	II.4	(65.56)	(515.43)	112.99	383.38
	Employee benefit expenses	II.5	742.22	909.47	835.25	696.95
	Finance costs	II.6	514.04	407.37	352.90	502.66
	Depreciation and amortisation expense	II.7	296.11	249.92	217.98	202.96
	Administrative Selling & Other Expenses	II.8	1,260.94	1,431.11	1,175.25	845.95
	<b>Total Expenses (B)</b>		<b>36,312.57</b>	<b>37,173.34</b>	<b>24,806.99</b>	<b>23,980.18</b>
<b>C</b>	<b>Profit before exceptional, extraordinary items and tax (A-B)</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	Exceptional items		-	-	-	-
<b>D</b>	<b>Profit before extraordinary items and tax</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	Extraordinary Expenses		-	-	-	-
<b>E</b>	<b>Profit before tax</b>		<b>1,251.12</b>	<b>1,047.29</b>	<b>581.31</b>	<b>467.29</b>
	<i>Tax expense:</i>					
	(i) Current tax	II.9	279.31	237.67	146.27	121.15
	(ii) Deferred tax	II.10	29.13	22.82	(1.76)	(7.02)
	(ii) Tax pertaining to earlier years		-	-	-	6.51
<b>F</b>	<b>Total Tax Expense</b>		<b>308.44</b>	<b>260.49</b>	<b>144.51</b>	<b>1209.65</b>
<b>G</b>	<b>Profit after tax (E-F)</b>		<b>942.68</b>	<b>786.80</b>	<b>436.80</b>	<b>346.64</b>
	Adjusted Earning per equity share (face value of Rs 10/- each): Basic (in Rs)	II.11	154.42	128.88	82.48	157.82
	Adjusted Earning per equity share (face value of Rs 10/- each): Diluted (in Rs)		5.32	4.44	2.84	5.44

The accompanying notes form an integral part of restated financials statements.

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

"As Per Our Report of Even Date"

For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKCWQC4704  
Date: 23-03-2024  
Place:Chennai

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

<b>RESTATED STATEMENT OF CASH FLOW</b>				
(₹ in Lakhs)				
Particulars	As at 30.11.2023	For the year ended March 31,		
	2023	2023	2022	2021
<b>A. Cash flow from operating activities:</b>				
Net Profit before tax and extraordinary items (as per Statement of Profit and Loss)	1,251.12	1,047.29	581.31	467.29
Adjustments for non Cash/ Non trade items:				
Depreciation	296.11	249.92	217.98	202.96
Interest Expense	514.04	407.37	352.90	502.66
Provision for Gratuity & Leave Encashment	8.28	1.71	14.72	30.60
Security Premium	-	-	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>2,069.55</b>	<b>1,706.29</b>	<b>1,166.91</b>	<b>1,203.50</b>
<b>Adjusted for (Increase)/ Decrease in Operating assets:</b>				
<b>Adjusted for increase/(decrease) in operating liabilities:</b>				
Trade Payables	(271.62)	(16.41)	(665.68)	628.95
Other Current Liabilities	(21.11)	57.70	(9.26)	(84.24)
Inventories	(2,023.94)	(1,334.63)	91.61	197.21
Trade Receivables	(806.38)	(1,996.59)	(151.81)	335.82
Provisions	(44.20)	43.08	(16.14)	90.57
Other Current Assets	(83.41)	(1,419.63)	528.59	(1,139.99)
<b>Cash Generated from Operations</b>	<b>(1,181.12)</b>	<b>(2,960.19)</b>	<b>944.22</b>	<b>1,231.83</b>
Less: Income Tax Paid	237.67	146.27	121.15	142.14
<b>Net Cash Flow from (used in) Operating Activities: (A)</b>	<b>(1,418.79)</b>	<b>(3,106.46)</b>	<b>823.06</b>	<b>1,089.68</b>
<b>B. Cash Flow From Investing Activities:</b>				
Purchase of Tangible Assets	(3,293.96)	(1,320.66)	(410.61)	(31.07)
(Increase)/decrease Intangible under development	470.82	(347.88)	(122.94)	-
(Increase)/decrease Capital work in progress	1,334.54	(1,356.94)	-	-
(Increase)/decrease Investment in Fixed Deposits	(13.00)	(4.50)	-	-
Loans and advances received/(given)	2,405.28	1,280.14	(34.45)	(2,699.23)
<b>Net Cash Flow from/(used in) Investing Activities: (B)</b>	<b>903.67</b>	<b>(1,749.84)</b>	<b>(568.00)</b>	<b>(2,730.30)</b>
<b>C. Cash Flow from Financing Activities:</b>				
Finance Cost	(514.04)	(407.37)	(352.90)	(502.66)
Proceeds from Share Capital	-	-	2,177.01	-
Increase in / (Repayment) of Short term Borrowings	723.31	4,153.98	30.10	439.07
Increase in / (Repayment) of Long term borrowings	(179.58)	1,752.77	(2,113.34)	1,702.38
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>29.70</b>	<b>5,499.38</b>	<b>(259.12)</b>	<b>1,638.80</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>(485.41)</b>	<b>643.09</b>	<b>(4.06)</b>	<b>(1.83)</b>
Cash & Cash Equivalents As At Beginning of the Year	655.89	12.80	16.86	18.69
Cash & Cash Equivalents As At End of the Year	170.47	655.89	12.80	16.86
<b>Cash &amp; Cash Equivalents as per Cash Flow Statement</b>	<b>170.47</b>	<b>655.89</b>	<b>12.80</b>	<b>16.86</b>
Cash in Hand	18.27	1.05	11.37	13.25
Balance with banks in Current Accounts	152.20	654.84	1.43	3.61
<b>Components of closing cash &amp; cash equivalents:</b>	<b>170.47</b>	<b>655.89</b>	<b>12.80</b>	<b>16.86</b>
<b>The accompanying notes form an integral part of restated financials statements.</b>				

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

"As Per Our Report of Even Date"

For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKWCWQC4704  
Date: 23-03-2024  
Place: Chennai

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Ritika Agarwal  
Company Secretary  
M No. 35689

**JEYYAM GLOBAL FOODS LIMITED****ANNEXURE- IV****NOTES ON ACCOUNTS FORMING PART OF RESTATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES****1 Corporate Information**

M/s Jeyyam Global Foods Limited ("the Company"), is engaged in the business of manufacturing food products, in the field of pulses, especially fried grams and other dal varieties.

Jeyyam Global Foods Limited, a limited company domiciled in India and incorporated under the Companies Act, 2013 on 24th day of March 2008 and is having its registered office in Chennai.

**2 Significant Accounting Policies****i. Basis of Preparation of Financial Statements**

The financial statements have been prepared in conformity with the generally accepted accounting principles in India to comply with all material respects with the notified Accounting Standards under Section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year except for the change in accounting policies explained below. The complete financial statements have been prepared along with all disclosures.

**ii. Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements 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 the results are known/materialized.

**iii. Inventory**

Inventories are valued as under:-

1. Inventories : Lower of cost or net realizable value
2. Scrap : At net realizable value.

**iv. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**v. Property, Plant & Equipment**

Property, Plant & Equipment are stated at cost net of GST and includes amounts added on revaluation, less accumulated depreciation and impairment loss if any. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Property, Plant & Equipment's are capitalized. Each part of an item of property, plant & equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

**Assets where useful life is same as Schedule II**

Asset	Useful Life (InYears)
Computers	3
Office Equipment's	5
Electrical Equipment	5
Furniture & Fittings	10

**vi. Depreciation**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the **SLM method**. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation on assets acquired/sold during the year is recognized on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

**vii. Impairment of Assets**

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value.

in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**viii) Foreign Currency transactions**

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of transaction.
- b) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- c) Non monetary foreign currency items are carried at cost.
- b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of Property, Plant & Equipment's, in which case they are adjusted to the carrying cost of such assets.

**ix) Borrowing costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

**x) Accounting for taxes on income**

Income tax expense is accounted in accordance with Accounting Standard – 22 "Accounting for Taxes on Income" which includes current tax and deferred tax.

**Current tax**

The current charge for the income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

**Deferred tax**

Deferred taxes reflect the impact of current year timing differences between the taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognized only to the extent that there is reasonable/ virtual certainty that sufficient future taxable income will be available.

**xi) Provisions and Contingent Liabilities and Contingent Assets**

A provision is recognized when the company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date and are not discounted to present value.

Contingent Liabilities are not recognized but disclosed in Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

**xii) Employee Benefits**

**Short Term**

Short term employee benefits are recognized as an expense as per the company's scheme based on expected obligations.

**Post Retirement**

Post retirement benefits comprise of provident fund and gratuity which are accounted as follows :

**Provident Fund**

This is a defined contribution plan. Contributions remitted to provident fund authorities in accordance with the relevant statute/rules are charged to statement of profit and loss as and when due. The company has no further obligations other than its monthly contributions. Presently, the company has not deducted any amount towards Provident fund.

**Gratuity**

This is a defined benefit plan. The liability is determined based on actuarial valuation using projected unit credit method. Actuarial gains and losses, comprising of experience adjustments and the effects of changes in actuarial assumptions are recognized immediately in the statement of profit and loss. The company has provided for the provision as per AS-15

**Compensated Absence**

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur. Presently, the company has not deducted any amount towards Compensated Absence. The company has not provided for the provision as per AS-15

**xiii) Earnings per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shareholders.

**ix) Cash Flow**

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of non - cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated accordingly.

**3 Changes in Accounting Policies In The Years covered In The Reinstated Financials**

There was no change in accounting policies, which needs to be adjusted in the Reinstated Financial Statement, except:

1) Accounting of retirement benefits was accounted on cash basis which is not as per AS-15(Revised) " Employee benefits" , however during the restatement Company has accounted such retirement benefits basis actuarial valuation certificate.

*(The rest of the page is intentionally left blank)*

<b>JEYYAM GLOBAL FOODS LIMITED</b>					
				<b>₹ in Lakhs</b>	
<b>Notes forming Part of Restated Balance Sheet</b>					
	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	
	<b>30th Nov 2023</b>	<b>31st March 2023</b>	<b>31st March 2022</b>	<b>31st March 2021</b>	
<b>L1 : Restated Statement Of Share Capital</b>					
<b>Authorised :</b>					
2,50,00,000 Equity shares of ₹ 10.00/- par value	2,500.00	65.00	65.00	65.00	
<b>Issued:</b>					
6,10,482 Equity shares of ₹ 10.00/- par value	61.05	61.05	61.05	21.96	
<b>Subscribed &amp; Paid up Capital:</b>					
6,10,482 Equity shares of ₹ 10.00/- par value	61.05	61.05	61.05	21.96	
<b>Total</b>	<b>61.05</b>	<b>61.05</b>	<b>61.05</b>	<b>21.96</b>	
The company has only one class of shares referred to as equity shares having a par value of ₹ 10 each. Each holder of the equity share, as reflected in the records of the company as of the date of the shareholder meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.					
<b>(A) Restated Statement of Reconciliation of Shares Issued :</b>					
	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	
	<b>30th Nov 2023</b>	<b>31st March 2023</b>	<b>31st March 2022</b>	<b>31st March 2021</b>	
Shares Outstanding at the beginning of the year	6,10,482	6,10,482	2,19,636	2,19,636	
Issued During the Year					
Private Placement	-	-	1,21,412	-	
Right Issues	-	-	2,69,434	-	
Shares Outstanding at the end of the year	<b>6,10,482</b>	<b>6,10,482</b>	<b>6,10,482</b>	<b>2,19,636</b>	
<b>(B) Restated Statement of Shareholder's Holding more than 5% shares of the company</b>					
<b>Name of Shareholder</b>	<b>Class of Shares</b>	<b>As on 30th November 2023</b>		<b>As at 31st March 2023</b>	
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Sujathaa Mehta	Equity shares	38,155	6.25%	-	-
Shreyans Mehta	Equity shares	38,155	6.25%	-	-
Arihanth Mehta	Equity shares	38,155	6.25%	-	-
Simran Sureshchand	Equity shares	38,155	6.25%	-	-
Siddharth Mehta	Equity shares	48,802	7.99%	-	-
Shanti Guru Industries Limited	Equity shares	1,21,412	19.89%	1,21,412	19.89%
Mr.Amit Agarwal	Equity shares	91,572	15.00%	-	-
K.Saravanan	Equity shares	-	-	3,11,832	51.08%
Shripaul Sanghvi Veeram Chand	Equity shares	1,47,238	24.12%	1,47,238	24.12%
<b>Name of Shareholder</b>	<b>Class of Shares</b>	<b>As at 31st March 2022</b>		<b>As at 31st March 2021</b>	
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>
K.Saravanan	Equity shares	3,11,832	51.08%	-	-
Shripaul Sanghvi Veeram Chand	Equity shares	1,47,238	24.12%	-	-
Shanti Guru Industries Limited	Equity shares	1,21,412	19.89%	-	-
S.Thilagavathi	Equity shares	-	-	1,79,026	81.51%
Shrruthi Saravanan	Equity shares	-	-	40,110	18.26%
<b>₹ in Lakhs</b>					
<b>(% age) Change in Equity</b>					
<b>Name of Shareholder</b>	<b>Class of Shares</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
		<b>30th Nov 2023</b>	<b>31st March 2023</b>	<b>31st March 2022</b>	<b>31st March 2021</b>
Sujathaa Mehta	Equity shares	6.25%	0.00%	-0.05%	0.00%
Shreyans Mehta	Equity shares	5.06%	0.00%	1.15%	0.00%
Arihanth Mehta	Equity shares	5.74%	0.00%	0.46%	0.00%
Simran Sureshchand	Equity shares	3.03%	0.00%	3.17%	0.00%
Siddharth Mehta	Equity shares	7.99%	0.00%	0.00%	0.00%
Mr.Shripal Veeramchand Sanghvi	Equity shares	0.00%	0.00%	24.07%	0.00%
Shanti Guru Industries Limited	Equity shares	0.00%	0.00%	19.89%	0.00%
Mr.Harssh N Jain	Equity shares	2.00%	0.00%	0.00%	0.00%
Mr.Amit Agarwal	Equity shares	15.00%	0.00%	0.00%	0.00%
Mr. S Shankesh	Equity shares	1.50%	0.00%	0.00%	0.00%
Mr. Sowrab	Equity shares	1.50%	0.00%	0.00%	0.00%
Mr. Ram Prashanth	Equity shares	3.00%	0.00%	0.00%	0.00%
K.Saravanan	Equity shares	-51.08%	0.00%	51.08%	0.00%
S.Thilagavathi	Equity shares	0.00%	0.00%	-81.51%	0.00%
Shrruthi Saravanan	Equity shares	0.00%	0.00%	0.00%	0.00%

<b>Shareholding of Promoters &amp; Promotor Group</b>					
Name of Shareholder	Class of Shares	As on 30th November 2023		As at 31st March 2023	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Sujathaa Mehta	Equity shares	38,155	6.25%	-	0.00%
Shrreyaans Mehta	Equity shares	38,155	6.25%	7,283	1.19%
Arihanth Mehta	Equity shares	38,155	6.25%	3,086	0.51%
Simran Sureshchand	Equity shares	38,155	6.25%	19,631	3.22%
Siddharth Mehta	Equity shares	48,802	7.99%	-	0.00%
Mr.Amit Agarwal	Equity shares	91,572	15.00%	-	0.00%
K.Saravanan	Equity shares	-	0.00%	3,11,832	51.08%
Shripaul Sanghvi Veeram Chand	Equity shares	1,47,238	24.12%	1,47,238	24.12%
Shanti Guru Industries Limited	Equity shares	1,21,412	19.89%	1,21,412	19.89%
<b>Shareholding of Promoters &amp; Promotor Group (continued)</b>					
Name of Shareholder	Class of Shares	As at 31st March 2022		As at 31st March 2021	
		No. of Shares	% of Holding	No. of Shares	% of Holding
K.Saravanan	Equity shares	3,11,832	51.08%	-	-
Shripaul Sanghvi Veeram Chand	Equity shares	1,47,238	24.12%	-	-
Shanti Guru Industries Limited	Equity shares	1,21,412	19.89%	-	-
S.Thilagavathi	Equity shares	-	-	1,79,026	81.51%
Shruthi Saravanan	Equity shares	-	-	40,110	18.26%
<b>I.2 : Restated Statement of Reserves &amp; Surplus</b>					
Particulars	As at 30th Nov 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021	
<b>Surplus</b>					
Opening Balance	3,746.03	2,959.23	2,522.43	2,175.79	
Add: Profit for the year	942.68	786.80	436.80	346.64	
Closing Balance	<b>4,688.71</b>	<b>3,746.03</b>	<b>2,959.23</b>	<b>2,522.43</b>	
<b>Securities Premium</b>					
Opening Balance	2,706.23	2,706.23	568.30	568.30	
Add: Addition during the year	-	-	2,137.93	-	
Closing Balance	<b>2,706.23</b>	<b>2,706.23</b>	<b>2,706.23</b>	<b>568.30</b>	
Balance carried forward to Balance Sheet	<b>7,394.94</b>	<b>6,452.26</b>	<b>5,665.46</b>	<b>3,090.74</b>	
<b>I.3 : Restated Statement of Long Term Borrowings</b>					
₹ in Lakhs					
Particulars	As at 30th Nov 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021	
<b>Term Loan - From Banks</b>					
Car Loan - Secured	-	-	-	60.51	
Other secured - Bank OD/ Cash Credit	6,352.47	6,092.49	2,039.37	1,804.73	
Term Loan - Secured	3,130.47	823.39	548.71	977.24	
	<b>9,482.94</b>	<b>6,915.87</b>	<b>2,588.09</b>	<b>2,842.49</b>	
<b>Loans and advances from related parties</b>					
Loans from Directors - Unsecured	285.00	2,310.18	731.21	919.56	
Loans from Directors' relatives - Unsecured	1.85	-	-	1,640.49	
	<b>286.85</b>	<b>2,310.18</b>	<b>731.21</b>	<b>2,560.05</b>	
<b>Long Term Borrowings</b>					
Secured Borrowings	9,482.94	6,915.87	2,588.09	2,842.49	
Unsecured Borrowings	286.85	2,310.18	731.21	2,560.05	
Less: Amount Disclosed under the head "Short term Borrowings"					
A. Current Maturities of Long Term Borrowings	(693.63)	(230.30)	(129.43)	(333.97)	
B. Loans Repayable on Demand	(6,352.47)	(6,092.49)	(2,039.37)	(1,804.73)	
<b>(Refer to " Note on borrowings")</b>	<b>2,723.69</b>	<b>2,903.26</b>	<b>1,150.49</b>	<b>3,263.83</b>	
<b>I.4 : Restated Statement Of Deferred Tax Liability</b>					
Particulars	As at 30th Nov 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021	
Deferred Tax Liabilities (Net)	168.74	139.61	116.79	118.55	
	<b>168.74</b>	<b>139.61</b>	<b>116.79</b>	<b>118.55</b>	



<b><u>I.5 : Restated Long Term Provision</u></b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Provision for Employee Benefits	47.83	38.91	48.39	34.90
<b>Total</b>	<b>47.83</b>	<b>38.91</b>	<b>48.39</b>	<b>34.90</b>
<b><u>I.6 : Restated Statement Of Short Term Borrowings</u></b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Loans repayable on Demands - From Banks				
Cash Credit	6,352.47	6,092.49	2,039.37	1,804.73
Current Maturities of Long Term debt	693.63	230.30	129.43	333.97
<b>Total</b>	<b>7,046.10</b>	<b>6,322.79</b>	<b>2,168.80</b>	<b>2,138.70</b>
(Refer to " Note on borrowings")				
<b><u>I.7 : Restated Statement Of Trade Payables</u></b>				
<b>₹ in Lakhs</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
MSME	41.20	52.47	57.31	59.54
Other than MSME	170.87	431.22	442.78	1,106.24
	<b>212.06</b>	<b>483.69</b>	<b>500.09</b>	<b>1,165.78</b>
<b>As at 30<sup>th</sup> November 2023</b>				
<b>Outstanding for the following period</b>				
<b>Particulars</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
i)MSME	41.20	-	4.04	-
ii)Others	161.96	4.86	-	-
iii)Disputed MSME	-	-	-	-
iv)Disputed Others	-	-	-	-
<b>Total</b>	<b>203.16</b>	<b>4.86</b>	<b>4.04</b>	<b>-</b>
<b>As at 31st March 2023</b>				
<b>Outstanding for the following period</b>				
<b>Particulars</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
i)MSME	52.47	-	-	-
ii)Others	415.64	15.59	-	-
iii)Disputed MSME	-	-	-	-
iv)Disputed Others	-	-	-	-
<b>Total</b>	<b>468.10</b>	<b>15.59</b>	<b>-</b>	<b>-</b>
<b>As at 31st March 2022</b>				
<b>Outstanding for the following period</b>				
<b>Particulars</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
i)MSME	57.31	-	-	-
ii)Others	442.78	-	-	-
iii)Disputed MSME	-	-	-	-
iv)Disputed Others	-	-	-	-
<b>Total</b>	<b>500.09</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>As at 31st March 2021</b>				
<b>Outstanding for the following period</b>				
<b>Particulars</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
i)MSME	59.54	-	-	-
ii)Others	1106.24	-	-	-
iii)Disputed MSME	-	-	-	-
iv)Disputed Others	-	-	-	-
<b>Total</b>	<b>1165.78</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

The management has identified certain enterprises which have provided goods and services to the Company, and which qualify under the definition of 'Micro and Small Enterprises' as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("the Act"). Accordingly, the disclosure in respect of the amounts payable to such enterprises have been made in the financial statements based on information available with the Company and relied upon by the auditors.

<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	41.20	52.47	57.31	59.54
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-	-	-
(iv) The amount of interest due and payable for the year	-	-	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-	-	-
<b>I.8 : Restated Statement Of Other Current Liabilities</b>				<b>₹ in Lakhs</b>
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Accrued Expenses	48.24	62.77	43.92	42.21
Statutory Dues Payable	56.11	54.27	13.87	10.12
Others	-	0.15	-	-
<b>Total</b>	<b>104.36</b>	<b>117.19</b>	<b>57.79</b>	<b>52.33</b>
<b>I.9 : Restated Statement Of Short term Provisions</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Provision for Employee Benefits	25.48	78.60	26.04	55.67
Provision for current tax	279.31	237.67	146.27	121.15
<b>Total</b>	<b>304.79</b>	<b>316.26</b>	<b>172.31</b>	<b>176.82</b>
<b>I.11: Restated Statement Of Non current Investments</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Investments in Fixed Deposits	17.50	4.50	-	-
<b>Total</b>	<b>17.50</b>	<b>4.50</b>	<b>-</b>	<b>-</b>
<b>I.12 : Restated Statement of Long term loans and advances</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Security Deposits</b>				
Unsecured, considered good	52.54	43.86	34.58	28.73
<b>Capital Advance</b>				
Unsecured, considered good	-	1,907.08	1,907.10	1,878.50
<b>Loans And Advances To Related Parties</b>				
Unsecured, considered good	-	506.88	1,796.28	1,796.28
<b>Total</b>	<b>52.54</b>	<b>2,457.82</b>	<b>3,737.96</b>	<b>3,703.52</b>
<b>I.13. Restated Statement of Inventories</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
(Valued at cost or NRV unless otherwise stated)				
Raw Material*	3,937.52	1,979.14	1,159.94	1,138.56
WIP	1,529.14	1,143.00	835.54	1,022.90
Finished Goods	228.68	549.26	341.29	266.92
<b>Total</b>	<b>5,695.34</b>	<b>3,671.40</b>	<b>2,336.77</b>	<b>2,428.38</b>
<i>*including Packing Materials</i>				

<b>I.14. Restated Statement Of Trade Receivables</b>		<b>Particulars</b>			
		<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Unsecured, Considered good.		3,420.30	2,602.86	606.27	454.46
Provision for Bad & Doubtful Debts		(11.06)	-	-	-
		<b>3,409.24</b>	<b>2,602.8</b>	<b>606.27</b>	<b>454.46</b>
<b>As at 30th November 2023</b>					
		<b>₹ in Lakhs</b>			
<b>Particulars</b>	<b>Outstanding for the following period</b>				
	<b>Less than 6 Months</b>	<b>6 months - 1 years</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i)Undisputed Trade Receivables considered good	3,367.50	21.96	17.42	-	-
(ii) Undisputed Trade Receivables considered Doubtful	-	-	-	-	-
(iii)Disputed Trade Receivables considered good	-	-	-	-	-
(iv)Disputed Trade Receivable considered doubtful	-	-	-	-	-
<b>Sub total</b>	<b>3,367.50</b>	<b>21.96</b>	<b>17.42</b>	<b>-</b>	<b>13.42</b>
Less: Provision for Bad & doubtful debts	-	-	-	-	11.06
<b>Total</b>	<b>3,367.50</b>	<b>21.96</b>	<b>17.42</b>	<b>-</b>	<b>2.36</b>
<b>As at 31st March 2023</b>					
<b>Particulars</b>	<b>Outstanding for the following period</b>				
	<b>Less than 6 Months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i) Undisputed Trade Receivables considered good	2,580.38	9.07	-	-	-
(ii)Undisputed Trade Receivables considered Doubtful	-	-	-	-	-
(iii)Disputed Trade Receivables considered good	-	-	-	-	13.42
(iv)Disputed Trade Receivable considered doubtful	-	-	-	-	-
<b>Total</b>	<b>2,580.38</b>	<b>9.07</b>	<b>-</b>	<b>-</b>	<b>13.42</b>
<b>As at 31st March 2022</b>					
<b>Particulars</b>	<b>Outstanding for the following period</b>				
	<b>Less than 6 Months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
(i)Undisputed Trade Receivables considered good	590.87	0.47	-	-	-
(ii)Undisputed Trade Receivables considered Doubtful	-	-	-	-	-
(iii)Disputed Trade Receivables considered good	-	-	-	14.93	-
(iv)Disputed Trade Receivable considered doubtful	-	-	-	-	-
<b>Total</b>	<b>590.87</b>	<b>0.47</b>	<b>-</b>	<b>14.93</b>	<b>-</b>
<b>As at 31st March 2021</b>					
<b>Particulars</b>	<b>Outstanding for the following period</b>				
	<b>Less than 6 months</b>	<b>6 months - 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>
i)Undisputed Trade Receivables considered good	439.53	-	-	-	-
(ii)Undisputed Trade Receivables considered Doubtful	-	-	-	-	-
(iii)Disputed Trade Receivables considered good	-	-	14.93	-	-
(iv)Disputed Trade Receivable considered doubtful	-	-	-	-	-
<b>Total</b>	<b>439.53</b>	<b>-</b>	<b>14.93</b>	<b>-</b>	<b>-</b>

<b>L15 : Restated Statement Of Cash and Cash Equivalents</b>				<b>₹ in Lakhs</b>
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
Balance with banks	152.20	654.84	1.43	3.61
Cash in hand	18.27	1.05	11.37	13.25
	<b>170.47</b>	<b>655.89</b>	<b>12.80</b>	<b>16.87</b>
<b>L16: Restated Statement Of Short Term Loans and Advances</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Unsecured, Considered good</b>				
Property Advance	1,297.20	-	-	-
Lease Deposit	90.00	-	-	-
Rent Advance	17.46	-	-	-
	-			
Advance to Suppliers	362.09	1,715.18	366.52	971.97
Other Advance	4.55	4.32	13.77	39.05
	<b>1,771.30</b>	<b>1,719.50</b>	<b>380.29</b>	<b>1,011.03</b>
<b>L17 : Restated Statement Of Other Current Assets</b>				
<b>Particulars</b>	<b>As at 30th Nov 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
TDS & TCS Receivable	41.50	48.45	40.47	24.52
Gratuity Fund	37.08	27.69	11.74	0.92
Prepaid expenses	33.80	33.31	25.26	23.43
GST Receivable	230.76	202.07	153.64	80.09
Total	<b>343.13</b>	<b>311.52</b>	<b>231.11</b>	<b>128.96</b>

(Rest of the page is intentionally left blank)

**ANNEXURE - I.10**  
**RESTATED STATEMENT OF FIXED ASSETS & DEPRECIATIONS**

As per Companies Act

FY 2020-21 (₹ in Lakhs)

Asset Group	Gross Block				Depreciation			Net Block	
	As on 1.04.2020	Additions	Deletion	As on 31.03.2021	As on 1.04.2020	Additions	As on 31.03.2021	As on 31.03.2021	As on 31.03.2020
<b>Property Plant &amp; Equipment (A)</b>									
Building	1,188.73	-	-	1,188.73	172.36	39.21	211.57	977.16	1,016.38
Computers & Accessories	19.43	0.69	-	20.12	15.07	2.14	17.21	2.91	4.36
Furniture's & Fixtures	11.21	1.24	-	12.44	4.46	0.99	5.46	6.99	6.74
Land	411.75	-	-	411.75	-	-	-	411.75	411.75
Office Equipment	45.32	1.25	-	46.57	21.18	7.96	29.14	17.43	24.13
Plant & Machinery	1,045.73	12.53	-	1,058.26	276.34	76.68	353.02	705.24	769.39
Software	140.29	15.36	-	155.65	64.34	29.68	94.02	61.64	75.95
Vehicles	353.67	-	-	353.67	170.08	46.30	216.39	137.28	183.58
<b>Total</b>	<b>3,216.12</b>	<b>31.07</b>		<b>3,247.19</b>	<b>723.84</b>	<b>202.96</b>	<b>926.79</b>	<b>2,320.40</b>	<b>2,491.28</b>

FY 2021-22

Asset Group	Gross Block				Depreciation			Net Block	
	As on 1.04.2021	Additions /Deletion	Deletion	As on 31.03.2022	As on 1.04.2021	Additions	As on 31.03.2022	As on 31.03.2022	As on 31.03.2021
<b>Property Plant &amp; Equipment (A)</b>									
Building	1,188.73	26.90	-	1,215.63	211.57	40.76	252.33	963.30	977.16
Computers & Accessories	20.12	2.63	-	22.75	17.21	1.32	18.53	4.23	2.91
Furniture's & Fixtures	12.44	0.54	-	12.99	5.46	1.12	6.57	6.41	6.99
Land	411.75	92.60	-	504.35	-	-	-	504.35	411.75
Office Equipment	46.57	11.60	-	58.17	29.14	10.14	39.28	18.89	17.43
Plant & Machinery	1,058.26	219.82	-	1,278.08	353.02	90.97	443.99	834.09	705.24
Software	155.65	55.96	-	211.61	94.02	27.37	121.38	90.23	61.64
Vehicles	353.67	0.57	-	354.23	216.39	46.30	262.69	91.54	137.28
<b>Total (A)</b>	<b>3,247.19</b>	<b>410.62</b>		<b>3,657.81</b>	<b>926.79</b>	<b>217.98</b>	<b>1,144.77</b>	<b>2,513.03</b>	<b>2,320.40</b>
<b>Intangible Asset under Development (B)</b>									
Intangible Asset under Development		122.94		122.94	-	-	-	122.94	-
<b>Total (B)</b>	<b>-</b>	<b>122.94</b>		<b>122.94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>122.94</b>	<b>-</b>
<b>Total (A+B)</b>	<b>3,247.19</b>	<b>533.56</b>		<b>3,780.75</b>	<b>926.79</b>	<b>217.98</b>	<b>1,144.77</b>	<b>2,635.97</b>	<b>2,320.40</b>

FY 2022-23

Asset Group	Gross Block				Depreciation			Net Block	
	As on 1.04.2022	Additions	Deletion	As on 31.03.2023	As on 1.04.2022	Additions	As on 31.03.2023	As on 31.03.2023	As on 31.03.2022
<b>Property Plant &amp; Equipment (A)</b>									
Building	1,215.63	196.28	-	1,411.91	252.33	45.01	297.34	1,114.57	963.30
Computers & Accessories	22.75	8.36	1.67	29.44	18.53	1.22	19.74	9.70	4.23
Furniture's & Fixtures	12.99	2.49	0.31	15.16	6.57	1.28	7.85	7.31	6.41
Land	504.35	12.74	-	517.08	-	-	-	517.08	504.35
Office Equipment	58.17	30.41	9.96	78.62	39.28	10.45	49.73	28.89	18.89
Plant & Machinery	1,278.08	1,222.98	262.88	2,238.17	443.99	140.52	584.51	1,653.66	834.09
Software	211.61	122.24	-	333.85	121.38	5.15	126.53	207.32	90.23
Vehicles	354.23	1.21	1.21	354.23	262.69	46.30	309.00	45.24	91.54
<b>Total (A)</b>	<b>3,657.81</b>	<b>1,596.69</b>	<b>276.03</b>	<b>4,978.46</b>	<b>1,144.77</b>	<b>249.92</b>	<b>1,394.70</b>	<b>3,583.76</b>	<b>2,513.03</b>

<b>Intangible Asset under Development (B)</b>									
Intangible Asset under Development	122.94	503.66	155.78	470.82	-	-	-	470.82	122.94
<b>Total (B)</b>	<b>122.94</b>	<b>503.66</b>	<b>155.78</b>	<b>470.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>470.82</b>	<b>122.94</b>
<b>Capital WIP (C)</b>									
CWIP Project		1,356.94		1,356.94			-	1,356.94	
<b>Total (C)</b>	<b>-</b>	<b>1,356.94</b>	<b>-</b>	<b>1,356.94</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,356.94</b>	<b>-</b>
<b>Total (A+B+C)</b>	<b>3,780.75</b>	<b>3,457.29</b>	<b>431.81</b>	<b>6,806.22</b>	<b>1,144.77</b>	<b>249.92</b>	<b>1,394.70</b>	<b>5,411.52</b>	<b>2,635.97</b>

<b>ANNEXURE - I.10</b>									
<b>RESTATED STATEMENT OF FIXED ASSETS &amp; DEPRECIATIONS</b>									
As per Companies Act									
FY 23-24 (Stub Period) (April - November 2023)									
₹ in Lakhs									
Asset Group	Gross Block			Depreciation			Net Block		
	As on 1.04.2023	Additions	Deletion	As at 30.11.2023	As on 1.04.2023	Additions	As at 30.11.2023	As at 30.11.2023	As on 31.03.2023
<b>Property Plant &amp; Equipment (A)</b>									
Building	1,411.91	162.71		1,574.62	297.34	30.55	327.89	1,246.73	1,114.57
Computers & Accessories	29.44	10.72		40.16	19.74	5.84	25.59	14.58	9.70
Furnitures & Fixtures	15.16	4.29		19.45	7.85	0.84	8.69	10.76	7.31
Land	517.08	-		517.08	-	-	-	517.08	517.08
Office Equipment	78.62	28.13		106.75	49.73	6.47	56.20	50.55	28.89
Plant & Machinery	2,238.17	2,615.21	-	4,853.38	584.51	133.39	717.90	4,135.47	1,653.66
Software	333.85	470.82		804.67	126.53	97.07	223.61	581.06	207.32
Vehicles	354.23	2.08		356.32	309.00	21.95	330.94	25.37	45.24
<b>Total (A)</b>	<b>4,978.46</b>	<b>3,293.96</b>	<b>-</b>	<b>8,272.43</b>	<b>1,394.70</b>	<b>296.11</b>	<b>1,690.81</b>	<b>6,581.62</b>	<b>3,583.76</b>
<b>Intangible Asset under Development (B)</b>									
Intangible Asset under Development	470.82		470.82	-	-	-	-	-	470.82
<b>Total (B)</b>	<b>470.82</b>	<b>-</b>	<b>470.82</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>470.82</b>
<b>Capital WIP (C)</b>									
CWIP Projects	1,356.94	564.25	1921.19	-	-	-	-	-	1356.94
CWIP IPO Project		14.90	-	14.90	-	-	-	14.90	
WIP Software Development		7.50	-	7.50	-	-	-	7.50	
WIP Electricals & Accessories		10.99	10.99	-	-	-	-	-	-
WIP P&M		665.84	665.84	-	-	-	-	-	-
WIP Building		103.56	103.56	-	-	-	-	-	-
<b>Total (C)</b>	<b>1,356.94</b>	<b>1,367.05</b>	<b>2,701.58</b>	<b>22.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22.40</b>	<b>1,356.94</b>
<b>Total (A+B+C)</b>	<b>6,806.22</b>	<b>4,661.01</b>	<b>3,172.40</b>	<b>8,294.83</b>	<b>1,394.70</b>	<b>296.11</b>	<b>1,690.81</b>	<b>6,604.02</b>	<b>5,411.52</b>

*(Rest of the page is intentionally left blank)*

<b>JEYYAM GLOBAL FOODS LIMITED</b>				
<b>Notes forming Part of Restated Statement of Profit &amp; Loss Account</b>	<b>₹ in Lakhs</b>			
	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
<b>II.1 : Restated Statement Of Revenue from Operations</b>				
Sale of Products	37,563.66	38,217.00	25,388.30	24,446.48
	<b>37,563.66</b>	<b>38,217.00</b>	<b>25,388.30</b>	<b>24,446.48</b>
<b>II.2 : Restated Statement Of Other Income</b>				
	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
<b>Other Non-Operating Income</b>				
Other non-operating income	0.04	3.62	-	1.00
	<b>0.04</b>	<b>3.62</b>	<b>-</b>	<b>1.00</b>
<b>II.3: Restated Statement Of Cost of Materials Consumed</b>				
	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
Inventory at the beginning of the year	1,721.11	871.59	923.29	701.83
Raw Material	258.03	288.35	215.27	250.56
Packing Materials & Others	<b>1,979.14</b>	<b>1,159.94</b>	<b>1,138.56</b>	<b>952.39</b>
	34,689.65	34,494.57	21,286.11	20,814.98
<b>Purchases and Direct Expenses:-</b>				
Raw Material	1,213.39	1,063.81	1,076.47	849.87
Packing Materials & Others	148.17	185.87	158.09	150.55
Power & Fuel Cost	250.11	445.01	399.60	349.53
Wages Less: Discount & Quality Allowances	(778.12)	(679.16)	(786.27)	(630.49)
	<b>35,523.20</b>	<b>35,510.09</b>	<b>22,134.00</b>	<b>21,534.45</b>
Inventory at the end of the year	3,660.09	1,721.11	871.59	923.29
Raw Material	277.42	258.03	288.35	215.27
Packing Materials & Others	<b>3,937.52</b>	<b>1,979.14</b>	<b>1,159.94</b>	<b>1,138.56</b>
	<b>33,564.82</b>	<b>34,690.89</b>	<b>22,112.62</b>	<b>21,348.28</b>
<b>II.4 : Restated Statement Of Changes in Inventory</b>				
	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
Inventory at the beginning of the year				
Finished Goods	549.26	341.29	266.92	521.85
Work-in-Progress	1,143.00	835.54	1,022.90	1,151.35
Inventory at the end of the year				
Finished Goods	228.68	549.26	341.29	266.92
Work-in-Progress	1,529.14	1,143.00	835.54	1,022.90
(Increase)/Decrease in Inventories				
Finished Goods	320.58	(207.97)	(74.37)	254.93
Work-in-Progress	(386.15)	(307.46)	187.36	128.45
	<b>(65.56)</b>	<b>(515.43)</b>	<b>112.99</b>	<b>383.38</b>
<b>II.5 : Restated Statement Of Employee Benefits Expenses</b>				
	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
Salary and Wages	650.86	808.46	759.27	621.61
Contribution to Provident and Other fund	57.67	42.77	47.76	43.09
Staff welfare Expenses	33.69	58.24	28.22	32.25
	<b>742.22</b>	<b>909.47</b>	<b>835.25</b>	<b>696.95</b>

				₹ in Lakhs
<b>II.6 : Restated Statement Of Finance Costs</b>				
	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>30.11.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Interest On Term Loan	136.59	53.03	170.01	154.94
Interest On Working Capital	349.13	354.34	164.40	163.66
Interest On Others	28.32	-	18.49	184.06
	<b>514.04</b>	<b>407.37</b>	<b>352.90</b>	<b>502.66</b>
<b>II.7: Restated Statement Of Depreciation and Amortization expense</b>	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>30.11.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Depreciation	296.11	249.92	217.98	202.96
	<b>296.11</b>	<b>249.92</b>	<b>217.98</b>	<b>202.96</b>
<b>II.8: Restated Statement Of Other Expenses</b>				
	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>30.11.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Payment to Auditor (Refer Note no II.8a)	2.00	2.00	2.00	2.00
Provision for Bad and Doubtful Debts	11.06	-	-	-
Bank Charges	66.08	30.05	15.11	11.87
Commission Expenses	5.78	14.87	17.78	13.77
Discount Expenses	8.03	2.44	2.36	7.32
Communication Cost	45.30	55.76	51.93	42.85
CSR Expenditure (Refer Note no II.8b)	6.00	11.20	11.42	12.35
Donation And Contribution	1.31	5.02	3.67	3.73
Rates and Taxes	96.14	133.94	146.72	25.27
Freight Expenses	463.49	418.29	346.67	302.14
Fumigation Expenses	1.31	3.24	2.41	0.91
Insurance	61.77	68.70	49.28	44.51
Power & Fuel	2.38	3.34	2.08	0.94
Printing & Stationary	6.42	12.27	6.52	4.43
Product Development & Promotion	123.27	94.00	87.82	144.45
Professional Charges	58.81	178.91	158.20	61.92
Rent Expenses	98.49	72.88	101.53	75.64
Repairs And Maintenance	81.78	167.49	57.49	36.81
Security Charges	32.19	21.78	19.10	14.19
Testing Charges	4.86	2.69	6.90	1.81
Travelling & Conveyance	82.16	117.97	81.91	34.79
Other Misc.Expenditure	2.29	14.24	4.37	4.24
	<b>1,260.94</b>	<b>1,431.11</b>	<b>1,175.25</b>	<b>845.95</b>
<b>II.8a. Restated Statement of Payment to Auditor</b>				
For Statutory Audit	2.00	2.00	2.00	2.00
	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>
<b>II.8b. Restated Statement of Corporate Social Responsibility</b>				
As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development project				
		<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Amount required to be spent by the company during the year		11.20	11.42	12.35
Amount of expenditure incurred/transferred to unspent CSR Account		11.20	11.42	12.35
Shortfall at the end of the year		-	-	-
<b>II.9: Restated Statement Of Current tax</b>				
	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>	<b>For the year ended</b>
	<b>30.11.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Income Tax	279.31	237.67	146.27	121.15
Tax pertaining to earlier year	-	-	-	6.51
Tax pertaining to earlier year	<b>279.31</b>	<b>237.67</b>	<b>146.27</b>	<b>127.67</b>



<b>II.10: Restated Statement Of Deferred tax</b>	<b>For the year ended 30.11.2023</b>	<b>For the year ended 31.03.2023</b>	<b>For the year ended 31.03.2022</b>	<b>the year ended 31.03.2021</b>
Deferred Tax	29.13	22.82	(1.76)	(7.02)
Tax reported in Profit & Loss	<b>29.13</b>	<b>22.82</b>	<b>(1.76)</b>	<b>(7.02)</b>
<b>A. Deferred Tax Liabilities (Net)</b>	<b>As at 30th November 2023</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Deferred Tax Liabilities</b>	185.61	148.43	130.21	128.27
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization for financial reporting				
<b>Gross Deferred Tax Liability</b>	<b>185.61</b>	<b>148.43</b>	<b>130.21</b>	<b>128.27</b>
<b>Deferred Tax Assets</b>				
Gratuity & Leave encashment	17	9	13	10
Unused Tax Losses	-	-	-	-
<b>Gross Deferred Tax Assets</b>	<b>16.87</b>	<b>8.82</b>	<b>13.42</b>	<b>9.72</b>
<b>Net Deferred Tax Liability / (Asset)</b>	<b>168.74</b>	<b>139.61</b>	<b>116.79</b>	<b>118.55</b>
<b>B. Reconciliation of Deferred Tax liability</b>				
<b>Opening Deferred Tax Liability</b>	<b>139.61</b>	<b>116.79</b>	<b>118.55</b>	<b>125.56</b>
Deferred Credit recorded in Statement of Profit & Loss	29.13	22.82	(1.76)	(7.02)
<b>Closing Deferred Tax Liability / (Asset) (Net)</b>	<b>168.74</b>	<b>139.61</b>	<b>116.79</b>	<b>118.55</b>
<b>II.11. Restated Statement Of Earnings per share</b>				
	<b>30.11.2023</b>	<b>31.03.2023</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Nominal value of equity shares	10	10	10	10
Profit attributable to equity shareholders (A)	943	787	437	347
Weighted average number of equity shares outstanding during the year for Basic EPS (B)	6,10,482	6,10,482	5,29,570	2,19,636
Weighted average number of equity shares outstanding during the year for Adjusted Basic EPS (C)*	1,77,03,978	1,77,03,978	1,53,57,521	63,69,444
Basic/Diluted earnings per share (A/B) (In ₹)	154.42	128.88	82.48	157.82
Adjusted basic earnings per share (A/C) (In ₹)	5.32	4.44	2.84	5.44
<b>*Note:</b>				
The Board of Directors pursuant to a resolution dated January 05, 2024 and Shareholders pursuant to a special resolution dated January 05, 2024 have approved the Issuance of 1,70,93,496 bonus Equity Shares of ₹ 10/- each, in ratio of 28:1.				

(Rest of the page is intentionally left blank)

**JEYYAM GLOBAL FOODS LIMITED**

**ANNEXURE - V**

**Additional regulatory and other information as required by the Schedule III to the Companies Act 2013**

- i) The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment.
- ii) The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment
- iii) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- iv) The Company has been sanctioned working capital limits from banks or financial institutions on the basis of security of current assets during the year.
- v) The Company is not declared as wilful defaulter by any bank or financial Institution or other lenders.
- vi) The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- vii) The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.
- viii) There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- ix) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources 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.
- x) The company has also 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.
- xi) The Company do not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- xii) The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not.
- xiii) **Summary of Contingent Liabilities** **₹ in Lakhs**

Our Company have contingent liabilities for the financial years ended on March 31, 2023, 2022 and 2021 and period ended November 30, 2023

<b>Particulars</b>	<b>As at 30.11.2023</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>	<b>As at 31.03.2021</b>
a. Claims against the company not acknowledged as debts	72.00	72.00	20.00	-
b. TDS Defaults with respect to Delay filing fee, Short Deduction and Interest thereon	11.54	4.55	2.93	2.33
c. Income Tax Outstanding Demand	224.96	224.96	87.97	74.53

*(Rest of the page is intentionally left blank)*

**JEYYAM GLOBAL FOODS LIMITED**

**ANNEXURE - V**

**xiv) Summary of Outstanding Litigations** **₹ in Lakhs**

A brief detail of such outstanding litigations as on the date of this Draft Prospectus are as follows:

**Litigations filed by our Company:-**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
-----------------	--------------------------	--

Criminal proceedings	0	-
Others#	8	14.88

#Litigations include case filed against debtors for default in payment of dues

**Litigations filed by our Company:-**

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
-----------------	--------------------------	--

Criminal proceedings	0	-
NCLAT*	1	52
Others#	1	20

\*The company was referred to Corporate Insolvency Resolution Process (CIRP) under section 9 of IBC, 2016, by a business consultant. However, the Hon'ble NCLT Chennai dismissed the reference, citing pre-existing disputes predating the action under section 8 of IBC, 2016. Following the NCLT's decision, the claimant appealed to the Hon'ble NCLAT. If the appeal is successful, the company may face a liability of Rs 52 lakh. Despite this, the company is confident that the liability does not apply as the instrument relevant to the claim was terminated before the claim itself. The matter is scheduled for further hearing on 15.6.2023.

#Litigations include case filed by vendor in NCLAT and by worker for accident claim under Deputy commissioner of Salem.

Ratio	Unit of Measurements	30.11.2023	31-03-2023	31-03-2022	31-03-2021
Current ratio	In multiple	1.49	1.24	1.23	1.14
Debt- Equity Ratio	In multiple	1.31	1.42	0.58	1.74
Return on Equity ratio	In Percentage	12.64%	12.08%	7.63%	11.14%
Inventory Turnover ratio	In Days	34	32	39	42
Trade Receivable Turnover Ratio	In Days	20	15	8	9
Trade Payable Turnover Ratio	In Days	3	5	14	14
Net Capital Turnover Ratio	In multiple	14	32	43	33
Net Profit ratio	In Percentage	2.51%	2.06%	1.72%	1.42%
Return on Capital Employed	In Percentage	17.06%	15.22%	13.36%	14.93%
Return on Investment	In Percentage	5.22%	4.67%	4.39%	3.44%

**Formula adopted for above Ratios:**

Current Ratio = Current Assets / (Total Current Liabilities)

Debt-Equity Ratio = Total Debt / Total Equity

Return on Equity Ratio = Total Comprehensive Income / Total Equity

Inventory Turnover Ratio (Average Inventory days) = 365 / (Cost of Goods Sold / Average Inventories)

Trade receivables Turnover Ratio (Average Receivables days) = 365 / (Net Revenue / Average Trade receivables)

Trade Payables Turnover Ratio(Average Payable days)= 365 / (Cost of Goods Sold/Average Trade payables)

Net Capital Turnover Ratio = (Net Revenue / (Average Current Assets - Average Current Liabilities)

Net Profit Ratio = Net Profit / Net Revenue

Return on Capital employed = (Total Comprehensive Income + Interest) / (Equity + Total Debt+Defferex Tax)

Return on Investment (Assets) = Total Comprehensive Income / Total Assets

**xv) Restated Statement Of Earnings in Foreign Exchange**

Particulars	30-11-2023	31-03-2023	31-03-2022	31-03-2021
Export of Goods/Services	-	-	-	-

	Nil	Nil	Nil	Nil
--	-----	-----	-----	-----

**xvi) Restated Statement Of Expenditure in Foreign Currency**

Particulars	30-11-2023	31-03-2023	31-03-2022	31-03-2021
Import of Services	-	-	-	-

	Nil	Nil	Nil	Nil
--	-----	-----	-----	-----

**JEYYAM GLOBAL FOODS LIMITED****ANNEXURE - V****xvii) Re-grouping/re-classification of amounts**

The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee.

**xviii) Examination of Books of Accounts**

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

**xix)** The restated financial statements were approved by the Board of directors on 25th of May 2023

**xx)** Reclassification of previous year figures upon complying with Schedule III Amendments

**xxi) MCA - Schedule III Amendments**

The Company is required to comply with the amendments in Schedule III of Companies Act, 2013 notified on 24-03-2021, with effect from 01-04-2021. Accordingly the Company has complied with the disclosure and presentation requirements as per the aforesaid amendments and reclassified the following items in the previous years, to conform to current year classification.

The accompanying notes form an integral part of restated financial statements.  
As per our report of even date attached.

**"As Per Our Report of Even Date"**  
**For A B C D & Co.**  
**Chartered Accountants**  
**FRN: 016415S**

**Sd/-**  
**Vinay Kumar Bachhawat**  
**M No 214520**  
**UDIN: 24214520BKCWQC4704**  
**Date: 23-03-2024**  
**Place: Chennai**

**For and on behalf of the board**  
**M/s Jeyyam Global Foods Limited**

**Sd/-**  
**Shripal Veeramchand Sanghvi**  
**Whole Time Director**  
**DIN: 07788214**

**Sd/-**  
**Chinnaponnu Devarajan**  
**Chief Financial Officer**

**Sd/-**  
**Amit Agarwal**  
**Managing Director**  
**DIN: 01653009**

**Sd/-**  
**Ritika Agarwal**  
**Company Secretary**  
**M no. 35689**

*(Rest of the page is intentionally left blank)*

**JEYYAM GLOBAL FOODS LIMITED**

**ANNEXURE - VI**

**Adjustments made in restated financial statements / regrouping notes**

**I. 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.

**II. Material Adjustments in Restated Profit & Loss Account :**

₹ in Lakhs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Profit After tax as per Books of Accounts</b>	739.50	437.02	358.02
Adjustments for Provision of Leave Encashment	(4.53)	(1.06)	(7.27)
Adjustments for Provision of Gratuity	56.43	(2.86)	(13.83)
Adjustments for Provision of Deffered Tax	(4.60)	3.70	9.72
Adjustments for Disallowance	-	-	-
<b>Restated Profit (Loss) after tax</b>	<b>786.80</b>	<b>436.80</b>	<b>346.64</b>

**III. 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.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Reserves &amp; Surplus as per Books of Accounts</b>	6,416.57	5,677.06	3,102.12
Adjustments in Profit & loss Account	47.29	(0.22)	(11.38)
Adjustments in Opening balance	(11.60)	(11.38)	-
<b>Restated Reserves &amp; Surplus</b>	<b>6,452.26</b>	<b>5,665.46</b>	<b>3,090.74</b>

The accompanying notes form an integral part of restated financial statements.  
As per our report of even date attached.

"As Per Our Report of Even Date"

For A B C D & Co.  
Chartered Accountants  
FRN: 016415S

Sd/-  
Vinay Kumar Bachhawat  
M No 214520  
UDIN: 24214520BKCWQC4704  
Date:23-03-2024  
Place: Chennai

For and on behalf of the board  
M/s Jeyyam Global Foods Limited

Sd/-  
Shripal Veeramchand Sanghvi  
Whole Time Director  
DIN:07788214

Sd/-  
Chinnaponnu Devarajan  
Chief Financial Officer

Sd/-  
Amit Agarwal  
Managing Director  
DIN:01653009

Sd/-  
Ritika Agarwal  
Company Secretary  
M no. 35689

**C. Balance as at year end**

**JEYYAM GLOBAL FOODS LIMITED  
ANNEXURE - VII**

**Restated Statement of Related Party Disclosures**

**A. List of Related Parties**

Name of the related party and nature of relationship as on 30th November 2023

Description of Relationship	Nature of Relationship	Name of the Related Party
Key Management Personnel(KMP)	Directors	Saravanan Shrruthi (Resigned w.e.f. September 30, 2023)
		Sujathaa Mehta (w.e.f September 27, 2023)
Key Management Personnel(KMP)	Managing Directos	Krishnasamy Saravanan (Resigned w.e.f. September 30, 2023)
		Shripal Veeramchand Sanghvi
Key Management Personnel(KMP)	Whole Time Director & CFO	Amit Agarwal (w.e.f September 27, 2023)
Relative of Director & Shareholder	Relative of Director & Shareholder	Arihanth Mehta
Relative of Director & Shareholder	Relative of Director & Shareholder	Shreyans Mehta
Relative of Director & Shareholder	Relative of Director & Shareholder	Siddharth Mehta
Relative of Director & Shareholder	Relative of Director & Shareholder	Simran Sureshchand

**Note : M/s Muster Online Private Limited - Director had significant influence only upto FY 2022-23**

**B. Transaction with Related Parties**

₹ in Lakhs

Nature of the Transaction	Name of Related Party	₹ in Lakhs			
		For the period ended 30 November, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
Loan Borrowed	Krishnasamy Saravanan	1,269.32	6,235.67	1,356.72	-
Loan Repaid		3,579.49	4,850.25	431.96	-
Loan Borrowed	Thilagavathi.S	-	193.60	325.62	3,084.42
Loan Repaid		-	0.05	1,478.46	2,871.93
Loan Borrowed	Shripal Veeramchand Sanghvi	-	-	2.04	920.12
Loan Repaid		-	-	921.60	0.56
Loan Borrowed	Saravanan Shrruthi	-	-	8.00	54.00
Loan Repaid		-	-	8.00	303.60
Loan Borrowed	Sujathaa Mehta	285.00	-	-	373.38
Loan Repaid		-	-	-	18.56
Loan Borrowed	Arihanth Mehta	12.25	-	-	109.34
Loan Repaid		10.40	-	-	0.56
Loan Borrowed	Shreyans Mehta	-	-	-	109.34
Loan Repaid		-	-	-	0.56
Loan Borrowed	Simran Sureshchand	-	-	-	109.34
Loan Repaid		-	-	-	0.56
Advance Received Back	Muster Online Private Limited	Not related	1289.40	-	-
Loan converted to equity share capital	Sujathaa Mehta	-	-	354.83	-
Loan converted to equity share capital	Arihanth Mehta	-	-	108.79	-
Loan converted to equity share capital	Shreyans Mehta	-	-	108.79	-
Loan converted to equity share capital	Simran Sureshchand	-	-	108.79	-
Salary	Shripal Veeramchand	-	45.00	40.00	-
Property Advance given	Thilagavathi.S	-	-	-	1,800.00
Property Advance Returned	Thilagavathi.S	502.80	-	-	-
Legal/Professional/Consultancy Charges paid	Krishnasamy Saravanan	-	18.00	6.00	-
Legal/Professional/Consultancy Charges paid	Saravanan Shrruthi	-	-	6.00	-
Legal/Professional/Consultancy Charges paid	Thilagavathi.S	-	-	18.00	-

B	Nature of the Transaction	Name of Related Party	For the period ended 30 November, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021
	Loan Payable	Krishnasamy Saravanan	-	2,310.18	924.76	-
	Loan Payable	Thilagavathi.S	-	-	-	959.30
	Loan Receivable		-	-	193.55	-
		Shripal Veeramchand	-	-	-	919.56
	Loan Payable	Sanghvi				
	Loan Payable	Sujathaa Mehta	285.00	-	-	354.83
	Loan Payable	Arihanth Mehta	1.85	-	-	108.79
	Loan Payable	Shreyans Mehta	-	-	-	108.79
	Loan Payable	Simran Sureshchand	-	-	-	108.79
	Property Advance Given	Thilagavathi.S	1,297.20	1,800.00	1,800.00	1,800.00
	Sundry Creditor	Krishnasamy Saravanan	-	17.64	5.40	-
	Sundry Creditor	Saravanan Shrruthi	-	-	5.40	-
	Sundry Creditor	Thilagavathi.S	-	-	16.20	-
	Advance Given	Muster Online Private Ltd	<b>Not Related</b>	506.88	1,796.28	1,796.28

JEYYAM GLOBAL FOODS LIMITED					
ANNEXURE - VIII					
<b>Restated Statement of Tax Shelter</b>					
₹ in Lakhs					
Particulars	For the period ended 30th November, 2023	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2021	
<b>A Profit before taxes as restated</b>	1,251.12	1,047.29	581.31	467.29	
<b>B Tax rates applicable %</b>	25.17%	25.17%	25.17%	25.17%	
<b>C Tax Impact (A*B)</b>	314.88	263.58	146.30	117.61	
Adjustments :					
<b>D Permanent differences</b>					
Nullifying effect of changes in restated financials	-	(51.89)	3.93	21.09	
Expenses disallowed under section 37 of the IT Act 1961	6.41	16.22	3.67	3.73	
<b>Total Permanent Differences</b>	<b>6.41</b>	<b>(35.67)</b>	<b>7.59</b>	<b>24.82</b>	
<b>E Timing differences</b>					
Differences between Book depreciation and tax depreciation	(147.75)	(67.29)	(7.73)	(10.74)	
<b>Total timing differences</b>	<b>(147.75)</b>	<b>(67.29)</b>	<b>(7.73)</b>	<b>(10.74)</b>	
Set off of carried forwarded business losses	-	-	-	-	
<b>F Net adjustment (F) = (D+E)</b>	<b>(141.34)</b>	<b>(102.96)</b>	<b>(0.14)</b>	<b>14.08</b>	
<b>G Tax expenses / (saving ) thereon (F*B)</b>	<b>(35.57)</b>	<b>(25.91)</b>	<b>(0.03)</b>	<b>3.54</b>	
<b>H Tax liability , after considering the effect of adjustment (C + G)</b>	<b>279.31</b>	<b>237.67</b>	<b>146.27</b>	<b>121.15</b>	
<b>I Book profit as per MAT *</b>	NA	NA	NA	NA	
<b>J MAT Rate (%)</b>	NA	NA	NA	NA	
<b>K Tax liability as per MAT (I*J)</b>	NA	NA	NA	NA	
<b>L Current tax being higher of (H) or (K)</b>	<b>279.31</b>	<b>237.67</b>	<b>146.27</b>	<b>121.15</b>	
Interest u/s 234A, B & C of Income Tax Act	-	24.24	13.06	10.68	
<b>N Current Tax Expense (L+M)</b>	<b>279.31</b>	<b>261.91</b>	<b>159.33</b>	<b>131.83</b>	
<b>P Category of Tax paid in income tax return filed by company</b>	Section 115BAA	Section 115BAA	Section 115BAA	Section 115BAA	
* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961, is not applicable since the Company has opted for Section 115BAA of the Income Tax Act, 1961					
<b>Notes:</b>					
The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above. Also interest u/s 234 A, B & C have been taken as per IT returns filed.					

**Notes on Borrowings**

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on 30-11-2023 (₹ In Lakhs)	Principal Terms & Conditions
HDFC	03-Jul-23	Cash Credit/ WCDL	2,000.00	1,948.85	<p>1. <b>Interest Rate:</b> 9.25% p.a</p> <p>2. <b>Repayment:</b> On Demand</p> <p>3. <b>Security:</b></p> <p>C. Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1. 42/2, 42/2, 32/5A , 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32 /1A,32/6A,33/3C1,29/2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.</p> <p>D. Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.</p> <p>iii. Plant and Machinery - Pari passu charge on plant and machinery with Indian bank.</p> <p>iv. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p>4. <b>Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal and Mrs. Sujathaa Mehta</p> <p>5. <b>Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>
Indian Bank	22-Sep-23	Cash Credit	4,500.00	4,403.61	<p>1. <b>Interest Rate:</b> 9.45% p.a</p> <p>2. <b>Repayment:</b> on Demand</p> <p>3. <b>Security:</b></p> <p>Primary: Pari Passu hypothecation charge on entire current assets of the company including stock and book debt present and future with HDFC bank Ltd.</p> <p>Collateral: A. Pari Passu on Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land. B. Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p> <p>4. <b>Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy and Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta.</p> <p>5. <b>Processing Fees:</b> ₹ 350 per lakhs or part thereof.</p>
HDFC	03-Jul-23	Term Loan	1,700.00	1,395.01	<p>5. <b>Interest Rate:</b> 9.50% p.a</p> <p>6. <b>Repayment:</b> in 60 monthly EMI</p> <p>7. <b>Security:</b></p> <p>C. Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1. 42/2, 42/2, 32/5A , 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32 /1A,32/6A,33/3C1,29/2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.</p> <p>D. Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. Land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.</p> <p>iii. Plant and Machinery - Exclusive charge on the movable fixed asset (machinery) created out of our term loan.</p> <p>iv. Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p>8. <b>Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal and Mrs. Sujathaa Mehta</p> <p>9. <b>Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>



Indian Bank	22-Sep-23	Term Loan	400.00	378.48	<p><b>1. Interest Rate:</b> 9.45% p.a</p> <p><b>2. Repayment:</b></p> <p>iii. Principal Amount ₹ 4.00Cr is repayable in 16 quarterly instalments of Rs.25 Lakhs from Sep 2023 Quarter.</p> <p>iv. Interest in 60 monthly EMI.</p> <p><b>3. Security:</b></p> <p>Primary: Exclusive hypothecation charge on machinery purchased out of bank term loan.</p> <p>Collateral: F. Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land. G. Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p> <p><b>5. Processing Fees:</b> ₹ 120 per lakhs or part thereof subject to maximum of ₹ 60,000 (to be charged on outstanding balance).</p>
HDFC	28-Apr-22	GECLS	163.00	164.24	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p>
HDFC	28-Apr-22	GECLS	367.00	162.04	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs. Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs. Sujatha Mehta</p>
IndusInd Bank	25-Sep-17	Term Loan	550.00	295.45	<p><b>1. Interest Rate:</b> 10% (Floating rate)</p> <p><b>2. Repayment:</b> in 120 monthly EMI</p> <p><b>3. Security:</b> Land located on Jageer amapalayam village, suramangalam sud Rd, salem west. Survey No 258/5, 20230Sq ft</p> <p><b>4. Personal Guarantee:</b> Mrs. Thilagavathi</p>
Unity Small Finance Bank Ltd	09-Feb-22	Term Loan	500.00	456.81	<p><b>1. Interest Rate:</b> 14% p.a (Fixed)</p> <p><b>2. Repayment:</b> in 120 monthly EMI</p> <p><b>3. Security:</b> Land located at No.122 Rasinagar Salem 636005</p>
Ambit Finvest	16-Feb-22	Term Loan	300.00	278.45	<p><b>1. Interest Rate:</b> 14% (Floating Rate)</p> <p><b>2. Repayment:</b> in 120 monthly EMI</p> <p><b>3. Security:</b></p> <p>a) Land located in suramangalam main road, pakkapatty Village, Salem Area 21600</p> <p>b) Land Located in Gorikkadu, Pallapatty Village, Salem Area 14193</p> <p>c) Land Located in Jagir Ammapalayam Village, Salem. Area 9600</p>

(Rest of the page is intentionally left blank)

**OTHER FINANCIAL INFORMATION**

*(₹ in Lakhs)*

<b>RESTATED STATEMENT OF ACCOUNTING RATIOS</b>				
<b>Particulars</b>	<b>For the eight - months period ended November 30, 2023</b>	<b>For the Financial Years ended March 31</b>		
		<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Restated PAT as per P&amp;L Account (₹ in Lakhs)</b>	<b>942.68</b>	<b>786.80</b>	<b>436.80</b>	<b>346.64</b>
EBITDA (₹ in Lakhs)	2,061.23	1,700.95	1,152.19	1,171.91
Weighted Average Number of Equity Shares at the end of the Period - Basic	6,10,482	6,10,482	5,29,570	2,19,636
Weighted Average Number of Equity Shares at the end of the Period – Basic Adjusted for split and bonus*	3,54,07,956	3,54,07,956	3,07,15,041	1,27,38,888
<b>Net worth (₹ in Lakhs)</b>	<b>7,455.98</b>	<b>6,513.30</b>	<b>5,726.51</b>	<b>3,112.70</b>
Current Assets (₹ in Lakhs)	11,389.49	8,961.17	3,567.24	4,039.70
Current Liabilities (₹ in Lakhs)	7,667.31	7,239.93	2,898.99	3,533.63
<b>Earnings per share</b>				
Basic EPS	154.42	128.88	82.48	157.82
Adjusted EPS*	2.66	2.22	1.42	2.72
<b>Return on Net Worth %</b>	<b>12.64%</b>	<b>12.08%</b>	<b>7.63%</b>	<b>11.14%</b>
<b>Net Asset value per share</b>	<b>1221.33</b>	<b>1066.91</b>	<b>1081.35</b>	<b>1417.21</b>
<b>Net Asset value per share – Adjusted</b>	<b>21.06</b>	<b>18.40</b>	<b>18.64</b>	<b>24.43</b>
Current ratio	1.49	1.24	1.23	1.14
Nominal value per equity share (₹.)#	10	10	10	10
* Data as per the certificate issued by the Statutory Auditor M/S. A B C D & Co., Chartered Accountants dated April 3, 2024, UDIN: 24214520BKCWRN9002				
#The Company has split the shares vide passing a special resolution at the Extraordinary General Meeting held on March 30, 2024 by sub division on one equity share of the Company having face value of INR 10/- each into 2 (two) equity shares having face value of INR 5/- each.				
<b>Notes:</b>				
1) The ratios have been calculated as below:				
Basic Earnings per Share (₹) = Restated PAT attributable to Equity Shareholders/ Weighted number of Equity Shares				
Basic Earnings per Share (₹) = Restated PAT attributable to Equity Shareholders/ Weighted number of Equity Shares adjusted for bonus and split				
b) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth.				
c) Restated 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.				
2) Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares and split shares.				
3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.				
4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)				
5) The figures disclosed above are based on the Restated Financial Statements of the Company as on November 30, 2024				

## **RELATED PARTY TRANSACTIONS**

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this Draft Red Herring Prospectus i.e., for the eight months period ended November 30, 2023, and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 please refer to head titled “Related Party Transactions” annexed with the restated financial statements, on page 241 of this Draft Red Herring Prospectus.

*(Rest of the page is intentionally left blank)*

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations for the period ending on November 30, 2023 and for the Financial Years 2023, 2022 and 2021 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 214 of this Draft Red Herring 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 Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 26 of this Draft Red Herring 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 Jeyyam Global Foods Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the period ended on November 30, 2023 and Financial Years 2023, 2022 and 2021 included in this Draft Red Herring Prospectus beginning on page 214 of this Draft Red Herring Prospectus.*

### **BUSINESS OVERVIEW**

Over more than 15 years in food industry, we specializes in manufacturing and/or processing and supply of Bengal Gram (locally known as 'Chana'), Fried Gram, and Besan Flour to wide variety of market like Distributors, Large Retailers, Hotels, Restaurants, Caterers, Branded Supermarkets and Wholesalers. Our Company is continuously engaged in undertaking research and development and is ready to enter into the B2C business of spices and masala, ready to cook and ready to eat foods, salt, sugar, soya and vermicelli, among others.

"Jeyyam" brand is known best for its quality. The brand has earned the trust, and loyalty of its distributors, retailers, and customers solely for its quality through complete transparency. We adhere to standard practices and strictly abides by statutory norms. Our Company has obtained FSSAI License for both of its Factory locations and ensures that ISO 9001:2015 and ISO 22000:2018 standards are followed in both of its Factory location and have obtained the ISO Certification for Factory situated in Salem.

Our focus on quality ensures that every step of the process, from procurement, processing to packaging, is carried out to the highest standards. Our manufacturing facilities, coupled with a supply chain, enables us to deliver products that meet the evolving needs of our customers.

Jeyyam is a brand that is synonymous with quality, trust, and innovation. We are dedicated to the Chana industry and we are committed to driving growth and transformation in this sector.

With deep expertise in chana, a strong team and leverage to anchor and establish the entire Chana value chain, we are on its way to become a pan-India Chana brand.

Jeyyam is a brand with a focus in the Chana industry. Our experience in setting up and operating chana product manufacturing units has helped us understand and build a thriving supply chain ecosystem. We are proud to have set up a model of forward and backward integration in the chana value chain, driving value for every player in the ecosystem.

### **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., November 30, 2023, as disclosed in this Draft Red Herring 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 except as follows:

1. Our Company has received the revised sanction letter from HDFC bank on 16<sup>th</sup> December 2023 where the Facility amount has been revised to ₹ 3,700 lakhs as compared to previous facility amount of Rs 5700 Lakhs and Amit Agarwal, Shripal Veeramchand Sanghvi and Sujathaa Mehta were appointed as additional guarantors and Shruthi was removed from the guarantor list. Additional security by way of Equitable Mortgage of land and factory situated at Deevatipatty village, Salem District, land measuring 13.26 acres on a pari passu basis with Indian bank.
2. The Board of our Company has approved bonus issue of equity shares in the ratio 28:1 in the board meeting held on January 04, 2024. The members of our Company approved proposal of Board of Directors for bonus issue of equity shares in the ratio 28:1 in the EGM held on January 05, 2024.
3. The bonus issue of equity shares in the ratio 28:1 was allotted in the board meeting held on January 05, 2024.
4. The Board of our Company had accepted the resignation of Amit Agarwal from the post of Chief Financial Officer and Whole-time director and resignation of Shripal Veeramchand Sanghvi from the post of Managing Director of our Company in the board meeting held on 26<sup>th</sup> February 2024.
5. The Board of our Company has appointed Mr. Devarajan as the Chief Financial Officer, Ritika Agarwal as our Company secretary in the board meeting held on March 01, 2024. In the same meeting, The Board also proposed in the same meeting for appointment of Mr. Amit Agarwal as Managing Director, Shripal Veeramchand Sanghvi as Whole-time director, Mr. Vikas Mahipal and Mr. Shanmugam as independent directors of our Company.
6. The members of our Company approved proposal of Board of Directors for appointment of Amit Agarwal as Managing Director, Shripal Veeramchand Sanghvi as Whole-time director, Mr. Vikas Mahipal and Mr. Shanmugam as independent directors of our Company.
7. The Board of Directors to company with provision of companies act 2013, formed Audit Committee, Nomination and Remuneration committee, stakeholders Committee and adoption of Policies on Disclosures And Internal Procedure For Prevention of Insider Trading; Disclosures And Internal Procedure For Vigil Mechanism / Whistle Blower Policy, Preservation of Document Policy, Risk Management Policy, Material Related Party Transaction, Materiality of Events, Formation of Code of Conduct For Key Managerial Personnel (KMP) and Annual Evaluation Policy for The Board of Directors; in the board meeting held on 15<sup>th</sup> March 2024. The Board also appointed Internal auditor and secretarial auditor for FY 2024-25
8. Our Company has split the shares vide passing Resolution at Extraordinary General Meeting held on 30th March 2024 by sub-division of 1 (One) Equity Share of our Company having Face Value of ₹ 10/- each (Rupees Ten only) into 2 (two) Equity Share having Face Value of ₹ 5/- (Rupees Five Only) each.
9. The Board of our Company has approved to raise funds through Initial Public Offering in the board meeting held on April 1, 2024.
10. The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the EGM held on April 2, 2024.

*(For the above details relating to material developments, we have relied upon the certificate dated April 3, 2024 vide UDIN: 24214520BKCWRI2710 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

#### **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 26 of this Draft Red Herring Prospectus. Our Results of Operations and financial conditions are affected by numerous factors including the following:

- Our bidding and execution capability
- Cost of raw material, labour and inputs
- Availability of cost effective funding sources
- Competition from existing and new entrants
- Technological changes
- General economic and demographic changes
- Changes in laws and regulations that apply to the industry in which we operate

## 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 214 of the Draft Red Herring Prospectus.

## KEY PERFORMANCE INDICATORS OF OUR COMPANY

Key Financial Performance	November 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations <sup>(1)</sup>	37,563.66	38,217.00	25,388.30	24446.48
EBITDA <sup>(2)</sup>	2061.23	1,700.95	1,152.19	1,171.91
EBITDA Margin (%) <sup>(3)</sup>	5.49%	4.45%	4.54%	4.79%
PAT	942.68	786.80	436.80	346.64
PAT Margin (%) <sup>(4)</sup>	2.51%	2.06%	1.72%	1.42%
Profit after tax growth (%)	19.81%	80.13%	26.01%	-30.52%
Trade Receivables days <sup>(5)</sup>	20	15	8	9
Inventory days <sup>(6)</sup>	34	32	39	42
Trade Payable days <sup>(7)</sup>	3	5	14	14
Return on equity (%) <sup>(8)</sup>	12.64%	12.08%	7.63%	11.14%
Return on capital employed (%) <sup>(9)</sup>	17.06%	15.22%	13.36%	14.93%
Debt-Equity Ratio (times) <sup>(10)</sup>	1.31	1.42	0.58	1.74
Working Capital Cycle (days) <sup>(11)</sup>	51	42	33	37
Net fixed asset turnover ratio (times) <sup>(12)</sup>	7.39	12.54	10.51	10.16
Current Ratio (times) <sup>(13)</sup>	1.49	1.24	1.23	1.14
Net Asset Value per equity share <sup>(14)</sup> (in ₹)	1221.33	1066.91	1081.35	1417.21
Net Asset Value per equity share – Adjusted <sup>(15)</sup> (in ₹)	21.06	18.40	18.64	24.43

Notes:

- (1) Revenue from operation means revenue from sale of the 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) Trade receivable days is calculated as average trade receivables divided by revenue from operations multiplied by 365 for fiscal years
- (6) Inventory days is calculated as average inventory divided by Cost of Goods Sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchase of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (7) Trade payable days is calculated as average trade payables divided by cost of goods sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchases of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress
- (8) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity
- (9) Return on Capital Employed is calculated as follows: Profit for the period/ year plus finance cost plus tax expenses (EBIT) divided by (Tangible Net Worth plus Total Debt plus Deferred Tax Liabilities)
- (10) Debt to Equity ratio is calculated as Total Debt divided by equity
- (11) Working Capital Cycle is defined as trade receivable days plus inventory days less trade payable days
- (12) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets
- (13) Current Ratio is calculated by dividing Current assets to Current Liabilities
- (14) Net Asset Value per share (in ₹) = Restated net worth at the end of the year (or) period / Weighted Average Number of Equity Shares
- (15) Net Asset Value Per Share (In ₹) Adjusted = Restated Net Worth At The End Of The Year (or) period / Weighted Average Number Of Equity Shares (Adjusted For The Bonus Issue and split shares)

(For the above details relating to the Key Performance Indicators, we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWQO4965 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

## DISCUSSION ON RESULTS OF OPERATIONS

The following table sets forth select financial data from restated profit and loss accounts for the eight-month period ended November 30, 2023, and financial year ended on March 31, 2023, March 31, 2022, and March 31, 2021, and the components of which are also expressed as a percentage of total income for such periods.

(₹ in Lakhs)

Particulars	For the period ended		For the year ended		For the year ended		For the year ended	
	30.11.2023	%	31.03.2023	%	31.03.2022	%	31.03.2021	%
<b>Income</b>								
Revenue From Operations	37,563.66	100.00%	38,217.00	99.99%	25,388.30	100.00%	24,446.48	100.00%
Other Income	0.04	0.00%	3.62	0.01%	-	0.00%	1.00	0.00%
<b>Total Income</b>	<b>37,563.70</b>	<b>100.00%</b>	<b>38,220.62</b>	<b>100.00%</b>	<b>25,388.30</b>	<b>100.00%</b>	<b>24,447.48</b>	<b>100.00%</b>
<b>Expenses</b>								
					24.40		38.93	
Cost of Materials Consumed	33,564.82	89.35%	34,690.89	90.76%	22,112.62	87.10%	21,348.28	87.32%
Changes in Inventories	(65.56)	-0.17%	(515.43)	-1.35%	112.99	0.45%	383.38	1.57%
Employee Benefit Expenses	742.22	1.98%	909.47	2.38%	835.25	3.29%	696.95	2.85%
Finance costs	514.04	1.37%	407.37	1.07%	352.90	1.39%	502.66	2.06%
Depreciation and amortization expenses	296.11	0.79%	249.92	0.65%	217.98	0.86%	202.96	0.83%
Other Expenses	1,260.94	3.36%	1,431.11	3.74%	1,175.25	4.63%	845.95	3.46%
<b>Total Expenses</b>	<b>36,312.57</b>	<b>96.67%</b>	<b>37,173.34</b>	<b>97.26%</b>	<b>24,806.99</b>	<b>97.71%</b>	<b>23,980.18</b>	<b>98.09%</b>
<b>Profit / (Loss) Before Tax</b>	<b>1,251.12</b>	<b>3.33%</b>	<b>1,047.29</b>	<b>2.74%</b>	<b>581.31</b>	<b>2.29%</b>	<b>467.29</b>	<b>1.91%</b>
<b>Tax Expense</b>								
a. Current Tax	279.31	0.74%	237.67	0.62%	146.27	0.58%	121.15	0.50%
b. Deferred Tax	29.13	0.08%	22.82	0.06%	(1.76)	-0.01%	(7.02)	-0.03%
c. Tax pertaining to earlier year	-	0.00%	-	0.00%	-	0.00%	6.51	0.03%
<b>Profit/(Loss) For The Period</b>	<b>942.68</b>	<b>2.51%</b>	<b>786.80</b>	<b>2.06%</b>	<b>436.80</b>	<b>1.72%</b>	<b>346.64</b>	<b>1.42%</b>

\* (%) column represents percentage of total income

(Rest of the page is intentionally left blank)

## 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 Income.

### *Revenue from operations*

Our Revenue from Operations mainly comprises of sale of Chana and related products. Revenue from Operations consists 100% in 8M FY24, FY23, FY22, and FY21. For details in relation to the product offerings, please refer to chapter “Business Overview” on page 127 of this Draft Red Herring Prospectus.

The table set forth below are contribution of our top 10 customers towards our revenue from operations:

Category of customers	April 2023 to November 2023		FY 2022-2023		FY 2021-2022		FY 2020-21	
	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales	Amount	% of total sales
<b>Top 5 customers</b>	22,09,47,726	42%	29,62,23,439	27%	1,05,02,20,909	11%	1,52,39,66,481	8%
<b>Top 10 customers</b>	1,72,73,65,313	46%	1,24,24,90,177	32%	38,03,85,025	15%	34,33,32,101	11%

(For the above details relating to top five/ten customers, we have relied upon the certificate dated April 03, 2024, vide UDIN : 24214520BKCWRA6899 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

### *Other Income*

Other Income constitute very negligible amount of the total revenue from operation.

### *Expenditure*

Our total expenditure primarily consists of cost of material consumed, Change in Inventories, Employee Benefit Expenses, Finance costs, Depreciation and Amortization Expenses and Other Expenses. The Total Expenses constitute 96.67%, 97.26%, 97.71% and 98% of total income for 8M FY24, FY23, FY22 and FY21 respectively.

### *Cost of material consumed:*

Our cost of material consumed primarily consists of Raw materials, Packing materials and other, power and fuel cost, wages. The Cost of materials consumed constitutes 89.35%, 90.76%, 87.10% & 87.32% of total income for 8M FY24, FY23, FY22 and FY21 respectively.

### *Employee Benefit Expenses:*

Employee Benefit expenses include Salaries and Wages, Contribution to provident and other funds, Staff Welfare Expense, as a percentage of Total Income was 1.98%, 2.38%, 3.29% and 2.85% for 8M FY24, FY23, FY22 & FY21 respectively.

### *Other Expenses:*

Other Expenses includes Auditors’ Remuneration, Bad Debts, Bank Charges, Commission expenses, Discount expenses, Communication Cost, CSR expenditure, Donation and Contribution, Rates and Taxes, Freight Expenses, Fumigation Expenses, Insurance, Power and Fuel, Printing and Stationary, Product Development and Promotion, Professional charges, Rent Expenses, Repairs and Maintenance, Security charges, Testing charges, Travelling and Conveyance and other Miscellaneous expenses. Other Expenses as a percentage of Total Income was 3.36%, 3.74%, 4.63% and 3.46% for 8M FY24, FY23, FY22 & FY21 respectively.

### *Finance Cost*

Finance Cost primarily consists of Interest on Term Loan, Interest on Working Capital and Interest on Others. Finance Cost as a percentage of Total Income was 1.37%, 1.07%, 1.39% and 2.06% for 8M FY24, FY23, FY22 & FY21 respectively.



***Depreciation & Amortization:***

Depreciation & Amortization includes Depreciation on Tangible and Intangible assets which was 0.79%, 0.65%, 0.86%, 0.83% recorded for for 8M FY24, FY23, FY22 & FY21 respectively.

***Tax expenses:***

Tax expenses include Current Tax, Deferred Tax, Tax pertaining to earlier year. 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.

**EIGHT MONTHS ENDED NOVEMBER 30, 2023**

The total income was ₹37,563.70 lakhs for eight months ended November 30, 2023.

**Revenue from Operations**

Revenue from operations contributed ₹37,563.66 for eight-month period or approximately 100% of total income for this period.

**Other Income**

Other Income contributed ₹0.04 lakhs for eight months ended November 30, 2023, which constitutes a negligible portion of the total income.

**Total Expenses**

Total Expenses stood at ₹36,312.57 lakhs or 96.67% of Total Income for eight-months ended November 30, 2023.

**Cost of material consumed**

Cost of materials consumed contributed to ₹33,564.82 lakhs or 89.35% of Total Income for eight-months ended November 30, 2023.

**Employee Benefit Expense**

Employee Benefit Expense contributed to ₹742.22 lakhs or 1.98% of Total Income for eight-months ended November 30, 2023.

**Other Expenses**

Other Expenses contributed ₹1260.94 lakhs or 3.36 % of Total Income for eight-months ended November 30, 2023.

**Depreciation & Amortization**

Depreciation & Amortization contributed ₹296.11 lakhs or 0.79% of Total Income for eight-months ended November 30, 2023.

**Finance Costs**

Finance Costs contributed ₹514.04 lakhs or 1.37 % of Total Income for eight-months ended November 30, 2023.

**Tax Expenses**

Tax Expense contributed ₹308.44 lakhs or 0.82% of Total Income for eight-months ended November 30, 2023.

**Profit after Tax**

Profit after Tax contributed ₹942.68 lakhs or 2.51% of Total Income for eight-months ended November 30, 2023.

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2023, TO FINANCIAL YEAR ENDED MARCH 31, 2022**

Sr.No.	Particulars	Comments
1	Total Income	Our Total Income increased by 50.54% to ₹38,220.62 Lakhs for Fiscal 2023 from ₹25,388.30 Lakhs for Fiscal 2022.
2	Revenue from Operations	Our Revenue from Operations increased by 50.53% to ₹38,217 Lakhs for Fiscal 2023 from ₹25,388.30 Lakhs for Fiscal 2022. The surge in revenue generation can be primarily attributed to certain trading in the kitchen essential products to test the market.
3	Other Income	Our other income increased by 100% to ₹3.62 Lakhs for Fiscal 2023 from NIL for Fiscal 2022. The same is negligible.
4	Cost of material consumed	Our cost of material consumed increased by 56.88% to ₹34,690.89 Lakhs for Fiscal 2023 from ₹22,112.62 Lakhs for Fiscal 2022 on account of increase in raw material consumption due to increase sales.
5	Employee Benefit Expenses	The employee benefits expense increased significantly by 8.89% to ₹909.47 Lakhs for Fiscal 2023 from ₹835.25 Lakhs for Fiscal 2022. This was primarily attributed to increase in Salaries and Wages, Staff Welfare Expense as compared to the previous year. The salary component in our Company's balance sheet varies in response to growth in the business operation. This fluctuation is a result of our Company's strategic approach to staffing, aligning workforce levels with workload requirements.
6	Other Expenses	Other expenses increased by 21.77% to ₹1431.11 Lakhs for Fiscal 2023 from ₹1175.25 Lakhs for Fiscal 2022. The principal attribute was substantial rise in Freight expenses, Insurance expenses, Printing and Stationery, Product Development and Promotion, Rent Expenses.
7	Depreciation & Amortization	Our depreciation and amortization expense increased from ₹217.98 Lakhs for Fiscal 2022 to ₹249.92 Lakhs for Fiscal 2023. The resultant increase was primarily due to addition to buildings, computer and accessories, furniture and fixtures, office equipment, plant and machinery, software, vehicles, intangible asset under development in the Fiscal 2023.
8	Profit before tax	Profit before tax has increased by 80.16% from ₹581.31 lakhs for Fiscal 2022 to ₹1047.29 lakhs for Fiscal 2023. The rise in Profit before Tax can be attributed to the faster growth of revenue from operations compared to the increase in our Company's expenditures.
9	Tax Expense	Our Tax Expense increased from ₹144.51 lakhs to ₹260.49 lakhs for Fiscal 2023, primarily due to increase in Profit before Tax.
10	Profit after tax	For the reasons discussed above, Profit after tax has increased by 80.13% from ₹436.80 lakhs for Fiscal 2022 to ₹786.80 lakhs for Fiscal 2023. The rise in Profit after Tax can be attributed to the faster growth of revenue from operations compared to the increase in our Company's expenditures.

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2022, TO FINANCIAL YEAR ENDED MARCH 31, 2021**

Sr.No.	Particulars	Comments
1	Total Income	Our Total Income increased by 3.85% to ₹25,388.30 Lakhs for Fiscal 2022 from ₹24,447.48 Lakhs for Fiscal 2021.
2	Revenue from Operations	Our Revenue from Operations increased by 3.85% to ₹25,388.30 Lakhs for Fiscal 2022 from ₹24,446.48 Lakhs for Fiscal 2021. The increase is immaterial.
3	Other Income	Our Company did not have any other income for the period FY 2022. However, our Company did have other income of ₹ 1 Lakhs for Fiscal 2021. The same is negligible
4	Cost of material consumed	Our Cost of material consumed by 3.58% to ₹22,112.62 Lakhs for Fiscal 2022 from ₹21,348.28% Lakhs for Fiscal 2021 on account of increase in raw material consumption in our business operations.
5	Employee Benefit Expenses	The employee benefits expense increased by 19.84% to ₹835.25 Lakhs for Fiscal 2022 from ₹696.95 Lakhs for Fiscal 2021. This was primarily attribute to increase in Salary component as compared to the previous year. The salary component in our Company's balance sheet varies in response to operational demands, necessitating adjustments in the employment structure. This

		fluctuation is a result of our Company's strategic approach to staffing, aligning workforce levels with workload requirements.
6	Other Expenses	Our other expenses increased by 38.93% to ₹1,175 Lakhs for Fiscal 2022 from ₹845.95 Lakhs for Fiscal 2021. The rise can be attributed to commission expenses, rates and taxes, freight expenses, professional charges, rent expenses, repairs and maintenance, travelling and conveyance.
7	Depreciation & Amortization	Our depreciation and amortization expense increased from ₹202.96 Lakhs for Fiscal 2021 to ₹217.98 Lakhs for Fiscal 2022. The resultant increase was primarily due to addition to buildings, computer and accessories, furniture and fixtures, office equipment, plant and machinery, software, vehicles, intangible asset under development in the Fiscal 2022.
8	Profit before tax	Profit before tax has increased by 24.40% from ₹467.29 lakhs for Fiscal 2021 to ₹581.31 lakhs for Fiscal 2022. The increase in Profit before Tax was mainly attributed to a surge in operational revenue, accompanied by a lower rate of increase in total expenses compared to the previous year.
9	Tax Expense	Our Tax Expense increased from ₹120.65 lakhs to ₹144.51 lakhs for Fiscal 2022, primarily due to increase in Profit before Tax.
10	Profit after tax	For the reasons discussed above, our profit after tax increased by 26.01% to ₹436.80 Lakhs for Fiscal 2022 from ₹346.64 Lakhs for Fiscal 2021.

## CASH FLOW

The table below summaries our cash flows from our Restated Financial Information for eight-months period ended November 30, 2023, and for financial year ended March 31, 2023, 2022, and 2021:

(₹ in Lakhs)

Particulars	For the eight-months period ended November 30, 2023	For the Financial Years ended March 31,		
		2023	2022	2021
Net cash (used in)/ Generated from operating activities	(1,418.79)	(3,106.46)	823.06	1089.68
Net cash (used in)/ Generated from investing activities	903.67	(1,749.84)	(568.00)	(2,730.30)
Net cash (used in)/ Generated from finance activities	29.70	5,499.38	(259.12)	1,638.80

### *Cash flow from operating activities:*

#### *Eight-months Ended November 30, 2023*

The Net cash (used in)/ Generated from operating activities is (₹1,418.79) lakhs which consisted of profit before tax of ₹1,251.12 lakhs as adjusted primarily for:

- i. Depreciation and Amortization of non- current Assets of ₹296.11 lakhs
- ii. Interest and Finance Cost recorded during the year of ₹514.04 lakhs
- iii. Provision for Gratuity and Leave Encashment ₹8.28 lakhs
- iv. Working capital changes primarily due to decrease in trade payables of ₹271.62 lakhs, decrease in other current liabilities of ₹21.11 lakhs, increase in inventories of ₹2,023.94 lakhs and increase in trade receivables, provisions and other current assets of ₹806.38 lakhs, ₹44.20 lakhs and ₹44.20 lakhs respectively.

#### *For the year ended 31st March 2023*

The Net cash (used in)/ Generated from operating activities is ₹(3,106.46) Lakhs which consisted of profit before tax of ₹1047.29 Lakhs as adjusted primarily for:

- i. Depreciation and Amortization of non- current Assets of ₹249.92 lakhs.
- ii. Interest and Finance Cost recorded during the year of ₹407.37 lakhs
- iii. Provision for Gratuity and Leave Encashment ₹1.71 lakhs
- iv. Working capital changes primarily due to decrease in trade payables of ₹16.41 lakhs, increase in other current liabilities of ₹57.70 lakhs, increase in inventories of ₹1,334.63 lakhs and increase in trade receivables of ₹1,996.59 lakhs, increase in provisions of ₹43.08 lakhs, increase in other current assets of ₹1,419.63 lakhs

**For the year ended 31st March 2022**

The Net cash (used in)/ Generated from operating activities is ₹823.06 Lakhs which consisted of profit before tax of ₹581.31 Lakhs as adjusted:

- i. Depreciation and Amortization of non- current Assets of ₹217.98 lakhs.
- ii. Interest and Finance Cost recorded during the year of ₹352.90 lakhs
- iii. Provision for Gratuity and Leave Encashment ₹14.72 lakhs
- iv. Working capital changes primarily due to decrease in trade payables of ₹665.68 lakhs, decrease in other current liabilities of ₹9.26 lakhs, decrease in inventories of ₹91.61 lakhs and increase in trade receivables of ₹151.81 lakhs, decrease in provisions of ₹16.14 lakhs, decrease in other current assets of ₹528.59 lakhs.

**For the year ended 31st March 2021**

The Net cash (used in)/ Generated from operating activities is ₹1,089.68 Lakhs which consisted of profit before tax of ₹467.29 Lakhs as adjusted:

- i. Depreciation and Amortization of non- current Assets of ₹202.96 lakhs.
- ii. Interest and Finance Cost recorded during the year of ₹502.66 lakhs
- iii. Provision for Gratuity and Leave Encashment ₹30.6 lakhs
- iv. Working capital changes primarily due to increase in trade payables of ₹628.95 lakhs, decrease in other current liabilities of ₹9.26 lakhs, decrease in inventories of ₹197.21 lakhs and decrease in trade receivables of ₹335.82 lakhs, increase in provisions of ₹90.57 lakhs, increase in other current assets of ₹1,139.99 lakhs.

**Cash flow from Investing Activities:*****Eight-months Ended November 30, 2023***

The Net cash (used in)/ Generated from Investing Activities is ₹903.67 lakhs primarily due to purchase of tangible assets of ₹3,293.96 lakhs, decrease in intangible under development of ₹470.82 lakhs, decrease in capital work in progress amounting to ₹1,334.54 Lakhs, increase in investment in Fixed Deposits ₹4.50 Lakhs, Loans and advances received ₹2,405.28 Lakhs.

***For the year ended March 31, 2023***

The Net cash (used in)/ Generated from Investing Activities is (₹1,749.84) lakhs primarily due to purchase of tangible assets of ₹1,320.66 lakhs, increase in intangible under development of ₹347.88 lakhs, increase in capital work in progress amounting to ₹1,356.94 Lakhs, increase in investment in Fixed Deposits ₹13.00 Lakhs, Loans and advances received ₹1,280.14 Lakhs.

***For the year ended March 31, 2022***

The Net cash (used in)/ Generated from Investing Activities is (₹568.00) lakhs primarily due to purchase of tangible assets of ₹410.61 lakhs, increase in intangible under development of ₹122.94 lakhs, Loans and advances received ₹34.45 Lakhs.

***For the year ended March 31, 2021***

The Net cash (used in)/ Generated from Investing Activities is (₹2,730.30) lakhs primarily due to purchase of tangible assets of ₹31.07 lakhs, Loans and advances received ₹2,699.23 Lakhs.

**Cash flow from Financing Activities:*****Eight-months ended November 30, 2023***

The Net cash (used in)/ generated from financing activities is ₹29.70 lakhs primarily due to finance cost to ₹514.04 Lakhs, increase in short term borrowings of ₹723.31 Lakhs and repayment of the long term borrowings of ₹179.58 Lakhs.

***For the year ended March 31, 2023***

The Net cash (used in)/ generated from financing activities is ₹5,499.38 lakhs primarily due to finance cost to ₹407.37 Lakhs, increase in short term borrowings of ₹4,153.98 Lakhs and increase of the long term borrowings of ₹1,752.77 Lakhs.

***For the year ended March 31, 2022***

The Net cash (used in)/ generated from financing activities is (₹259.12) lakhs primarily due to Proceeds from Share Capital of ₹2,177.01 Lakhs, finance cost of ₹352.90 Lakhs, increase in Short term borrowings amounting to ₹30.10 Lakhs, Repayment of long term borrowing ₹2,113.34 Lakhs.

***For the year ended March 31, 2021***

The Net cash (used in)/ generated from financing activities is ₹1,638.80 lakhs primarily due to finance cost of ₹502.66 Lakhs, increase in Short term borrowings amounting to ₹439.07 Lakhs, increase in long term borrowing ₹1,702.38 Lakhs.

**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**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three (3) years.

**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 26 of this Draft Red Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring, 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 Company is majorly engaged in the business of sale of chana and related products which is its core business from where it derives its revenues.

**4. Whether our Company has followed any unorthodox procedure for recording sales and revenues**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. 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 section titled "Risk Factors" beginning on page 26 of this Draft Red Herring 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.

**6. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices**

Changes in revenue in the last three financial years are as explained in the part "*Financial year 2022-23 compared with financial year 2021-22 and financial year 2021-22 compared with financial year 2020-21 above.*"

**7. Total Turnover of Each Major Industry Segment in which the Issuer Operates.**

Our business is limited to a single reportable segment

**8. Status of any publicly announced new products or business segment.**

Our Company has not announced any new services, products or business segment.

**9. The extent to which business is seasonal.**

The crop Chana is sown between October to December period and harvested between March and May. When the crop is harvested and procured from multiple farmers the price of the raw chana is relatively less as compared to the price of the raw chana when procured from the suppliers during the non harvesting season. The primary impact of seasons on the business is pricing in relation to the procurement of the raw chana.

**10. Competitive conditions.**

Competitive conditions are as described under the head ‘Competition’ under chapters titled “Business Overview” on pages 156, respectively of this Draft Red Herring Prospectus.

**Significant Dependence on a single or few suppliers or customers**

Significant proportion of our revenues have historically been derived from a limited number of customers. The % of contribution of our Company’s customer and supplier’s vis a vis the total revenue from operations and purchase respectively as of November 30, 2023

	<b>Customers</b>	<b>Suppliers</b>
Top 5 (%)	42%	54%
Top 10 (%)	46%	70%

**Material developments subsequent to March 31, 2023**

Except as disclosed in this Draft Red Herring Prospectus, there are no significant developments or circumstances that have arisen since November 30, 2023, the date of the last financial statements included in this Draft Red Herring Prospectus: Further, except as disclosed in this Draft Red Herring Prospectus, there are no circumstances that have arisen since November 30, 2023, the date of the last financial statements included in this Draft Red Herring Prospectus, which materially and adversely affect or is likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

*(Rest of the page is intentionally left blank)*

## CAPITALISATION STATEMENT

The following capitalization as of November 30, 2023, on the basis of our Restated Financial Statements:

(₹ in Lakhs)

Particulars	Pre- Offer (As of November 30, 2023)	As adjusted for the proposed Offer
<b>Debt</b>		
Short Term Debt	7,046.10	[•]
Long Term Debt	2,723.69	[•]
<b>Total Debts</b>	<b>9,769.79</b>	[•]
<b>Equity (Shareholder's Fund)</b>		
Share Capital	61.05	[•]
Reserves & Surplus	7,394.93	[•]
<b>Total Equity</b>	<b>7,455.98</b>	[•]
<b>Total Debt/ Equity Shareholder's funds</b>	<b>1.31</b>	[•]
<b>Notes:</b>		
1. Short term Debts represent debts which are expected to be paid/payable within 12 months and includes current maturity of long-term debt and Loans repayable on demand.		
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30-11-2023.		

*(For the above details relating Capitalisation Statement, we have relied upon the certificate dated April 03, 2024, vide UDIN: 24214520BKCWQI5017 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)*

*(Rest of the page is intentionally left blank)*

## FINANCIAL INDEBTEDNESS

The Company has availed borrowings in the ordinary course of the business. Set forth below is a brief summary of the aggregate outstanding borrowings as on 30-11-2023.

Nature of Borrowing	Amount (₹ in Lakhs)
<b>Secured Borrowings</b>	
<b>Fund Based</b>	<b>9482.94</b>
Cash Credit – HDFC	1948.85
Cash Credit – Indian Bank	4403.61
Term Loan – HDFC	1395.01
Term Loan – Indian Bank	378.48
GECLS – HDFC	164.24
GECLS – HDFC	162.04
Term Loan – IndusInd Bank	295.45
Term Loan – Unity Small Finance Bank	456.81
Term Loan – Ambit Finvest	278.45
<b>Non Fund Based</b>	-
-	-
<b>Unsecured Borrowings</b>	
<b>Fund Based</b>	<b>286.85</b>
Loan from Director: Sujathaa Metha	285.00
Loan from Director's relative: Arihanth Metha	1.85
<b>Non Fund Based</b>	-
-	-
<b>Total</b>	<b>9769.79</b>

### Details of Secured Borrowings

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Amount outstanding as on 30-11-2023 (₹ In Lakhs)	Principal Terms & Conditions
HDFC	03-07-2023	Cash Credit	2000.00	1948.85	<p><b>1. Interest Rate:</b> 9.25% p.a  <b>2. Repayment:</b> On Demand  <b>3. Security:</b>                      A) Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1, 42/2, 42/2, 32/5A, 30/3, 34/3, 34/1, 34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A, 42/2A1, 32/4B, 30/2B, 30/3A, 32/1B, 32/4A, 32/6B, 32/1A, 32/6A, 33/3C1, 29/2B, 30/2A, 30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.                      B) Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.                      (i) Plant and Machinery - Pari passu charge</p>



					<p>on plant and machinery with Indian bank.</p> <p>(ii) Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p><b>4. Personal Guarantee:</b> of Mr.Saravanan, Mrs.Thilagavathy, Mr.Shripal Veeramchand Sanghvi, Mr.Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p> <p><b>5. Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>
Indian Bank	22-09-2023	Cash Credit	4500.00	4403.61	<p><b>1. Interest Rate:</b> 9.45% p.a</p> <p><b>2. Repayment:</b> on Demand</p> <p><b>3. Security:</b>  <u>Primary:</u>  Pari Passu hypothecation charge on entire current assets of the Company including stock and book debt present and future with HDFC bank Ltd.  <u>Collateral:</u>  A) Pari Passu on Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 Crs owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land.  B) Existing Plant and machinery valued at WDEV ₹ 10.66 Crores.</p> <p><b>4. Personal Guarantee:</b> of Mr.Saravanan, Mrs.Thilagavathy, Mr.Shripal Veeramchand Sanghvi, Mr.Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p> <p><b>5. Processing Fees:</b> ₹ 350 per lakhs or part thereof.</p>
HDFC	03-07-2023	Term Loan	1700.00	1395.01	<p><b>1. Interest Rate:</b> 9.50% p.a</p> <p><b>2. Repayment:</b> in 60 monthly EMI</p> <p><b>3. Security:</b>  A) Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 42/1. 42/2, 42/2, 32/5A , 30/3, 34/3, 34/1,34/3, 34/1B, 34/1E, 33/3A, 30/3C, 42/1A, 41/2A,42/2A1, 32/4B, 30/2B, 30/3A, 32/1B,32/4A,32/6B,32/1A,32/6A,33/3C1,29/ 2B,30/2A,30/1B land admeasuring 31.37 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy on a pari passu basis with Indian bank.  B) Addition - Equitable Mortgage of Land and Factory building situated at Deevatipatty Village, Salem District Vide Survey No 31/1, 6/3D, 6/4A1, 6/3B, 6/3A, 6/3F, 6/3C, 6/3J, 6/3G, 6/3F, 31/2, 32/1, 32/6, 31/3, 29/1A, 30/1A, 32/2. land ad measuring 13.26 Acres owned by M/s Jeyyam Global Foods Pvt ltd &amp; Mrs. Thilagavathy land on a pari passu basis with Indian bank.  (i) Plant and Machinery - Exclusive charge on the movable fixed asset (machinery) created out of our term loan.</p>

					<p>(ii) Stocks and Receivables - Pari passu charge on stock and book debts with Indian bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs.Thilagavathy, Mr.Shripal Veeramchand Sanghvi, Mr.Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p> <p><b>5. Penalty on Default:</b> 2% over &amp; above the agreed rate of interest.</p>
Indian Bank	22-09-2023	Term Loan	400.00	378.48	<p><b>1. Interest Rate:</b> 9.45% p.a</p> <p><b>2. Repayment:</b> (i) Principal Amount ₹ .4.00Cr is repayable in 16 quarterly instalments of ₹ 25 Lakhs from Sep 2023 Quarter. (ii) Interest in 60 monthly EMI.</p> <p><b>3. Security:</b> <u>Primary:</u> Exclusive hypothecation charge on machinery purchased out of bank term loan. <u>Collateral:</u> A) Land and Factory building situated at Deevatipatty Village, Salem District Land Measuring 44.60 Acres with RSV of ₹ 57.01 owned by Jeyyam Global Foods Limited &amp; Mrs. Thilagavathy land. B) Existing Plant and machinery valued at WDEV ₹.10.66 Crores.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs.Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p> <p><b>5. Processing Fees:</b> ₹ 120 per lakhs or part thereof subject to maximum of ₹ 60,000 (to be charged on outstanding balance).</p>
HDFC	28-04-2022	GECLS	163.00	164.24	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr. Saravanan, Mrs.Thilagavathy, Mr. Shripal Veeramchand Sanghvi, Mr. Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p>
HDFC	28-04-2022	GECLS	367.00	162.04	<p><b>1. Interest Rate:</b> 7.25% p.a</p> <p><b>2. Repayment:</b> in 36 monthly EMI</p> <p><b>3. Security:</b> Extension of Second ranking charge over existing primary and collateral securities including mortgages created in favour of the Bank.</p> <p><b>4. Personal Guarantee:</b> of Mr.Saravanan, Mrs.Thilagavathy, Mr.Shripal Veeramchand Sanghvi, Mr.Amit Agarwal &amp; Mrs.Sujathaa Mehta.</p>
IndusInd Bank	25-09-2017	Term Loan	550.00	295.45	<p><b>1. Interest Rate:</b> 10% (Floating rate)</p> <p><b>2. Repayment:</b> in 120 monthly EMI</p> <p><b>3. Security:</b> Land located on Jageer amapalayam village, suramangalam sud Rd, salem west. Survey No 258/5, 20230Sq ft</p> <p><b>4. Personal Guarantee:</b> Mrs. Thilagavathi</p>

Unity Small Finance Bank Ltd	09-02-2022	Term Loan	500.00	456.81	<b>1. Interest Rate:</b> 14% p.a (Fixed) <b>2. Repayment:</b> in 120 monthly EMI <b>3. Security:</b> Land located at No.122 Rasinagar Salem 636005
Ambit Finvest	16-02-2022	Term Loan	300.00	278.45	<b>1. Interest Rate:</b> 14% (Floating Rate) <b>2. Repayment:</b> in 120 monthly EMI <b>3. Security:</b> a. Land located in suramangalam main road, pakkapatty Village, Salem Area 21600 b. Land Located in Gorikkadu, Pallapatty Village, Salem Area 14193 c. Land Located in Jagir Ammapalayam Village, Salem. Area 9600

#### Details of Unsecured Borrowings

Name of Lenders	Amount Outstanding as on 30-11-2023 (₹ In Lakhs)
<b>From Directors and their Relatives:</b>	
Sujathaa Metha	285.00
Arihanth Metha	1.85
<b>Total</b>	<b>286.85</b>

(For the above details relating financial indebtedness we have relied upon the certificate dated April 03, 2024 vide UDIN: 24214520BKCWRH9779 issued by the Statutory Auditors of our Company i.e., M/s. A B C D & Co., Chartered Accountants)

(Rest of the page is intentionally left blank)

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT

*Our Company, our Directors and our Promoters are subject to various legal proceedings from time to time, mostly arising in the ordinary course of our business. Except as stated in this section, there are no:*

*(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.*

*Our Board of Directors, in its meeting held on March 15, 2024, determined that outstanding litigation involving our Company, its directors, its promoters, subsidiary and group companies shall be considered material (“Material Litigation”) if:*

- the aggregate amount involved in such individual litigation exceeds 10% of profit after tax of the Company, as per the last audited financial statements; or*
- where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 10% of profit after tax of the Company as per the last audited financial statements, if similar litigations put together collectively exceed 10% of the profit after tax of the Company; or*
- litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.*

*Our Board of Directors, in its meeting held on March 15, 2024, determined that outstanding dues to the creditors exceeding 10% of the Company's trade payables for the last audited financial statements shall be considered as material dues (“Material Dues”) for the Company. Further, details of outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved; shall be disclosed in the Draft Red Herring Prospectus.*

*Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at <https://www.jeyyamfoods.com/outstanding-dues>.*

*Our Board of Directors, in its meeting held on March 15, 2024, determined that Group companies of the Company shall include such companies with which there were related party transactions as per the Restated Financial Statements of our Company and other Companies as considered material by our Board. Further, for the purpose of disclosure in relation to Group Company in connection with the offer, a company shall be considered material and disclosed as a Group Company if the Company is member of the Promoter Group, and our Company has entered into one or more transactions with such company in last restated financial statement exceeding 10% of total revenue of our Company for the last Restated Financial Statements.*

*Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.*

#### **A. LITIGATION RELATING TO THE COMPANY**

##### **LITIGATIONS AGAINST OUR COMPANY:**

**(i). All criminal proceedings:**

Nil

**(ii). All actions by regulatory authorities and statutory authorities:**

Nil

(iii). **Claims related to direct and indirect taxes:**

• **Direct Tax:**

As per website of Income Tax, the following E-Proceedings are shown as pending with “open” or “pending” status. However, in some letters the amount has not been mentioned and cannot be crystallized:

Assessment Year	Description	Current Status
2019-20	An Issue Letter was issued to our Company vide DIN & Letter No. ITBA/COM/F/17/2019-20/1024391896(1) dated January 29, 2020, regarding High Payments of Self-Assessment Tax. As per the letter, advance tax paid for the FY 2018-19 was only Rs. 0, which amounts to 0% of the total tax, whereas the SAT payment was Rs. 1,72,42,510, which amounts to 99.79% of the total tax, which is excessively high and similarly, for FY 2019-20 also the advance tax paid was only Rs. 0. Our Company was directed to pay the entire tax liability as advance tax and avoid SAT payments and the interest thereof. As on date the said notice is open.	Open

• **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Company are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Final/Accrued Interest (in Rupees)
2010	143(1)(A)	2010201037018423122C	February 10, 2011	1	17,19,940	25,13,318
2012	154	2014201210013827542C	March 26, 2015	1	10,11,680	9,20,556
2013	143(3)	2015201310010038356C	March 3, 2016	1	5,52,370	4,41,840
2014	143(3)	2016201410005733591C	December 26, 2016	1	36,61,029	26,48,844
2017	143(3)	2019201737085995514C	December 24, 2019	1	25,92,920	9,07,515
2020	154	2021202037041256952C	February 7, 2022	1	28,28,120	14,14,050
2021	143(1)(A)	2022202137061619601C	April 11, 2022	1	10,77,210	3,23,160
<b>Total</b>					<b>1,34,43,269</b>	<b>91,69,283</b>

• **Tax Deducted at Source (TDS):**

Sr. No	Financial Year	Total Default (in Rupees)
1.	Prior Years	1,92,600.00
2.	2020-21	40,370.00
3.	2021-22	60,430.00
4.	2022-23	1,62,040.00
5.	2023-24	14,11,600.00
<b>Total</b>		<b>18,67,040.00</b>

(iv). **Other Matters based on Materiality Policy of our Company:**

- **M/s Maximus People Solution Private Limited v. M/s Jeyyam Global Food Private Limited - Company Appeal (AT)(Ins) - 3/CN/2022:**

M/s Maximus People Solution Private Limited (“**Operational Creditor**”) filed a Company Appeal numbering Company Appeal (AT)(Ins) - 3/CN/2022 under section 421 of the Companies Act, 2013 read with section 61 of the Insolvency and Bankruptcy Code, 2016, on January 03, 2022, before the National Company Law Appellate Tribunal, Chennai Bench against Our Company. The present Appeal was filed by the Operational Creditor against the order of the Adjudicating Authority dismissing the application filed under section 9 of the Insolvency and Bankruptcy Code, 2016, where in the even without any reply to the notice in Form-3, by the Corporate Debtor, the Adjudicating authority have held that there exists a dispute by erroneously appreciating the communication dated January 10, 2019, which has nothing to do with the MOU. There is no question of resignation. The fact was that fresh agreement was not executed for the period beyond March 31, 2018, and as such the same will not stand in the way for making the arrears payments. The adjudicating authority has improperly appreciated the same and held that the reply dated January 10, 2019, the operational creditor had expressed the dissatisfaction in relation to the resignation, when such a resignation has not taken place. The contract has come to an end and without extending the same the question of resignation does not come into picture. It was also submitted that our Company has not proved any resignation submitted by the Managing Director in which the MOU will become Null and void. No such resignation or proof has been submitted and in the absence of the same, the finding that there exists a dispute is erroneous and hence the present appeal was filed praying from the Hon'ble Tribunal to set aside/modify the order dated September 2, 2021, passed by Hon'ble NCLT Chennai Bench in IBA No. 66 of 2020. As on date the said matter is currently pending adjudication.

- **S. Venkatesan @ Venkatesh v. M/s. Jeyyam Global Foods (P) Ltd. – E.C. No. 10/2021:**

S. Venkatesan (“**Petitioner**”) filed a petition under the Workmen's Compensation Act, 1923 before the Court of Joint Commissioner of Labor, Salem against our Company. According to the Petitioner he was working as a Skilled Labourer - Cleaning the Maize Machine for unloading, baling and grinding in our Company. On April 28, 2020, at around 2.30 pm, he was working in the Company and an accident took place and he got bruises on his right hand. The said accident was an accident which occurred during the course of work of the petitioner, and he suffered various injuries and disability. Hence the present petition was filed claiming a compensation of Rs. 20.00 Lakhs from our Company. Our Company also filed a counter reply to the petition claiming that Workmen's Compensation Policy has been taken with IFFCO-TOKIO General Insurance Co., Policy No.43203931 for the period January 29, 2020, to January 28, 2021. The above policy was in force on the date of accident, viz., on April 28, 2020. Hence if at all any compensation is to be paid it should be paid only by IFFCO-TOKIO General Insurance Co. and this petition is bad for non-joinder of the above insurance company. Further it was also submitted that submitted that the Petitioner is casual labour and not a skilled labour. The Petitioner has been employed by our Company on daily wages of Rs.400/- per day to clean the premises (floor) in the factory. Our Company has paid Rs. 50,000/- to the Petitioner on the date of accident and subsequently incurred Rs.2,50,000/- towards medical expenses directly to Ganga Hospital through Bank transfer. It is false to say that the petitioner was inpatient in Ganga Hospital, Coimbatore from April 29, 2020, to May 14, 2020, and then from June 09, 2020, to June 13, 2020 our Company had spent more than Rs.5,50,000/- towards medical expenses. It is not correct to say that the petitioner had suffered 100% permanent disability. The nature of injury sustained by the petitioner will not curtail the job which the Petitioner was pursuing before the occurrence of the accident. Hence there is no loss of income. The Petitioner had not cooperated with our Company and the Insurance Co., by providing the original discharge summary to settle his claim. Hence our Company nor the Insurance Company are liable to pay interest to the Petitioner. As on date the said matter is currently pending adjudication.

## **LITIGATION FILED BY OUR COMPANY:**

### **(i). All criminal proceedings:**

- **Jeyyam Global Foods Private Limited v. Vijay Kumar Babu, Proprietor - T. Guruswamy Nadar and Sons – STC 8590/2019:**

Our Company filed a complaint case numbering STC 8590/2019 under Section 138 of the Negotiable Instruments Act, 1881 read with section 200 of Code of Criminal Procedure on November 13, 2019, before the Judicial Magistrate No. III, Chief Judicial Magistrate Court, Salem against Vijay Kumar Babu, Proprietor - T. Guruswamy Nadar and Sons (“**Accused**”) as the accused had issued a post-dated cheques bearing No.844012 dated August 03, 2019 for a sum of Rs.50,000/- and another cheque bearing No.844013 dated August 06, 2019 for a sum of Rs.50,000/- of IndusInd Bank, Rajaji Salai Branch, Chennai which got were returned when presented in the bank on account of insufficient funds. Then our Company immediately issued a legal notice dated September 27, 2019 to the accused under Section 138 of the Negotiable Instruments Act requiring the accused to repay the amount due under the two cheques, and the accused had received the notice on October 03, 2019 and has not minded to send a reply nor pay the said cheque amounts hence this complaint case is filed praying that the Honourable Court may be pleased to take the complaint on file, send summons to the accused, try him for the offences committed, punish him according to law, and order compensation under Section 357 (3) Cr.P.C., and thus render justice. As on date the matter is currently pending adjudication.

### **(ii). Other Matters based on Materiality Policy of our Company:**

- **M/s Jeyyam Global Foods Pvt. Ltd. v. Union of India – WP 215072, 4621, 21498, 23006, 25770, 19579, 21504, 23813, 23011, 24622, 23053, 21511, 19555, 21516, 21513, 24623, 22599, 22989, 17571, 19585, 17565, 22602, 22633, 19596, 19583, 21518, 24620, 19595, 21514, 22978, 21501, 24611, 21508 all of 2022 and 12351/2023:**

Our Company filed various Writ Petitions before the High Court of Judicature at Madras against Union of India and Ors. (“**Respondents**”). The Writ Petitions were filed against the impugned orders of District Revenue Officer as it was declared that the labelling of the product viz. "Gram Flour with multigrain" was not a correct description of food and thus violate Regulation 2.2.2(1) read with Regulation 2.2.1(3) of the Food Safety and Standards (Packing & Labelling) Regulation 2011 and hence the sample taken was found to be MISBRANDED as per Section 3(1)(zf)(c)(i), Section 23(1) and Section 26(1)(2)(ii)&(v) and Section 27(1), (2), (C) of Food Safety and Standards Act, 2006 (“**Act**”). On clarification, from the office of Food Safety and Standards Authority of India, the said office suggested to improve the name of the product as "GRAM FLOUR" (in bold) followed by "with added multigrain flour" (in smaller fonts), since the combined % of the multigrain is 15-20% only. The respondent had passed the impugned orders confirming violations of the subject label of the petitioner on the basis of the reports of the food analyst and presumed to confirm the violations of Food Safety and Standards Act, 2006 read with Regulations 2011 by a wrong interpretation of the clarifications given by the Food Safety and Standards Authority of India, Chennai, and imposed a penalty on the petitioner. The Food Safety and Standards Authority of India in exercise of the powers conferred by Clause (k) of sub-section (2) of Section 92, read with Section 23 of the Food safety and Standards Act, 2006 had been superseded the Regulation 2011 by a subsequent Regulation in 2019. No opportunity was given to the Company for improvement as contemplated in Section 32 of the Act before passing the impugned order and thus the Principles of Natural Justice was violated. By not considering the orders passed by the Additional District Collector/Additional District Magistrate, Cuddalore who had considered the same violation as "MINOR MISTAKE" and had advised the petitioner to correct the same in accordance with Section 52(2) of the Act show that the respondent was biased and proves their non-application of the mind. Hence writ petitions were filed praying that the Hon'ble Court may be pleased to grant an interim stay of the operation and all further proceedings pursuant to the passing of all the impugned orders/notices. As on date the said matter is currently pending adjudication.

## **B. LITIGATION INVOLVING OUR PROMOTERS:**

### **LITIGATIONS AGAINST OUR PROMOTERS:**

#### **(i). All criminal proceedings:**

- **Mr. S.P. Vijaykumar v. M/s. Mirra Cobalt Packaging, Mr. Amit Agarwal, and Mrs. Hema Banwarilal Agarwal – STC 3776/2023:**

Mr. S.P. Vijaykumar (“**Complainant**”) filed complaint case numbering STC 3776/2023 under Section 138 and 141 of the Negotiable Instruments Act, 1881 read with section 200 of Code of Criminal Procedure, on November 21, 2023, before the III Fast Track Metropolitan Magistrate at Saidapet, Chennai against M/s. Mirra Cobalt Packaging (“**1<sup>st</sup> Accused**”), Mr. Amit Agarwal (“**2<sup>nd</sup> Accused**”), and Mrs. Hema Banwarilal Agarwal (“**3<sup>rd</sup> Accused**”) as the Complainant had lent a sum of Rs. 40,00,000/- on February 04, 2020, by way of cash to the 1st Accused. The 2nd Accused on behalf of the 1st Accused had executed two promissory notes dated February 04, 2020, for a sum of Rs.20,00,000/- each, totalling to a sum of Rs.40,00,000/-. As per the Promissory note the Accused had agreed to pay interest @18% p.a. Complainant was constantly in touch with the Accused requesting for repayment of the sum borrowed and the 1st Accused had issued two cheques signed by the 2nd Accused bearing Cheque Nos. 631647 and 631648 both dated April 20, 2022 drawn on IndusInd Bank, Adyar Chennai Branch for a sum Rs.20,00,000/- each, totalling to a sum of Rs.40,00,000/- in favour of the Complainant and promised that the cheque will be honoured on presentation. The Complainant states that the Accused assured that the interest will be paid shortly. Complainant when presented the cheques for collection through his bankers viz., ICICI Bank, T. Nagar Branch, Chennai on April 20, 2022, and to the shock and surprise of the Complainant the said cheques were returned by the Accused bankers IndusInd Bank, Adyar Chennai Branch with an endorsement "REFER TO DRAWER". Complainant states that he had issued a statutory notice dated April 29, 2022, under section 138 of the Negotiable Instruments Act, through his counsel to the Accused to pay the said sum of Rs.40,00,000/- within fifteen days from the date of receipt of the said notice. The 1<sup>st</sup> Accused had received the notice on April 30, 2022, and had replied to the said notice on May 09, 2022, which was received by the Complainant's counsel on May 10, 2022. The 1st Accused has framed a concocted story in its reply, to drag the complainant from pillar to post and to cheat the complainant of his lawful dues. The said reply notice lacks evidentiary value. The notice sent to the 2nd Accused was returned on May 02, 2022, with an endorsement "NO SUCH PERSON IN THE ADDRESS". The notice sent to the 3rd Accused was returned on May 02, 2022, with an endorsement "NO SUCH PERSON IN THE ADDRESS". Hence the present complaint was filed praying before the Honourable Court to process to the Accused for the offences under section 138 of the Negotiable Instruments Act and punish the Accused with maximum punishment and order adequate compensation to the Complainant under Section 357 of the Code of Criminal Procedure and pass any such further or other order or orders as the Hon'ble Court may deem fit and proper in the circumstances of the case and thus render justice. As on date the said matter is currently pending adjudication.

#### **(ii). All actions by regulatory authorities and statutory authorities:**

Nil

#### **(iii). Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoters in the last five financial years including outstanding action:**

Nil

#### **(iv). Claims related to direct and indirect taxes:**

##### • **Direct Tax:**

As per website of Income Tax, the following E-Proceedings are shown as pending with “open” or “pending” status. However, in some letters the amount has not been mentioned and cannot be crystallized:



Assessment Year	Description	Current Status
<b>Veeramchand Shripal Sanghvi</b>		
2015-16	A Notice under section 274 read with section 271(1)(c) of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/271(1)(c)/2022-23/1051534337(1) dated March 29, 2023. As per the notice the assessee has furnished inaccurate particulars of income for AY 2015-16 and was given a chance to reply on the same. As on date the said notice is open.	Open
2016-17	A Notice under section 274 read with section 271(1)(c) of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/271(1)(c)/2022-23/1051813602(1) dated March 31, 2023. As per the notice the assessee has furnished inaccurate particulars of income for AY 2016-17 and was given a chance to reply on the same. As on date the said notice is open.	Open
2017-18	A Notice under section 274 read with section 270A of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/270A/2022-23/1051813868(1) dated March 31, 2023. As per the notice the assessee had under-reported income which is in consequence of misreporting for AY 2017-18 and was given a chance to reply on the same. As on date the said notice is open.	Open
2018-19	A Notice under section 274 read with section 270A of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/270A/2022-23/1051525037(1) dated March 28, 2023. As per the notice the assessee had under-reported income which is in consequence of misreporting for AY 2018-19 and was given a chance to reply on the same. As on date the said notice is open.	Open
2019-20	A Notice under section 274 read with section 270A of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/270A/2022-23/1051534445(1) dated March 29, 2023. As per the notice the assessee had under-reported income which is in consequence of misreporting for AY 2019-20 and was given a chance to reply on the same. As on date the said notice is open.	Open
2019-20	A Notice under section 274 read with section 271AAC(1) of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide ITBA/PNL/S/271AAC(1)/2022-23/1051814238(1) dated March 31, 2023. As per the notice the income determined by the assessee for AY 2019-20, includes income chargeable to tax under the provisions of section 115BBE of the Act and the assessee was given a chance to reply on the same. As on date the said notice is open.	Open
2020-21	An order dated March 28, 2023, under section 153(c), read with 143(3) and 153(D) of the Income Tax Act, 1961 ("Act") was passed against Mr. Veeramchand Shripal Sanghvi. As per the order all the cash expenses found in the seized material were incurred out of books for which assessee had no satisfactory explanation and an amount of Rs.60,64,000/- was treated as unexplained expenditure under section 69C of the Act for AY 2020-21. Further, the tax payable by the assessee as per the	Open

	order was Rs. 64,93,131/- and a penalty proceeding was initiated against the assessee under section 271AAC of the Act.	
2020-21	A Notice under section 274 read with section 271AAC(1) of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide ITBA/PNL/S/271AAC(1)/2022-23/1051814400(1) dated March 31, 2023. As per the notice the income determined by the assessee for AY 2020-21, includes income chargeable to tax under the provisions of section 115BBE of the Act and the assessee was given a chance to reply on the same. As on date the said notice is open.	Open
2020-21	A Notice under section 274 read with section 270A of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/270A/2022-23/1051814571(1) dated March 29, 2023. As per the notice the assessee had under-reported income which is in consequence of misreporting for AY 2020-21 and was given a chance to reply on the same. As on date the said notice is open.	Open
2021-22	A Notice under section 274 read with section 271AAC(1) of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide ITBA/PNL/S/271AAC(1)/2022-23/1051814667(1) dated March 31, 2023. As per the notice the income determined by the assessee for AY 2021-22, includes income chargeable to tax under the provisions of section 115BBE of the Act and the assessee was given a chance to reply on the same. As on date the said notice is open.	Open
2021-22	An Issue Letter was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Letter No. ITBA/COM/F/17/2021-22/1039126994(1) dated January 27, 2022. As per the letter the assessee was required to furnish Statement of Financial Transactions for the financial years 2018-19, 2019-20 and 2020-21 non-furnishing of the Statement of Financial Transactions within the prescribed period specified or defective filing of statement may attract penal provisions as per the Income Tax Act, 1961. As on date the said letter is open.	Open
2021-22	A Notice under section 274 read with section 270A of the Income Tax Act, 1961 ("Act") was issued to Mr. Veeramchand Shripal Sanghvi vide DIN & Notice No. ITBA/PNL/S/270A/2022-23/1051556386(1) dated March 29, 2023. As per the notice the assessee had under-reported income which is in consequence of misreporting for AY 2021-22 and was given a chance to reply on the same. As on date the said notice is open.	Open
<b>Amit Agarwal</b>		
2013-14	A Notice under section 274 read with section 271(1)(c) of the Income Tax Act, 1961 ("Act") was issued to Mr. Amit Agarwal vide DIN & Notice No. ITBA/PNL/S/271(1)(c)/2022-23/1044628396(1) dated August 12, 2022 and DIN: ITBA/PNL/S/271(1)(c)/2021-22/1041603206(1) dated Mach 25, 2022. As per the notice it was appeared that the assessee had concealed the particulars of income and furnished inaccurate particulars of such income and was given a chance to reply on the same. As on date the said notice is open.	Open
2014-15	A Notice under section 250 of the Income Tax Act, 1961 ("Act") was issued to Mr. Amit Agarwal vide DIN:	Open

	ITBA/NFAC/F/APL_1/2023-24/1054427101(1) dated July 18, 2023. The notice was in communication with the appeal preferred by the assessee against the order under section 147 read with section 144 of the Income Tax Act, 1961 passed by CHE-W-(116)(91) vide DIN No. ITBA/AST/S/147/2023-24/1052687547(1) on May 09, 2023 for the Assessment Year 2014-15. The assessee was requested to furnish or cause to be furnished Ground wise written submission, along with supporting documentary evidence(s) and/or documents to support the grounds of appeal. As on the date the said letter is open.	
2014-15	A Notice for Penalty under section 274 read with section 271F of the Income Tax Act, 1961 ("Act") was issued to Mr. Amit Agarwal vide DIN: ITBA/PNL/S/271F/2023-24/1052687611(1) dated May 09, 2023 and DIN: ITBA/PNL/F/271F/2023-24/1058823991(1) dated December 18, 2023 and DIN: ITBA/PNL/F/271(1)(c)/2023-24/1058823998(1) dated December 18, 2023. As per the notice the assessee for AY 2014-15 had failed to furnish return of Income as required under section 139(1) of the Act and was the assessee was given a chance to show cause why an order imposing penalty under section 271F of the Act should not be passed. As on date the said notice is open.	Open
2014-15	An Issue Letter was issued to Mr. Amit Agarwal vide DIN & Order No: ITBA/COM/F/17/2022-23/1044369010(1) dated July 31, 2022, regarding Proceedings under section 148A(d) of the Income Tax Act, 1961. As per the letter a notice under section 148 of the Act was issued stating that there was Huge credit and debit transactions of Rs.4,66,42,858/- and Rs.4,62,36,088/- respectively in the Bank accounts but the above mentioned transaction was not disclosed in the return of income and thus, income chargeable to tax in the form of asset exceeding Rs.50 lakhs had escaped assessment for A.Y. 2014-15. As on date the said letter is open.	Open
<b>Shanti Guru Industries Limited</b>		
2017-18	An Adjustment Notice under section 143(1)(a) of the Income Tax Act, 1961 ("Act") was issued to Shanti Guru Industries Limited vide communication reference no. CPC/1718/G21/1853388474 dated October 09, 2018. As per the notice there was a variance of Rs. 27,101 in Schedule BP. As on date the said notice is Pending.	Pending
2018-19	An Adjustment Notice under section 143(1)(a) of the Income Tax Act, 1961 ("Act") was issued to Shanti Guru Industries Limited vide Document Identification No. CPC/1819/G22/1881867358 dated February 27, 2019. As per the notice the return for PAN AAECR9840C, Assessment Year 2019-19 E-filing-Acknowledgement number 363108271311018 dated October 31, 2018, had errors/incorrect claims/inconsistencies because of which attracted adjustment and the variance on account of proposed adjustment was of Rs. 52,69,150. As on date the said notice is Pending.	Pending
2019-20	An Adjustment Notice under section 143(1)(a) of the Income Tax Act, 1961 ("Act") was issued to Shanti Guru Industries Limited vide Document Identification No. CPC/1920/G22/1968592499 dated February 14,	Pending

	2020. As per the notice the return for PAN AAECR9840C, Assessment Year 2019-20 E-filing-Acknowledgement number 229833731291019 dated October 29, 2019, had errors/incorrect claims/inconsistencies because of which attracted adjustment and the variance on account of proposed adjustment was of Rs. 36,85,985. As on date the said notice is Pending.	
2020-21	An Issue Letter was received was issued to Shanti Guru Industries Limited vide DIN & Letter No: ITBA/COM/F/17/2019-20/1024967659(1) dated February 11, 2020, regarding deficiency in payment of Advance Tax- F.Y. 2019-20. As per the letter there was a difference of Rs. 14,88,191/- in advance tax payment and the assessee was given a chance to pay the entire tax liability as advance tax and avoid SAT payments and the interest thereof. As on date the said letter is Open.	Open

- **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Promoters are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Accrued Interest (in Rupees)
<b>Shanti Guru Industries Limited</b>						
2013	154	2015201337077768650C	February 4, 2016	1	1,35,450	1,28,630
2018	154	2019201837065083686C	November 23, 2019	1	1,36,700	1,56,265
2019	143(1)(A)	2020201937002941632C	May 10, 2020	1	11,48,540	5,05,340
<b>Amit Agarwal</b>						
2013	271F	2022201340410509956T	September 9, 2022	1	5,000	-
2013	271A	2022201340411300831T	September 26, 2022	1	25,000	-
2013	271(1)(b)	2022201340410628466T	September 13, 2022	1	10,000	-
2013	147	2021201337004470146T	March 25, 2022	1	1,29,99,260	-
2014	147	2023201437000595532T	May 9, 2023	1	6,29,80,290	-
2018	143(1)(A)	2019201837052371522T	October 16, 2019	1	21,480	-
2022	143(1)(A)	2022202237139212865T	December 16, 2022	1	38,760	-
2023		2023202337236625462T	January 02, 2024	1	8,470	168
<b>Shripal Veeramchand Sanghvi</b>						
2012	250	2018201210002600346T	February 12, 2019	1	85,490	-
2013	143(3)	2015201310010455011T	March 10, 2016	1	0	25,203
2015	153C	2022201537001701255T	March 29, 2023	1	2,01,057	-
2016	153C	2022201637001701260T	March 29, 2023	1	10,610	-
2018	153C	2022201837001694075T	March 28, 2023	1	29,237	-
2017	153C	2022201737001701294T	March 29, 2023	1	22,260	-
2019	153C	2022201937001701285T	March 29, 2023	1	21,04,980	-
2021	143(3)	2022202137154329534T	March 29, 2023	1	11,86,790	2,72,941
<b>Total</b>					<b>8,11,49,374</b>	<b>10,88,547</b>

- **Tax Deducted at Source (TDS):**

Sr. No	Financial Year	Total Default (in Rupees)
<b>Shanti Guru Industries Limited</b>		
1.	Prior Years	6,59,990.00
2.	2021-22	34,270.00
<b>Total</b>		<b>6,94,260.00</b>

(v). **Other Matters based on Materiality Policy of our Company:**

- **M. Sathya Narayanan & M. Shiyam Kumar v. Sripal Sangavi & Dinesh Kumar – OP/60/2021:**

M. Sathya Narayanan & M. Shiyam Kumar (“Petitioners”) filed a case numbering OP/60/2021 under section 21 of the Civil Procedure Code, 1908 on December 17, 2021, before the Principal District Munsif Court, Tiruchirappalli against Sripal Sangavi & Dinesh Kumar (“Respondents”) praying the hon’ble court to deliver possession of the property bearing address Shop Door No: 41/1, 41/3 back to the petitioner on the grounds of willful default in payment of rent, misuse of the demised premises, sub-letting the demised premises for own occupation and for residential use by the respondents and to merge the RLTOP No. 61/2021 with 60/2021 and both the cases and parties involved in the case are same. As on date the said matter is currently pending adjudication.

**LITIGATION FILED BY OUR PROMOTERS:**

(i). **All criminal proceedings:**

- **M/s. Mirra Cobalt Packaging, Mr. Amit Agarwal, and Mrs. Hema Banwarilal Agarwal v. Mr. S.P. Vijayakumar:**

M/s. Mirra Cobalt Packaging, Mr. Amit Agarwal, and Mrs. Hema Banwarilal Agarwal (“Petitioners”) filed a Quashing Petition before the High Court of Judicature at Madras against complaint in S.T.C. No. 3776 of 2023 on the file of III Fast Track Court/The Metropolitan Magistrate at Saidapet, Chennai by Mr. S.P. Vijayakumar (“Respondent”). Petitioners in the present petition claims that the loan taken was already repaid in 14 instalments starting from February 25, 2020, to April 18, 2022, and the respondent misused the blank cheque nos. 631647 and 631648 which was given as security purpose on February 04, 2020. Petitioners lodged the police complaint against the respondent on April 26, 2022, before the Inspector of police Thiruporur and the Inspector of Police Kodambakkam and the Commissioner of Police, Chennai pursuant to the petitioner’s complaint the Inspector of Police central crime branch conducted the enquiry with manager of the petitioner and closed the same on June 07, 2022 on the ground that there is no money loss to the petitioners and further instructed that to lodged the complaint before the concerned police station for the recovery the cheque and pro-notes and other police complaint pending before the Inspector of police, Kodambakkam police and Thiruporur police station without any action and the Petitioner also sent a legal notice to the respondent herein stating that to stop the illegal proceedings and to return the cheque Nos. 631647 and 631648. The respondent didn’t return the said cheques and hence the present petition was filed praying before the Hon’ble Court to stay all further proceedings relating to the impugned complaint in STC No .3776 of 2023. As on date the said matter is currently pending adjudication.

(ii). **Other Matters based on Materiality Policy of our Company:**

- **Shripal Sanghvi v. V.R. Karthik Thondaiman – OS 123/2021:**

Shripal Sanghvi (“Plaintiff”) filed a case numbering OS 123/2021 under Order VII Rule 1 of the Civil Procedure Code, 1908 on March 23, 2021, before the District Judge of Tiruchirappalli against V.R. Karthik (“Defendant”) as the subject matter of the sale agreement was unshaped, unlocalized and the Defendant assured to arrange for measuring the property in term of subdivision for which he did not comply. The Plaintiff in the said case requested the Hon’ble Court to pass a Decree for specific performance against the Defendant and to direct the

Defendant to execute a registered sale deed in respect of the suit property in favour of the Plaintiff and in case of failure to do so, permit the plaintiff to have the registered sale deed executed through process of the Hon'ble Court or in alternative without giving up the main relief of Specific Performance, directing the defendant to repay a sum of Rs. 50,00,000/- to the plaintiff with interest at the rate of 24% from the date of plaint till the date of realization and pass an order for permanent injunction restraining the defendant his men, agents, servants or anybody claiming under him from alienating or encumbering the suit property in favour of any persons or person other than the plaintiff in any manner. As on date the said matter is currently pending adjudication.

**C. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS):**

**LITIGATIONS AGAINST OUR DIRECTORS (OTHER THAN PROMOTERS):**

**(i). All criminal proceedings:**

Nil

**(ii). All actions by regulatory authorities and statutory authorities:**

Nil

**(iii). Claims related to direct and indirect taxes:**

• **Direct Tax:**

As per website of Income Tax, the following E-Proceedings are shown as pending with “open” or “pending” status. However, in some letters the amount has not been mentioned and cannot be crystallized:

Assessment Year	Description	Current Status
<b>Vikash Mahipal</b>		
Not Available	An Adjustment Notice under section 143(1)(a) of the Income Tax Act, 1961 (“Act”) was issued to Mr. Vikash Mahipal vide communication reference no. CPC/1819/G22/1842082149 dated February 21, 2019. As per the notice the return for PAN ABUPM0578N, Assessment Year 2018-19 E-filing-Acknowledgement number 967384290310718 dated July 31, 2018, had errors/incorrect claims/inconsistencies which attracted adjustment and the variance on account of proposed adjustment was of Rs. 31,826 for Arithmetical error in the return under section 143(1)(a)(i) of the Act and Rs. 31,826 for Incorrect Claim under section 143(1)(a)(ii) of the Act. As on date the said notice is Pending.	Pending

• **Income Tax:**

As per website of Income Tax Department for outstanding tax demand, following defaults in the payment of Income Tax by the Directors (Other than Promoters) are still outstanding:

Assessment Year	Section Code	Demand Identification Number	Date on which demand is raised	No. of Defaults	Outstanding Demand (in Rupees)	Accrued Interest (in Rupees)
<b>Shanmugam</b>						
2023	143(1)(a)	2023202337240132633T	January 11, 2024	1	1,000	20
<b>Total</b>					1,000	20

(iv). **Other Matters based on Materiality Policy of our Company:**

Nil

**LITIGATION FILED BY OUR DIRECTORS (OTHER THAN PROMOTERS):**

(i). **All criminal proceedings:**

Nil

(ii). **Other Matters based on Materiality Policy of our Company:**

Nil

**D. OUTSTANDINGS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES OR ANY OTHER CREDITORS:**

In accordance with our Company's materiality policy dated March 15, 2024, below are the details of the Creditors where there are outstanding amounts as on November 30, 2023:

S. No.	Type of creditor	No. of cases	Amount outstanding (in ₹ lakhs)
1.	Dues to micro, small and medium enterprises*	4	41.20
2.	Dues to Material Creditor(s) (as defined below)	4	101.60
3.	Dues to other creditors	92	69.26
	<b>Total</b>	<b>100</b>	<b>212.06</b>

*\*The balance includes payable to Easy Pack Salem, an MSME party who is also a Material Creditor with balance of ₹ 33.10 Lakhs.*

**E. MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET:**

Except as mentioned under the chapter - "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 247 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

*(Rest of the page is intentionally left blank)*

## GOVERNMENT AND OTHER APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central Government and appropriate State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed on this behalf.*

*Following statements set out the details of licenses, permissions and approvals obtained by the Company under various Central and State legislations for carrying out its business activities.*

*The Company has its business located at the following locations:*

### **Registered Office:**

- No. 37, Old No. 19, Padmavathiyar Road, Gopalapuram, Chennai, Tamil Nadu – 600086.

### **Factory:**

- SF No. 32-34, Deevattipatti Village, Kadayampatti Taluk, Salem, Tamil Nadu – 636351.
- Survey No. 421/2, D No. 2/114 2/115, Tadipatri Road, Karmalavari Palli Village, Mylvaram, YSR Andhra Pradesh – 516439.

### **Branch Office:**

- First 8-1502, Shop No. 3, Seeri Complex, APMC Yard, Raith Bhavan, Kalaburagi, Karnataka – 585104.

### **Counter Sales Office:**

- SF.No.1113/1, D. No. II/14-3, II/14-4, II/14-5, II/14-6, Bangalore By Pass Road, Omalur, Salem, Tamil Nadu - 636455.

## I. APPROVALS FOR THE OFFER

### **Corporate Approvals**

The following approvals have been obtained or will be obtained in connection with the Offer:

- a) Our Board of Directors have pursuant to a resolution passed at their meeting held on April 01, 2024, authorized the Offer, subject to the approval of the shareholders of our Company under Section 62(1)(c), 23(1)(a), and 28(3) of the Companies Act, 2013 and such other authorities as may be necessary.
- b) The Offer of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1)(c) and 23(1)(a) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on April 02, 2024.

### **ISIN Number**

The Company's International Securities Identification Number ("ISIN") is INE0RXB01022.

### **Lender Consent**

Our Company has received the NoC from the following:

- On January 24, 2024, from Indian Bank.
- On March 04, 2024, from Unity Small Finance Bank.
- On March 20, 2024, from Ambit Finvest.
- On April 02, 2024, from HDFC Bank.

### **Stock Exchange**

In-Principle approval letter dated [●] from [●] for the listing of equity shares issued by our Company pursuant to the Offer.



## II. APPROVALS OBTAINED BY OUR COMPANY

S.No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
1.	Certificate of Incorporation in the name of M/S Kichoni Online Services Private Limited	U72900TN2008PTC066955	Assistant Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands	March 24, 2008	One Time Registration
2.	Certificate of Incorporation upon change of name from M/S Kichoni Online Services Private Limited to Jeyyam Products Private Limited	U72900TN2008PTC066955	Assistant Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands	June 18, 2009	One Time Registration
3.	Certificate of Incorporation upon change of name from Jeyyam Products Private Limited to Jeyyam Global Foods Private Limited	U15400TN2008PTC066955	Registrar of Companies, Chennai	February 24, 2015	One Time Registration
4.	Certificate of Incorporation upon change of name from Jeyyam Global Foods Private Limited to Jeyyam Global Foods Limited pursuant to conversion from Private Company to Public Company.	U15400TN2008PLC066955	Registrar of Companies, Chennai	May 23, 2023	One Time Registration
<b>TAX RELATED APPROVALS</b>					
5.	Permanent Account Number ("PAN")	AADCK3303J	Income Tax Department, Government of India	March 24, 2008	One Time Registration
6.	Tax Deduction Account Number ("TAN")	CHEJ05231C	Income Tax Department, Government of India	February 24, 2024	One Time Registration
<b>GOODS AND SERVICE TAX REGISTRATION</b>					
7.	Certificate of Registration under the Centre Goods and Services Tax Act, 2017 for Branch Office in Karnataka	29AADCK3303J1ZM	Superintendent, LGSTO 525-Gulbarga, Good and Service Tax Network 07	August 22, 2023	One Time Registration
8.	Certificate of Registration under the Andhra Pradesh Goods and Services Tax Act, 2017 for Premises located in Andhra Pradesh	37AADCK3303J1ZP	Assistant Commissioner (ST), Proddutur-II, Good and Service Tax Network 07	July 31, 2023	One Time Registration
9.	Certificate of Registration under the Centre Goods and Services Tax Act, 2017 for Premises located in Tamil Nadu	33AADCK3303J1ZX	Superintendent, Alwarpet, Good and Service Tax Network 07	December 19, 2023	One Time Registration
<b>CERTIFICATE OF REGISTRATION UNDER STATE TAX ON PROFESSION, TRADES, CALLING AND EMPLOYMENTS ACTS</b>					
10.	*Certificate of Registration under the Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987	37042334039	Deputy Assistant Commissioner, Commercial Taxes Department, Government of Andhra Pradesh	January 04, 2023	One Time Registration
11.	*Certificate of Registration under the Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987	37122344993	Deputy Assistant Commissioner, Commercial Taxes Department, Government of Andhra Pradesh	January 04, 2023	One Time Registration
12.	Certificate of Enrolment under the Karnataka Tax on Professions, Trades,	1053773721	Commercial Taxes Department, Government of	January 10, 2024	One Time Registration

S.No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Callings and Employment Act, 1976		Karnataka		
13.	Certificate of Registration under the Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	308966501	Commercial Taxes Department, Government of Karnataka	December 02, 2023	One Time Registration
<b>BUSINESS RELATED APPROVALS</b>					
14.	*Udyam Registration Certificate under Micro, Small and Medium Enterprises Development Act, 2006	UDYAM-TN-20-0050547	Government of India, Ministry of Micro, Small and Medium Enterprises	March 21, 2022	One Time Registration
15.	*Certificate of Importer-Exporter Code	AADCK3303J	Government of India, Ministry of Commerce and Industry	May 17, 2021	One Time Registration
16.	Factory License under the Tamil Nadu Factories Rules, 1950 for Tamil Nadu Factory	SLM05309	Government of Tamil Nadu, Directorate of Industrial Safety and Health	October 18, 2023	December 31, 2024
17.	Fire and Rescue Service License under the Tamil Nadu Fire and Rescue Service Rules, 1990 for Tamil Nadu Factory	2792/C1/2024	District Officer, Fire and Rescue Services, Salem District	March 01, 2024	February 28, 2025
18.	*Consent to Operate Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 for Tamil Nadu factory	1805113715993	District Environmental Engineer, Tamil Nadu Pollution Control Board, Salem	June 07, 2018	March 31, 2026
19.	*Consent to Operate under Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 for Tamil Nadu factory	1805213715993	District Environmental Engineer, Tamil Nadu Pollution Control Board, Salem	June 07, 2018	March 31, 2026
20.	*Environmental Consent under Rule No. 32-A of the water (Prevention and Control Pollution) Rules 1994 and Rules No. 29-A of the Air (Prevention and Control Pollution) Rules 1994 for Andhra Pradesh Factory	Order No. K-1377/PCB-RO/KDP/Ack/2023	Environmental Engineer, Andhra Pradesh Pollution Control Board, Regional Office, Kadapa	June 07, 2023	Not Available
21.	FSSAI License under FSS Act, 2006 for Andhra Pradesh	10123011000052	Food Safety and Standards Authority of India, Government of Andhra Pradesh	February 15, 2024	February 27, 2025
22.	*FSSAI License under FSS Act, 2006 for Tamil Nadu	12415018000242	Food Safety and Standards Authority of India, Government of India	November 23, 2022	April 14, 2025
23.	*FSSAI License under FSS Act, 2006 for Tamil Nadu	12417018001708	Food Safety Wing Department, Food Safety and Standards Authority of India, Government of Tamil Nadu	October 11, 2022	December 31, 2024
24.	*Single Statewide Trader License under the Andhra Pradesh (Agricultural Produce & Live Stock) Markets Act, 1966	No. A-110/2023-28	Agriculture Market Committee, Andhra Pradesh	June 01, 2023	March 31, 2028

S.No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
25.	*Verification Certificate under the Legal Metrology Act, 2009	D98 108020	Office of the Controller, Legal Metrology, Vijayawada, Government of Andhra Pradesh	July 20, 2023	Next Verification Date: July 19, 2024
26.	*Verification Certificate under the Legal Metrology Act, 2009	D98 108021	Office of the Controller, Legal Metrology, Vijayawada, Government of Andhra Pradesh	July 20, 2023	Next Verification Date: July 19, 2024
27.	*Verification Certificate under the Legal Metrology Act, 2009	D98 108023	Office of the Controller, Legal Metrology, Vijayawada, Government of Andhra Pradesh	July 20, 2023	Next Verification Date: July 19, 2024
28.	*CIF License under the Electricity Act 2003 and Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010	LR. No. EI/KNL/TECH/HT/D. No. 344/2023	Directorate of Electrical Safety, Government of Andhra Pradesh	April 10, 2023	Not Available
29.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/360/002893	Deputy Inspector of Labour-II, Salem, Office of the Assistant Controller of Legal Metrology, Government of Tamil Nadu	September 26, 2023	Next Verification Date: September 25, 2024
30.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010267	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
31.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010268	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
32.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010269	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
33.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010270	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
34.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010271	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
35.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010272	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
36.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010273	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
37.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement)	SLM/550/010274	Stamping Inspector, Mettur, Office of the Inspector of Legal	September 28, 2023	Next Verification Date:

S.No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Rules, 2011 and Legal Metrology Act, 2009		Metrology, Government of Tamil Nadu		September 27, 2024
38.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010275	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
39.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010284	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
40.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010285	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
41.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010286	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
42.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010287	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
43.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010288	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
44.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010289	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
45.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010290	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
46.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010291	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
47.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010292	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
48.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010293	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
49.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010294	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
50.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal	SLM/550/010295	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government	September 28, 2023	Next Verification Date: September




S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Metrology Act, 2009		of Tamil Nadu		27, 2024
51.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010296	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
52.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010297	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
53.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010298	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
54.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010299	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
55.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010300	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
56.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010301	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
57.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010310	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
58.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010311	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
59.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010312	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
60.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010313	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
61.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010314	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
62.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010315	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
63.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010316	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
64.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010317	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
65.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010318	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
66.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010302	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
67.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010303	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
68.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010304	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
69.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010305	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
70.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010306	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
71.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010307	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
72.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010308	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
73.	*Verification Certificate under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009	SLM/550/010309	Stamping Inspector, Mettur, Office of the Inspector of Legal Metrology, Government of Tamil Nadu	September 28, 2023	Next Verification Date: September 27, 2024
74.	*Sanitary Certificate under the Tamil Nadu Public Health Act, 1939	L. No. 9712/A1/2023	Department of Preventive Health and Medicine	December 11, 2023	2023-2024
75.	*Certificate of Stability under the Tamil Nadu Factories Rules, 1950	SS/JGFPL/ST/1877	Director, Industrial Safety and Health Competency	December 08, 2021	Next Inspection Date: December 07, 2024
76.	*Running License for Tamil Nadu Factory	690/2022 /A2	Commissioner Kadayampatty Panchayat Union	April 01, 2022	March 31, 2025
77.	*Panchayat Approval under the Tamil Nadu Panchayaths Act 1994	N.K. No. 532/2021A/2	Kadayampatti Panchayat Union Commissioner	December 29, 2021	Valid unless revoked
78.	*Certificate of Registration under section 27 of the	R.C. No. M3/39571/2005	Controller of Legal Metrology, Teynampet,	August 25, 2015	Not Available

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Legal Metrology (Packaged Commodities Rule, 2011)		Chennai - 600006		
79.	**Health Approval Certificate	D. Dis. No. 11176/E6/2014	Deputy Director of Health Services, Salem, Department of Public Health and Preventive Medicine	December 18, 2014	Not Available
<b>LABOUR RELATED APPROVALS</b>					
80.	*Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	CBSLM0090361000	Employees' Provident Fund Organisation, Ministry of Labour and Employment, Government of India	April 22, 2015	One Time Registration
81.	Registration under Employees State Insurance Act, 1948	63001118140000004	Employees' State Insurance Corporation, Sub-Regional Office, ESI Corporation, 39/57, Three Roads, Salem	March 16, 2023	One Time Registration
82.	*Registration of Establishment under the Andhra Pradesh (Issuance of Integrated Registration and Furnishing of Combined Returns Under Various Labour Laws by Certain Establishments) Act, 2015 for Payment of Gratuity	AP-11-02-024-03135133	Licensing Officer, Labour Department, Government of Andhra Pradesh	March 01, 2023	Not Applicable
83.	*Registration under the Interstate Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979	IMA/R/SLM05309	Office of the Joint Director of Industrial Safety and Health, Hosur	November 18, 2022	One Time Registration
84.	*Registration under the Contractor Labour (Regulation and Abolition) Act, 1970	CLA/R/SLM05309	Registering Officer Joint Director of Industrial Safety and Health, Hosur	November 03, 2023	One Time Registration
85.	Registration of Establishment for Karnataka Premises under the Karnataka Shops and Commercial Establishments Act. 1961	Gu1/1/CE/0174/2023	Office of the Senior Labour Inspector, Gulbarga 1st Circle, Gulbarga, Department of Labour, Government of Karnataka	December 20, 2023	December 31, 2027
<p>*The above-mentioned approvals are in the previous name of the Company i.e., Jeyyam Global Foods Private Limited. The Company is in the process of changing its name from Jeyyam Global Foods Private Limited to Jeyyam Global Foods Limited in all its approvals.</p> <p>**The above-mentioned approval is in the name of Jeyyam Food Park LLP. The Company is in the process of changing its name to Jeyyam Global Foods Limited in all its approvals.</p>					

*(Rest of the page is intentionally left blank)*

### III. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT

Sr. No.	Word/ Label/ Mark/Design	Application No.	Class	Registration/Application date	Status/ Validity
1.	*JEYYAM CLASSICS	4962680	30	May 03, 2021	Registered
2.	*JEYYAM CLASSICS	4962681	35	May 03, 2021	Registered
3.	*JEYYAM 	4717030	31	October 24, 2020	Registered
4.	*JEYYAM 	4717028	30	October 24, 2020	Registered
5.	*JEYYAM 	4717027	29	October 24, 2020	Registered
*The above-mentioned trademark approvals are in the name of Thilagavathi. The Company is in the process of changing its name to Jeyyam Global Foods Limited in all its trademark approvals.					

### IV. APPROVALS DETAILS OF DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY

SR. NO.	DOMAIN NAME AND ID	IANA ID	CREATION DATE	EXPIRY DATE
1.	Domain name – <a href="https://jeyyamfoods.com/">https://jeyyamfoods.com/</a> Domain ID – 1904902268_DOMAIN_COM-VRSN	303	February 23, 2015	February 23, 2025

### V. CERTIFICATES IN THE NAME OF THE COMPANY

SR. NO.	PARTICULARS/DESCRIPTION	CERTIFICATE/ REGISTRATION NUMBER	DATE OF REGISTRATION	EXPIRY DATE
1.	*ISO 22000:2018 Certificate issued by TÜV SÜD South Asia Private Limited	99 510 00370	January 17, 2022	January 16, 2025
2.	*ISO 9001:2015 Certificate issued by TÜV SÜD South Asia Private Limited	99 100 22102	January 12, 2022	January 11, 2025
*The above-mentioned approvals are in the previous name of the Company i.e., Jeyyam Global Foods Private Limited. The Company is in the process of changing its name from Jeyyam Global Foods Private Limited to Jeyyam Global Foods Limited in all its approvals.				

### VI. PENDING APPROVALS

1. Our Company has applied for a Factory License under the Factories Act, 1948 for the factory located in Andhra Pradesh vide application reference no. CAE2205098. The application has been approved by the Factories



Department vide reference no. LAE05-14026/36/2023-A SEC-DOF dated March 21, 2023, and we are yet to receive the copy of License.

2. Our Company has applied for a Provisional Fire NOC for the factory located in Andhra Pradesh vide Challan No. 71142432482023 dated June 22, 2023, and we are yet to receive the copy of NOC.
3. Our Company has applied for a New Interstate Migrant Registration Certificate under the Interstate Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, and we are yet to receive the copy of Certificate.

*(Rest of the page is intentionally left blank)*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE OFFER

#### *Corporate Approvals*

The Fresh Offer of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution of the Board of Directors of our Company passed at their meeting held on April 1, 2024, pursuant to Section 62(1)(c) of the Companies Act.

The Fresh Offer of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a special resolution of the shareholders of our Company passed at the Extra-Ordinary General Meeting held on April 2, 2024, pursuant to Section 62(1) (c) and other applicable provisions of the Companies Act, 2013.

Our Board has approved the Draft Red Herring Prospectus through its resolution dated April 15, 2024, and Red Herring Prospectus through resolution dated [●].

#### *Approvals from the Selling Shareholder*

The Selling Shareholder have confirmed and authorized the transfer of its proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholders	Date of Consent Letter	No of Equity Shares offered	% of the pre-Offer paid-up Equity Share capital of our Company
Shripal Veeramchand Sanghvi	April 01, 2024	13,43,200	7.59

#### *Government and other Approvals*

Our Company has also obtained all necessary contractual approvals required for the Offer. For further details, refer to the chapter titled '*Government and Other Approvals*' on Page 275 of this Draft Red Herring Prospectus.

#### *In-Principle Listing Approval*

Our Company has received In-principal approval from NSE vide their letter dated [●] to use the name of NSE in this Red Herring Prospectus for listing of the Equity Shares on Emerge Platform of NSE. Emerge Platform of NSE is the Designated Stock Exchange.

### PROHIBITION BY SEBI, RBI OR ANY OTHER GOVERNMENTAL AUTHORITY

Our Company, our Promoter, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of our Directors is in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as Promoter or directors.

None of the Directors are associated with any entities which are engaged in securities market related business and are registered with SEBI for the same.

There is neither any violation of securities law committed and/or pending by any of them in the past, nor have any company with which the Issuer Company, its Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.

## **PROHIBITION WITH RESPECT TO WILFUL DEFAULTER OR FRAUDULENT BORROWER**

Neither our Company, our Promoter, our Directors, our Promoter Group, our Group Companies, or the person (s) on control of our Company have been identified as wilful defaulter or fraudulent borrower by the RBI or any other governmental authority as defined by SEBI ICDR Regulations, 2018.

## **COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ('SBO Rules'), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

## **ELIGIBILITY FOR THE OFFER**

Our Company is eligible in terms of Regulation 230 of SEBI ICDR Regulations for this Offer.

Our Company is an 'Unlisted Issuer' in terms of SEBI (ICDR) Regulations, 2018 and this Offer is an 'Initial Public Issue' in terms of such regulations.

Our Company is eligible for this Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of SEBI ICDR Regulations, as we are an issuer whose post offer capital is more than Ten Crores Rupees and up to Twenty-Five Crores Rupees, and we may hence offer Equity shares to public and propose to list the same on Small and Medium Enterprise Exchange [in this case being the EMERGE platform of NSE i.e. NSE Emerge]

### **We confirm that:**

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this offer will be 100% underwritten and that the BRLM to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to the chapter titled "General Information" beginning on page 63 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Draft Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Red Herring Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of NSE (NSE EMERGE). For further details of the arrangement of market making please refer to chapter titled "General Information" beginning on page 63 of this Draft Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of NSE and National Stock Exchange of India Limited is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.

9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.
11. 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 November 15, 2023 and National Securities Depository Limited (NSDL) dated November 30, 2023 for establishing connectivity.
12. Our Company has a website i.e. <https://www.jeyyamfoods.com/>

We further confirm that we shall be complying with all the other requirements as laid down for such an offer 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.

### **NSE EMERGE ELIGIBILITY NORMS**

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of NSE:

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, we confirm that we have fulfilled eligibility criteria for Emerge Platform of NSE (NSE Emerge), which are as under:

#### ***Our Company is incorporated under Companies Act, 1956/ 2013***

Our Company was originally incorporated as ‘**Kichonni Online Services Private Limited**, a Private Limited Company under the Companies Act, 1956 on March 24, 2008 with the Registrar of Tamil Nadu, Chennai.

Later the name of our Company was changed to “**Jeyyam Products Private Limited**”, pursuant to shareholders’ resolution passed on May 09, 2009, and a fresh Certificate of Incorporation dated June 18, 2009 was issued by Registrar of Companies, Chennai.

Subsequently the name of our Company was changed again to “**Jeyyam Global Foods Private Limited**” pursuant to shareholders resolution passed on February 19, 2015, and a fresh Certificate of Incorporation dated February 24, 2015 was issued by Registrar of Companies, Chennai

Thereafter, our Company was converted from private limited company to a public limited company pursuant to a shareholders resolution passed on April 24, 2023, and the name of our Company was changed to ‘**Jeyyam Global Foods Limited**’. and a fresh Certificate of Incorporation dated May 23, 2023 was issued by Registrar of Companies, Chennai.

#### ***The post-offer paid-up equity share capital of our Company shall not be more than ₹ 25 Crore.***

The post offer paid up capital of our Company will be ₹ 23.74 Crores. So, our Company has fulfilled the criteria of post offer paid up capital shall not be more than ₹ 25 Crores.

#### ***Our Company should have track record of at least 3 years.***

Our company is having track record of more than 3 years as on the date of Draft Red Herring Prospectus.

#### ***Positive Net worth***

Our Company has positive net worth in the last 3 years as mentioned below:

Particulars	(In Lakhs)		
	For the Financial years ending March 31,		
	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Net Worth	6,513.60	5726.51	3112.70

**Operating profit (earnings before interest, depreciation and tax) from operations for last three financial years:**

(In Lakhs)

Particulars	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2020-21
Operating Profit (Earnings Before Interest, Depreciation and Tax from operations) as per restated financials	1700.95	1152.19	1171.91

***It is mandatory for a company to have a website.***

Our Company has a live and operational website i.e. <https://www.jeyyamfoods.com/>

***It is mandatory for our Company to facilitate trading in demat securities and enter into an agreement with both the depositories.***

Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated November 15, 2023 and National Securities Depository Limited (NSDL) dated November 30, 2023 for establishing connectivity.

***Not referred to BIFR***

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

***No winding up petition***

There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.

***No regulatory or disciplinary action***

There has been no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

***No association with securities market***

The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE 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 OFFER 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 HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, CORPWIS ADVISORS PRIVATE LIMITED HAS FURNISHED TO SEBI AND STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE**

**REQUIREMENTS) REGULATIONS, 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE OFFER IN ACCORDANCE WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.**

#### **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 those contained in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk. It is clarified that neither the Selling Shareholders, nor their respective directors, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholder in relation to itself and/or the Equity Shares offered by it through the Offer for Sale.

#### **CAUTION**

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between our Company, the Book Running Lead Manager i.e. Corpwis Advisors Private Limited and the Selling Shareholder on April 03, 2024, and the Underwriting Agreement dated [●] entered into between our Company, the Underwriters and the selling shareholders and the Market Making Agreement dated [●], 2024 entered into among the Market Maker, Book Running Lead Manager, 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, at collection centers or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, its Promoter Group, or its affiliates or associates in the ordinary course of business and have engaged, or may be engage in the future, in commercial banking and investment banking transactions with our Company, its Promoter Group, Group Entities, and its affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriters 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 of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters 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 the Equity Shares in the Offer.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, 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, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE STOCK EXCHANGE (NSE EMERGE)**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE).

NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft Offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the Offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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 any other reason whatsoever.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1933**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulations of the 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create 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 pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **FILING**

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations. However, pursuant to Regulation 246(5) of the SEBI (ICDR) Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in soft form.

Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring 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 documents required to be filed under Section 26 of the Companies Act, 2013 will be filed online with the Registrar of Companies, Chennai, situated at Registrar of Companies, Block No. 6, B-Wing, Second Floor, Shastri Bhawan 26, Haddows Road, Chennai, Tamil Nadu – 600034 at least (3) three working days prior from the date of opening of the Offer.

## **LISTING**

Application will be made to the NSE Emerge for obtaining permission to deal in and for an official quotation of the Equity Shares.

NSE Emerge is the Designated Stock Exchange, with which the Basis of Allotment will be finalized. The Emerge Platform of NSE has given its in-principal approval for using its name in our Offer documents vide its letter [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 4 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 4 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within three (3) Working Days from the Offer Closing Date.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 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 to action under Section 447 of the Companies, Act 2013.

## **CONSENTS**

Consents in writing of (a) The Directors, The Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Key Managerial Personnel, The Peer Review Statutory Auditor, (b) Book Running Lead Manager, Registrar to the Offer, Banker(s) to the Offer, Sponsor Bank, Legal Advisor to the Offer, Underwriter(s) to the Offer and Market Maker to the Offer to act in their respective capacities, as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. A B C D & Co. Chartered Accountants the Statutory Auditors of our Company has given their consent to include their names as Statutory Auditor and Expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, to the extent and in their capacity as an Statutory Auditor in relation to the Restated Financial Statements and report thereon, the Statement of Tax Benefits and various other certificates issued in relating to this Offer and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.



In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Er. K. Karthikeyan, Chartered Engineer, Registration No. M1701252 has provided his written consent to the inclusion of the certificate issued by him to our Company, as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

#### **EXPERTS OPINION**

Except for the restated financial statements, report thereon, and the Statement of Tax Benefits included in the prospectus, and various certificates issued for the purpose of this Draft Red Hearing Prospectus, as issued by M/s A B C D & Co, Chartered Accountants (Peer Review Auditors) & certificate on installed capacity and its utilization and certificate on installed plant and machinery, as issued by Er. K. Karthikeyan, Chartered Engineer, Registration No M1701252 our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

#### **PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS**

Except as stated under Chapter titled “*Capital Structure*” beginning on page 71 of this Draft Red Herring Prospectus, our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, amended from time to time and the Offer is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

#### **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS**

Since this is the initial public offer of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since the incorporation.

#### **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES/ SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL OFFER DURING THE LAST THREE YEARS:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public offer or rights offer during the last three year except as mentioned in this Draft Red Herring Prospectus. This is the initial public offer of our Company’s Equity Shares

#### **PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY**

Except as stated under Section titled “*Capital Structure*” beginning on page 71 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or right issue.

#### **PERFORMANCE VIS-A-VIS OBJECTS - LAST OFFER OF LISTED SUBSIDIARIES/LISTED PROMOTER**

Our Company does not have any listed subsidiaries. Shanti Guru Industries Limited, our listed Promoter has not made any public/rights during the preceding five years from the date of this Draft Red Herring Prospectus

#### **OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

#### **OPTION TO SUBSCRIBE**

Equity Shares being issued through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

## STOCK MARKET DATA OF THE EQUITY SHARES

Since the Equity Shares of our Company are not listed on any Stock Exchange, this will be an Initial Public Offer for our Company.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Our Company has appointed 'Kfin Technologies Limited' as the Registrar to the Offer, to handle the investor grievances in co-ordination with the Compliance Officer of our Company.

The Agreement dated April 3, 2024 amongst the Registrar to the Offer and our Company provides for retention of records with the Registrar to the Offer for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ritika Agarwal, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and the Compliance Officer are as follows:

### **Ritika Agarwal**

Company Secretary & Compliance Officer

### **Jeyyam Global Foods Limited**

**Address:** No.37 (Old No.19), Padmavathiyar Road, Gopalapuram, Chennai – 600086

**Tel No:** 044 – 45054101, 044 – 28351835, +91-9003402000

**Email:** [companysecretary@jeyyamfoods.in](mailto:companysecretary@jeyyamfoods.in)

**Website:** <https://www.jeyyamfoods.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus

## DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

Our Corporate Promoter i.e., Shanti Guru Industries Ltd, is listed on BSE and it has not received any investor Grievances during the Fiscal year 2021, 2022, 2023 and during the eight months ended November, 2023.

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

Our Company has not sought for any exemptions from complying with any provisions of securities laws.

## PRICE INFORMATION OF PAST OFFERS HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past offers handled by **Corpwis Advisors Private Limited**, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Book Running Lead Manager at <https://corpwis.com/>.

## DISCLOSURE OF PRICE INFORMATION OF PAST OFFERS HANDLED BY CORPWIS ADVISORS PRIVATE LIMITED

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1	Aluwind Architectural Limited	29.70	45	April 09, 2024	47.25	Not applicable, as the date of listing is April 09, 2024		

## SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day 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%
2022-23			N.A.											
2023-24			N.A.											
2024-25	1	29.70	N.A., as the date of listing is April 09, 2024											

For details regarding track record of the Book Running Lead Manager 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: <https://corpwis.com/>.

*(Rest of the page is intentionally left blank)*

## **SECTION IX: OFFER INFORMATION**

### **TERMS OF THE OFFER**

*The Equity Shares being issued and allotted and transferred pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the offer and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting their approval for the Offer.*

### **THE OFFER**

The Offer comprises of a Fresh Issue of Equity shares and Offer for Sale.

### **RANKING OF EQUITY SHARES**

The Equity Shares being issued and allotted shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page 327 of this Draft Red Herring Prospectus.

### **MODE OF PAYMENT OF DIVIDEND**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Bidders who have been allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on page 213 and 327, respectively of this Draft Red Herring Prospectus.

### **FACE VALUE, OFFER PRICE AND PRICE BAND**

The face value of each Equity Share is ₹10, and the Offer Price is ₹ [●] per Equity Share. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share, being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Manager and advertised in all editions of the English national daily newspaper, [●], all editions of the Hindi national daily newspaper, [●] and [●] editions of the Tamil daily newspaper [●] (Tamil being the regional language of Tamil Nadu, where our Registered Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchange for the purpose of uploading the same 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 website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Manager, after the Bid/ Offer Closing Date.

At any given point of time there shall be only one denomination of Equity Shares.

### **COMPLIANCE WITH SEBI ICDR REGULATIONS, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **COMPLIANCE WITH DISCLOSURE AND ACCOUNTING NORMS**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHT OF EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- a. Right to receive dividend, if declared;
- b. Right to receive Annual Reports and notices to members;
- c. Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d. Right to vote on a poll either in person or by proxy;
- e. Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f. Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- g. Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- h. Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “Main Provisions of the Articles of Association” beginning on page number 327 of this Draft Red Herring Prospectus.

## **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 dematerialised form. As per the SEBI ICDR Regulations, the trading of 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 Offer:

Tripartite agreement dated January 10, 2024 amongst our Company, CDSL and Registrar to the Offer.

Tripartite agreement dated January 16, 2024 between our Company, NSDL and Registrar to the Offer.

## **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

Trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Bidders.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

## **MINIMUM NUMBER OF ALLOTTEES**

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Offer and the amounts in the ASBA Account shall be unblocked within 4 Working Days of closure of Offer.

## **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.

## **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint

applicant, 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 in accordance with Section 72 of the Companies Act, 2013 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 entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of our Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys 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 Offer is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **WITHDRAWAL OF THE OFFER**

Our Company in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Offer after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Book Running Lead Manager through, the Registrar to the Offer, shall notify the SCSBs or the Sponsor Bank 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. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with the ROC. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer, our Company shall file a fresh Prospectus.

#### **BID PROGRAM**

An indicative timetable in respect of the Offer is set out below:

<b>Bid Opens on</b>	[●]
<b>Bid Closes on</b>	[●] (T)
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before [●] (T+1)
<b>Initiation of Refunds / unblocking of funds from ASBA Account*</b>	On or before [●] (T+2)
<b>Credit of Equity Shares to demat account of the Allottees</b>	On or before [●] (T+2)
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before [●] (T+3)

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

2. Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.
3. UPI mandate end time and date shall be at 5.00 p.m. on Bid/ Offer Closing Date.

(i) 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/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 from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the blocked funds other than the original application amount shall be instantly revoked and the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding three Working Days from the Bid/ Offer Closing Date, 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 three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The post-Offer BRLMs 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 in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The processing fees for applications made by the UPI Bidders 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.

**The above timetable is indicative and does not constitute any obligation or liability on our Company or the Book Running Lead Manager.**

**While 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 three Working Days of the Bid/Offer Closing Date or such period as prescribed by the SEBI, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and Selling Shareholders, in consultation with the BRLMs, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as prescribed by SEBI.**

In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Offer Closing Date, identifying non-

adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

**Submission of offer Bids (other than Bids from Anchor Investors)**

<b>Bid/Offer 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/Offer Closing Date*</b>	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs, other than QIBs , Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	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, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
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)	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 RIBs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST

\* UPI mandate end time and date shall be at 5:00 pm IST on [●]

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

**On the Bid/ Offer 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 RIBs.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIBs 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 reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB’s on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date until the Bid/ Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB’s shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis as per the format prescribed in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

**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 limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and are advised to submit their Bids no later than prescribed time on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring



Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Working Days, during the Bid/ Offer Period. Investors may please note that as per letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by NSE, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchange. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchange. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

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 all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price. The Floor Price shall not be less than the face value of the Equity Shares

**In case of any revision to the Price Band, the Bid Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid Period for a minimum of three Working Days, subject to the Bid Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

## MINIMUM SUBSCRIPTION

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations. However, in the event our Company does not receive minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/ Offer Closing Date, on account of withdrawal of applications; or after technical rejections or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date; or if the listing or trading permission is not obtained from the Stock Exchange for the Equity Shares so offered pursuant to the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with the applicable laws. If there is a delay beyond four days, our Company shall pay interest at the rate of 15% per annum, in accordance SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI ICDR Regulations.

The minimum number of allottees in this Offer shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Offer.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Offer shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Offer through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, 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 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 application law of such jurisdiction.

## **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, 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 NSE EMERGE.

## **RESTRICTIONS IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre- Offer 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 71 of this Draft Red Herring Prospectus 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 327 of this Draft Red Herring Prospectus.

## **AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS OFFER**

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for Equity Share allocation.

*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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring 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 INSTRUMENT**

As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Offer.

## **ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM**

In accordance with the 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.

## **MIGRATION TO MAIN BOARD**

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. The migration policy of NSE was intimated vide circular Download Ref. No.: NSE/SME/26110 dated March 10, 2014, further revised vide circular Download Ref. No. NSE/SME/37551 dated April 18, 2018 and NSE/SME/47077 dated January 21, 2021. NSE has further reviewed and revised the migration policy effective from April 20, 2023 from NSE Emerge to NSE Main Board as follows:

1. The paid-up equity capital of the company shall not be less than ₹10 crores and the capitalisation of the company's equity shall not be less than ₹25 crores\*\*

*\*\* Explanation for this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post Offer number of equity shares*

2. The company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
3. The company should have been listed on SME platform of the Exchange for at least 3 years.
4. The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
5. The company has not received any winding up petition admitted by a NCLT.
6. The net worth of the company should be at least ₹50 crores.
7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:
  - a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner.
  - b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.
  - c) Redressal mechanism of Investor grievance.
  - d) PAN and DIN no. of Director(s) of the Company.
  - e) Change in Control of a Company/Utilisation of funds raised from public.

## **MARKET MAKING**

The shares issued through this Offer are proposed to be listed on the NSE Emerge 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 NSE Emerge. For further details of the market making arrangement please refer the chapter titled “General Information” beginning on page 63 of this Draft Red Herring Prospectus.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts / authorities in Mumbai, India.

The Equity Shares 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 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, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

*(Rest of the page is intentionally left blank)*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Offer face value capital exceeds ten crore rupees but less than twenty-five crore rupees. The Company shall offer specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the NSE Emerge). For further details regarding the salient features and terms of such this Offer, please see the chapters titled “Terms of the Offer” and “Offer Procedure” beginning on page 295 and 307 respectively, of this Draft Red Herring Prospectus.

### OFFER STRUCTURE

This offer comprised of Initial Public Offering of up to 1,34,32,000 Equity Shares for Cash at an offer Price of ₹ [●] per Equity Share out of which Fresh Public Issue up to 1,20,88,800 Equity Shares and Offer for Sale of upto 13,43,200 Equity Shares. The offer comprises a reservation of up to 6,72,000 Equity Shares of face value of ₹5/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net offer to Public of up to 1,27,60,000 Equity Shares of face value of ₹5/- each (“**the Net offer**”). The offer and the Net offer will constitute [●] % and [●] %, respectively of the post offer paid-up equity share capital of the Company. The offer is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non - Institutional Investors/Bidders	Retail Individual Investors/Bidders
Number of Equity Shares available for allocation or allotment <sup>(2)</sup>	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of offer Size available for Allocation or allotment	[●] of the offer Size	Not more than 50% of the Net offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will 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 Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net offer or offer less allocation to QIB Bidders and RIBs will be available for allocation	Not less than 35% of the Net offer or offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment <sup>(3)</sup>	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion):  (a) Up to [●] Equity Shares shall be	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see “offer	Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see “offer Procedure”

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non - Institutional Investors/Bidders	Retail Individual Investors/Bidders
		<p>available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to [●] 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) Up to 60% of QIB Portion (of upto [●] 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>Procedure” beginning on page 307Error! Bookmark not defined. of this Draft Red Herring Prospectus</p>	<p>beginning on page 307Error! Bookmark not defined. of this Draft Red Herring Prospectus</p>
<b>Mode of Bid</b>	Only through ASBA Process	ASBA only (excluding the UPI Mechanism) except for Anchor Investors <sup>(4)</sup>	Through ASBA Process, Through Banks or by using UPI ID for payment	Through ASBA Process, Through Banks or by using UPI ID for payment
<b>Mode of allotment</b>	Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] Equity Shares	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹2.00 Lakhs	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net offer, (excluding the Anchor portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹2.00 Lakhs
<b>Bid Lot</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof

Particulars	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non - Institutional Investors/Bidders	Retail Individual Investors/Bidders
	lots if any in the market as required under the SEBI ICDR Regulations			
<b>Who can apply?</b> <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 ₹250 million, pension fund with minimum corpus of ₹250 million, 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
<b>Terms of Payment</b>	<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>			

- (1) *Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor offer 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 offer for at least 25% of the post offer paid-up Equity share capital of the Company. This offer 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 offer 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 offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under “offer Procedure” on page 307 **Error! Bookmark not defined.** of this Draft Red Herring Prospectus 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.

*(Rest of the page is intentionally left blank)*

## OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 issued by SEBI and the UPI Circulars (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 which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the website of the Stock Exchange and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the offer especially in relation to the process for Bids by the UPI Bidders. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“**CAN**”) and Allotment in the offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) 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, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, 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 UPI Bidders applying through Designated Intermediaries was made effective along with the timeline of T+6 days. (“**UPI Phase I**”). The UPI Phase I was effective till 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), issued by SEBI, 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 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**”). The applicability of UPI Phase II was extended from time to time. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“**UPI Phase III**”) was implemented by SEBI, voluntarily for all public issues opening on or after September 1, 2023 and has been made mandatory for all public issues opening on or after December 1, 2023. Accordingly, the offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Additionally, 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**UPI Streamlining Circular**”) has instituted certain mechanisms towards the streamlining of applications made through the UPI Mechanism as well as redressal of investor grievances. The UPI Streamlining Circular came into force 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 the UPI Streamlining Circular are deemed to form part of this Draft Red Herring Prospectus.

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 whose application size are up to ₹5.00 Lakhs shall use the UPI Mechanism and 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. Subsequently, 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).



*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 this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.*

*Further, our Company and the Syndicate Member are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this offer.*

## **BOOK BUILDING PROCEDURE**

In terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of SEBI ICDR Regulations, the offer is being made for at least 25% of the post- offer paid-up Equity Share capital of our Company. The offer is being made under Regulation 229 (2) of Chapter IX of SEBI ICDR Regulations via book building process wherein not more than 50% of the offer 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% 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 offer Price. Further, not less than 15% of the offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the offer 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 offer Price.

Subject to valid Bids being received at or above the offer Price, under subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

Investors must ensure that their PAN is linked with Aadhar prior to June 30, 2023 and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020 read with read with press release dated June 25, 2021, September 17, 2021 and March 28, 2023 and any subsequent press releases in this regard.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchange.

**Bidders 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, UPI ID (in case of UPI Bidders using the UPI Mechanism) and PAN, 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 the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the offer, 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 SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“**Previous UPI Circulars**”) and 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 UPI Bidders 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 and the Previous 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 was later. Subsequently, the timeline for implementation of Phase I was extended till

June 30, 2019. Under this phase, a RIB 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 was applicable from July 1, 2019 and the continuation of this phase was extended until March 31, 2020 vide SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice.

**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 Offer 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).

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. NPCI vide circular reference no. NPCI/UIP/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2.00 Lakhs to ₹5.00 lakhs for UPI based ASBA in initial public offerings.

For further details, please refer to the General Information Document available on the websites of the Stock Exchange and the BRLM.

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 a sponsor bank 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 using the UPI.

Pursuant to the UPI Circulars, 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 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.

## **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 will also be available for download on the website of the NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Bid/ offer Opening Date.

The Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp maybe liable for rejection. UPI Bidders using UPI Mechanism, will be required to 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. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs (other than UPI Bidders) 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.

(ii) UPI Bidders 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.

(iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Bid cum Application form*
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

\* 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 NSE ([www.nseindia.com](http://www.nseindia.com)).

In case of ASBA Forms, the relevant Designated Intermediaries 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 Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5.00 lakhs and NII & QIB bids above ₹2.00 Lakhs through SCSBs only.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on continuous basis to enable the Sponsor Bank(s) to initiate a UPI Mandate Request to such 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 UPI Bidders in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the issuer bank) 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 offer shall provide the audit trail to the BRLM for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as 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 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Stock Exchange shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis through API integration and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

In accordance with NSE Circular No: 25/2022, each dated August 3, 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 on the Bid/Offer 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. The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchange 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 BRLM in the format and within the timelines as specified under the 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.

The Sponsor Banks and the issuer banks shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.
- b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.
- d. Exchanges shall display bid details of only successful ASBA blocked applications i.e., Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

## **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 offer.

- b) On the Bid/ offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring 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/ offer 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 offer for further processing.
- d) **QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.**

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ offer Opening Date till 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.

**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 offer 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 offer, 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 offer 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.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to a Promoter or member of the Promoter Group of our Company.

## **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 ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] 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 offer 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.

For details of restrictions on investment by NRIs, see "Restrictions on Foreign Ownership of Indian Securities" beginning on page 326 of this Draft Red Herring Prospectus.

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-offer 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 offer are advised to use the Bid cum Application Form for Non-Residents ([●] in 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 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the 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 offer 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 to are pre-approved by the FPI.

Participation of FPIs in the offer shall be subject to the FEMA Rules

#### **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 funds 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 offer 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 PARTNERSHIP**

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 offer 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 offer 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 offer 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 will open one Working Day before the Bid/ offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, 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/ offer 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 offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the offer 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 offer 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 Offer 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 is not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Draft Red Herring 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 Red Herring Prospectus.**

## 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. RIBs can revise their Bid(s) during the Bid Period and withdraw or lower the size of their Bid(s) until Bid/ Offer 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 Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. 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;
6. 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;
7. UPI Bidders Bidding in the offer 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 offer and not ASBA Account or bank account linked UPI ID of any third party
8. UPI Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs;
9. 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;
10. 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;
11. 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;
12. 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;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.
14. 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;
15. 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;
16. 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;
17. 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;
18. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
19. 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.
20. 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;
21. 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;
22. 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));
23. 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 offer 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;
24. Ensure that the Demographic Details are updated, true and correct in all respects;

25. 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 offer, which is UPI 2.0 certified by NPCI;
26. 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 RIBs, once the Sponsor Banks issues the Mandate Request, the RIBs 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;
27. 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 issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
28. 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;
29. 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;
30. 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 offer;
31. 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. RIBs 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
32. 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/ Offer Closing Date.
33. 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 RIBs) 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 offer 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 Red Herring 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/ Offer 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/ Offer 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 Offer;

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 may be 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 RIBs 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 RIBs 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/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/ Offer 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- offer or post offer 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 63 of this Draft Red Herring Prospectus.

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, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

#### **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.

#### **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 RIBs, 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 Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted 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: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”



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 Offer to facilitate collections of Bid amounts from Anchor Investors.

#### **PRE- OFFER ADVERTISEMENT**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre- offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] editions of the Tamil daily newspaper [●] (Tamil being the regional language of Tamil Nadu where our Registered Office is located) each with wide circulation.

In the pre- offer advertisement, we shall state the Bid/ offer Opening Date and the Bid/ offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be 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 English national daily newspaper, [●], all editions of Hindi national daily newspaper, [●] and [●] editions of the Tamil daily newspaper [●] (Tamil being the regional language of Tamil Nadu, 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 Draft Red Herring 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 [●].

After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the offer Price, the Anchor Investor offer Price, the offer size, and underwriting arrangements and will be complete in all material respects.

#### **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:

- the complaints received in respect of the offer 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 all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/ offer Closing Date or within such other time period prescribed by SEBI will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the offer by our Company;
- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date, in accordance with the applicable provisions of the SEBI ICDR Regulations;
- that if our Company does not proceed with the offer after the Bid/ offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre- offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if the offer is withdrawn after the Bid/ offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the offer subsequently; and
- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, under-subscription, etc.

#### **UTILISATION OF OFFER PROCEEDS**

All the monies received out of the offer 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.

*(Rest of the page is intentionally left blank)*

## RESTRICTON ON FOREIGN OWENRSHIP 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 of 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 offer. For further details, see “Offer Procedure” on page 307 of this Draft Red Herring Prospectus. Each Bidder should seek independent legal advice about its ability to participate in the offer. 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 offer Period.

The Equity Shares issued in the offer 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 Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the offer 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

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Jeyyam Global Foods Limited (the "Company") held on April 24, 2023. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

### PRELIMINARY

1. The regulations contained in the Table marked 'F' In Schedule I to the Companies Act, 2013, as amended from time to time, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in these Articles.

### DEFINITIONS AND INTERPRETATION

3. In these Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

"**Act**" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

"**Annual General Meeting**" means the annual general meeting of the Company convened and held in accordance with the Act.

"**Articles of Association**" or "**Articles**" mean these articles of association of the Company, as may be altered from time to time in accordance with the Act.

"**Board**" or "**Board of Directors**" means the board of directors of the Company in office at applicable times.

"**Company**" means Jeyyam Global Foods Limited, a company incorporated under the laws of India.

"**Depository**" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Act and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"**Director**" shall mean any director of the Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of these Articles.

"**Equity Shares or Shares**" shall mean the issued, subscribed and fully paid-up equity shares of the Company of Rs. 5/- (Rupees Five only) each

"**Exchange**" shall mean BSE Limited and the National Stock Exchange of India Limited.

"**Extraordinary General Meeting**" means an extraordinary general. Meeting of the Company convened and held in accordance with the Act;

"**General Meeting**" means any duly convened meeting of the shareholders of the Company and any adjournments thereof;

"**IPO**" means the initial public offering of the Equity Shares of the Company;

"**Member**" means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial

owners whose names are recorded as such with the Depository;

"**Memorandum**" or "**Memorandum of Association**" means the memorandum of association of the Company, as may be altered from time to time;

"**Office**" means the registered office, for the time being, of the Company;

"**Officer**" shall have the meaning assigned thereto by the Act;

"**Ordinary Resolution**" shall have the meaning assigned thereto by the Act;

"**Register of Members**" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

"**Special Resolution**" shall have the meaning assigned thereto by the Act,

"**SME exchange**" means a trading platform of a recognized stock exchange having nationwide trading terminals permitted by the Board to list the specified securities issued in accordance with Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and includes a stock exchange granted recognition for this purpose but does not include the Main Board.

4. Except where the context requires otherwise, these Articles will be interpreted as follows:

- a) headings are for convenience only and shall not affect the construction or interpretation of any provision of these Articles.
- b) where a word or phrase is defined, other parts of speech and grammatical forms and the cognate variations of that word or phrase shall have corresponding meanings;
- c) words importing the singular shall include the plural and vice versa;
- d) all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders;
- e) the expressions "hereof", "herein" and similar expressions shall be construed as references to these Articles as a whole and not limited to the particular Article in which the relevant expression appears;
- f) the ejusdem generis (of the same kind) rule will not apply to the interpretation of these Articles. Accordingly, include and including will be read without limitation;
- g) any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in these Articles shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns;
- h) a reference to any document (including these Articles) is to that document as amended, consolidated, supplemented, novated or replaced from time to time;
- i) references made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same by the Ministry of Corporate Affairs. The applicable provisions of the Companies Act, 1956 shall cease to have effect from the date on which the corresponding provisions under the Companies Act, 2013 have been notified.
- j) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:
  1. that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and
  2. any subordinate legislation or regulation made under the relevant statute or

- k) references to writing include any mode of reproducing words in a legible and non transitory form; and
- l) references to Rupees, Re., INR, are references to the lawful currency of India.

## **SHARE CAPITAL AND VARIATION OF RIGHTS**

### **2. AUTHORISED SHARE CAPITAL**

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force.

### **3. NEW CAPITAL PART OF THE EXISTING CAPITAL**

Except so far as otherwise provided by the conditions of issue or by these Articles, 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 the payment of calls and installments, forfeiture, lien, surrender, transfer transmission, voting and otherwise.

### **4. KINDS OF SHARE CAPITAL**

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws:

- a) Equity share capital:
  - I. with voting rights; and/or
  - II. with differential rights as to dividend, voting or otherwise in accordance with the Act; and
- b) Preference share capital.

All Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to dividends, voting rights, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

### **5. SHARES AT THE DISPOSAL OF THE DIRECTORS**

Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

### **6. CONSIDERATION FOR ALLOTMENT**

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules. However, the aforesaid shall be subject to the approval of shareholders under the relevant provisions of the Act and Rules.

## **7. SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE**

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

- a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- b) divide, 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 have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;
- c) cancel shares which at the date of such General Meeting 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;
- d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and
- e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

## **8. FURTHER ISSUE OF SHARES**

1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

- i. To the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;
- 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 or such lesser number of days as may be prescribed under applicable Indian law and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue;

- 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 subclause (ii) shall contain a statement of this right;
- iv. After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to compliance with the applicable conditions of Chapter III of the Act and any other conditions as may be prescribed under the Act and the rules made thereunder;

- 2) Nothing in sub-clause(iii) of Clause (1)(A) shall be deemed:
  - (i) To extend the time within which the offer should be accepted; or
  - (ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.
- 3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company:

Provided that the terms of issue of such debentures or Joans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the Company in a General Meeting.

- 4) Notwithstanding anything contained in Article 11(3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

Where the Government has, by an order made under Article 12 (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under Article 12 (4) or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

- 5) In determining the terms and conditions of conversion under Article 12 (4), the Government shall have due regard to the financial position of Company, the terms of issue of debentures or loans, as the case may be, the rate interest payable on such debentures or loans and such other matters as it may consider necessary.
- 6) Where the Government has, by an order made under Article 12 (4), directed that any debenture or loan or any part thereof shall be converted into shares in the Company and where no appeal has been preferred to the Tribunal under Article 12 (4) or where such appeal has been dismissed, the memorandum of the Company shall, where such order has the effect of increasing the authorised share capital of the Company, stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

## **9. ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES**

Any application signed by or on behalf of an applicant for shares the Company followed by an allotment of any shares 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 of Members, shall, for the purpose of these Articles, be a Member.



## **10. RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT**

The Board shall observe the restrictions as regards allotment of shares to the public contained in the Act, and as regards return on allotments, the Directors shall comply with applicable provisions of the Act.

## **11. MONEY DUE ON SHARES TO BE A DEBT TO THE COMPANY**

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 the inscription of the name of allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

## **12. INSTALLMENTS ON SHARES**

If, by the conditions of allotment of any shares, whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of the share or his legal representative.

## **13. MEMBERS OR HEIRS TO PAY UNPAID AMOUNTS**

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 unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with these Articles require or fix for the payment thereof.

## **14. VARIATION OF SHAREHOLDERS' RIGHTS**

- a) If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.
- b) Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall mutatis mutandis apply.

## **15. PREFERENCE SHARES**

### **a. Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

### **b. Convertible Redeemable Preference Shares**

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

## **16. PAYMENTS OF INTEREST OUT OF CAPITAL**

The Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for the Company in accordance with the Act.

## **17. AMALGAMATION**

Subject to provisions of these Articles, the Company may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate subject to the provisions of the Act.

## **SHARE CERTIFICATES**

### **18. ISSUE OF CERTIFICATE**

Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying Rs. 50/- (Indian Rupees Fifty) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it related and the amount paid up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate.

### **19. RULES TO ISSUE SHARE CERTIFICATES**

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the Act.

### **20. ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED**

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued upon payment of such fees for each certificate as may be specified by the Board (which fees shall not exceed the maximum amount permitted under the applicable law). Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall mutatis mutandis apply to debentures of the Company.

## **UNDERWRITING & BROKERAGE**

### **21. COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.**

a. Subject to the provisions of the Act and other applicable laws, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of the Company and provisions of the Act shall apply.

b. The Company may also, in any issue, pay such brokerage as may be lawful.

- c. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

## **LIEN**

### **22. COMPANY'S LIEN ON SHARES/ DEBENTURES**

The Company shall subject to applicable law have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) 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 that share / debenture. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

The fully paid up shares shall be free from all lien on any account whatsoever and in the case of partly paid up shares, if any, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

### **23. LIEN TO EXTEND TO DIVIDENDS, ETC.**

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

### **24. ENFORCING LIEN BY SALE**

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made-

- a. unless a sum in respect of which the lien exists is presently payable; or
- b. until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

### **25. VALIDITY OF SALE**

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

### **26. VALIDITY OF COMPANY'S RECEIPT**

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case maybe) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

### **27. APPLICATION OF SALE PROCEEDS**

The proceeds of any such sale shall be received by the Company and applied in 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 like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

## **28. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN**

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

## **29. PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities, including debentures, of the Company.

## **CALLS ON SHARES**

### **30. BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES**

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. 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. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

### **31. NOTICE FOR CALL**

Each Member shall, subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more Members as the Board may deem appropriate in any circumstances.

### **32. CALL WHEN MADE**

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board and may be required to be paid in installments.

### **33. LIABILITY OF JOINT HOLDERS FOR A CALL**

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof,

### **34. CALLS TO CARRY INTEREST**

If a Member fails to pay any call 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 the rate of ten percent or such other lower 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 any such Member. The Board shall be at liberty to waive payment of any such interest wholly or in part.

### **35. DUES DEEMED TO BE CALLS**

Any sum which by the terms of issue of a share becomes 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 purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable,

**36. EFFECT OF NON-PAYMENT OF SUMS**

In case of non-payment of such sum, 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.

**37. PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST**

The Board –

- a) may, subject to provisions of the Act, if it thinks fit, agree to and receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as as may be agreed upon between the Board and the Member paying the sum in advance. Nothing contained in this Article shall confer on the Member (i) any right to participate in profits or dividends; or (ii) any voting rights in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable by him. The Directors may at any times repay the amount so advanced.

**41. PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities, including debentures, of the Company.

**FORFEITURE OF SHARES**

**42. BOARD TO HAVE A RIGHT TO FORFEIT SHARES**

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

**43. NOTICE FOR FORFEITURE OF SHARES**

The notice aforesaid shall:

- a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and
- b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

**44. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE**

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by applicable law.

**45. FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY**

Any share forfeited in accordance with these Articles, shall be deemed to be the property of the Company and may be sold, re-allocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board thinks fit.

**46. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS**

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

**47. MEMBER TO BE LIABLE EVEN AFTER FORFEITURE**

A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

**48. EFFECT OF FORFEITURE**

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and 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 expressly saved.

**49. CERTIFICATE OF FORFEITURE**

A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited 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.

**50. TITLE OF PURCHASER AND TRANSFEREE OF FORFEITED SHARES**

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

**51. VALIDITY OF SALES**

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

**52. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES**

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

**53. BOARD ENTITLED TO CANCEL FORFEITURE**

The Board may at any time before any share so forfeited shall have them sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

**54. SURRENDER OF SHARE CERTIFICATES**

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering them on such terms as they think fit.

**55. SUMS DEEMED TO BE CALLS**

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

**56. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.**

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities, including debentures, of the Company.

**TRANSFER AND TRANSMISSION OF SHARES**

**57. REGISTER OF TRANSFERS**

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

**58. ENDORSEMENT OF TRANSFER**

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

**59. INSTRUMENT OF TRANSFER**

- a. The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.
- b. The Board may decline to recognize any instrument of transfer unless-
  - i. the instrument of transfer is in the form prescribed under the Act;
  - ii. the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - iii. the instrument of transfer is in respect of only one class of shares.
- c. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

**60. EXECUTION OF TRANSFER INSTRUMENT**

Every such instrument of transfer shall be executed, both by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

**61. CLOSING REGISTER OF TRANSFERS AND OF MEMBERS**

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

**62. DIRECTORS MAY REFUSE TO REGISTER TRANSFER**

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, alter providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

**63. TRANSFER OF PARTLY PAID SHARES**

Where in the case of partly paid shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

**64. TITLE TO SHARES OF DECEASED MEMBERS**

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares 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. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

**65. TRANSFERS NOT PERMITTED**

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid shares through a legal guardian.

**66. TRANSMISSION OF SHARES**

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, 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 as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made.



If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

#### **67. RIGHTS ON TRANSMISSION**

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

#### **68. SHARE CERTIFICATES TO BE SURRENDERED**

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

#### **69. COMPANY NOT LIABLE TO NOTICE OF EQUITABLE RIGHTS**

The Company shall incur no liability or responsibility whatever 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) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to 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.

#### **70. TRANSFER AND TRANSMISSION OF DEBENTURES**

The provisions of these Articles, shall, mutatis mutandis, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company,

#### **71. RIGHTS TO ISSUE SHARE WARRANTS**

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

#### **72. BOARD TO MAKE RULES**

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

#### **73. SHARES MAY BE CONVERTED INTO STOCK**

Where shares are converted into stock:

- a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- b. 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 meetings 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 on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- c. such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

#### **74 REDUCTION OF CAPITAL**

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act-

- a. Its share capital; and/or
- b. any capital redemption reserve account; and/or
- c. any share premium account and in particular without prejudice to the generality of the foregoing power may be:
  - o extinguishing or reducing the liability on any of its shares in respect of share capital not paid up;
  - o either with or without extinguishing or reducing liability on any of its shares, (a) cancel paid up share capital which is lost or is unrepresented by available assets; or (b) pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of Its share capital and of its shares accordingly.

#### **75 DEMATERIALISATION OF SECURITIES**

- a. The Company shall recognize interest in dematerialized securities under the Depositories Act, 1996

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law.

- b. Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialize its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

- c. Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

d. Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

e. Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

f. Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

## **76. BUY BACK OF SHARES**

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

### **GENERAL MEETINGS**

## **77. ANNUAL GENERAL MEETINGS**

- (a) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.
- (b) An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.

## **78. EXTRAORDINARY GENERAL MEETINGS**

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

## **79. EXTRAORDINARY MEETINGS ON REQUISITION**

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under the Act.

## **80. NOTICE FOR GENERAL MEETINGS**

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings. The Members may participate in General Meetings through such modes as permitted by applicable laws.

## **81. SHORTER NOTICE ADMISSIBLE**

Upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

## **82. CIRCULATION OF MEMBERS' RESOLUTION**

The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statements on the requisition of Members.

## **83. SPECIAL AND ORDINARY BUSINESS**

- a. Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.
- b. In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

## **84. QUORUM FOR GENERAL MEETING**

Five (5) Members or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

## **85. TIME FOR QUORUM AND ADJOURNMENT**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

## **86. CHAIRMAN OF GENERAL MEETING**

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company.

## **87. ELECTION OF CHAIRMAN**

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

## **88. ADJOURNMENT OF MEETING**

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, 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. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

## **89. VOTING AT MEETING**

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

## **90. DECISION BY POLL**

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

## **91. CASTING VOTE OF CHAIRMAN**

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

## **92. PASSING RESOLUTIONS BY POSTAL BALLOT**

- a) Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- b) Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.
- c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

## **VOTE OF MEMBERS**

## **93. VOTING RIGHTS OF MEMBERS**

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- a) On a show of hands every Member holding Equity Shares and present in shall have one vote.
- b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital.
- c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

## **94. VOTING BY JOINT-HOLDERS**

In case of joint holders the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

## **95. VOTING BY MEMBER OF UNSOUND MIND**

A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or legal guardian may, on a poll, vote by proxy.

**96. NO RIGHT TO VOTE UNLESS CALLS ARE PAID**

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

**97. PROXY**

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

**98. INSTRUMENT OF PROXY**

An instrument appointing a proxy shall be in the form as prescribed under the Act for this purpose. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a body corporate either under its common seal or under the hand of its officer or attorney duly authorized in writing by it. Any person whether or not he is a Member of the Company may be appointed as a proxy. The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority must be deposited at the Office of the Company not less than forty eight (48) hours prior to the time fixed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

**99. VALIDITY OF PROXY**

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 the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**100. CORPORATE MEMBERS**

Any corporation which is a Member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Member of the Company (including the right to vote by proxy).

**DIRECTOR**

**101. NUMBER OF DIRECTORS**

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen-(15), and at least one (1) Director shall be resident of India in the previous year. Provided that the Company may appoint more than fifteen directors after passing a Special Resolution.

The following shall be the first Directors of the Company:

1. Mr. Lakshmi Narayanan Seshadri
2. Mr. Krishnamoorthy Raajaram

**102. SHARE QUALIFICATION NOT NECESSARY**

Any person whether a Member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

**103. ADDITIONAL DIRECTORS**

Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to

appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

#### **104. ALTERNATE DIRECTORS**

- a. The Board may, subject to provisions of the Act, appoint a person, not being a person holding any alternate directorship for any other director in the Company or holding directorship in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the "Original Director").
- b. An alternate director 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 the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

#### **105. APPOINTMENT OF DIRECTOR TO FILL A CASUAL VACANCY**

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

#### **106. REMUNERATION OF DIRECTORS**

- a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him, The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.
- b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.
- c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

#### **107. REMUNERATION FOR EXTRA SERVICES**

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions (which expression shall include work done by Director as a Member of any committee formed by the Directors) in going or residing away from the town in which the Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act, the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

#### **108. CONTINUING DIRECTOR MAY ACT**

The continuing Directors may act notwithstanding any vacancy in the Board, but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company, but for no other purpose.

#### **109. VACATION OF OFFICE OF DIRECTOR**

The office of a Director shall be deemed to have been vacated under the circumstances enumerated under Act.

#### **ROTATION AND RETIREMENT OF DIRECTOR**

#### **110. ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR**

At the Annual General Meeting of the Company to be held every year, one-third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

#### **111. RETIRING DIRECTORS ELIGIBLE FOR RE-ELECTION**

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

#### **112. WHICH DIRECTOR TO RETIRE**

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

#### **113. POWER TO REMOVE DIRECTOR BY ORDINARY RESOLUTION**

Subject to the provisions of the Act, the Company may by an Ordinary Resolution in General Meeting, remove any Director before the expiration of his period of office and may, by an Ordinary Resolution, appoint another person instead. Provided that an independent director re-appointed for second term under the provisions of the Act shall be removed by the company only by passing a Special Resolution and after giving him a reasonable opportunity of being heard.

#### **114. DIRECTORS NOT LIABLE FOR RETIREMENT**

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

#### **115. DIRECTOR FOR COMPANIES PROMOTED BY THE COMPANY**

Directors of the Company may be or become a director of any company promoted by the Company or in which it may be interested as vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company subject to compliance with applicable provisions of the Act.

#### **PROCEEDINGS OF BOARD OF DIRECTORS**

#### **116. MEETINGS OF THE BOARD**

- a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.
- b) The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting



may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least- one independent director, if any.

- c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.
- d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum,

#### **117. QUESTIONS AT BOARD MEETING HOW DECIDED**

Questions arising at any time at a meeting of the Board shall be decided by majority of votes and in case of equality of votes, the Chairman, in his absence the Vice Chairman or the Director presiding shall have a second or casting vote.

#### **118. QUORUM**

Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. At any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of 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. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

#### **119. ADJOURNED MEETING**

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting of the Board, a quorum is not present, the meeting, shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.

#### **120. ELECTION OF CHAIRMAN OF BOARD**

- a) The Board may elect a chairman of its meeting and determine the period for which he is to hold office.
- b) If no such chairman is elected or at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the chairman of the meeting.

#### **121. POWERS OF DIRECTORS**

- a) 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 applicable law, or by the Memorandum or by the Articles required to be exercised by the Company in a General Meeting, subject nevertheless to these Articles, to the provisions of the Act or any other applicable law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a General Meeting; but no regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- b) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case maybe, by such person and in such manner as the Board shall from time to time by resolution determine.

## **122. DELEGATION OF POWERS**

- a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.
- b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

## **123. ELECTION OF CHAIRMAN OF COMMITTEE**

- a) A committee may elect a chairman of its meeting. If no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the chairman of the committee meeting.
- b) The quorum of a committee may be fixed by the Board of Directors.

## **124. QUESTIONS HOW DETERMINED**

- a) A committee may meet and adjourn as it thinks proper.
- b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote, in addition to his *vote* as a member of the committee.

## **125. VALIDITY OF ACTS DONE BY BOARD OR A COMMITTEE**

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

## **126. RESOLUTION BY CIRCULATION**

Save as otherwise expressly provided in the Act, a resolution in writing 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 the quorum fixed of the meeting of the Board or the committee, as the case may be and to all other Directors or Members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

## **127. MAINTENANCE OF FOREIGN REGISTER**

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

## **128. BORROWING POWERS**

- a) Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans (as defined under Section 180(1) of

the Act) obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company, its free reserves and securities premium. Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

- b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.
- c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.
- d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with the sanction of the Company in General Meeting accorded by a Special Resolution.

## **129. NOMINEE DIRECTORS**

- a) Subject to the provisions of the Act, so long as any moneys remain owing by the Company to Financial Institutions regulated by the Reserve Bank of India, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company regulated by the Reserve Bank of India or any such company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).
- b) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- c) The Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- d) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

### **130. REGISTER OF CHARGES**

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

### **131. MANAGING DIRECTOR(S) AND/OR WHOLE TIME DIRECTORS**

- a) The Board may from time to time and with such sanction of the Central Government as may be required by the Act, appoint one or more of the Directors to the office of the managing director and/ or whole time directors for such term and subject to such remuneration, terms and conditions as they may think fit.
- b) The Directors may from time to time resolve that there shall be either one or more managing directors and/ or whole-time directors.
- c) In the event of any vacancy arising in the office of a managing director and/ or whole time director, the vacancy shall be filled by the Board of Directors subject to the approval of the Members.
- d) If a managing director and/ or whole time director ceases to hold office as Director, he shall ipso facto and immediately cease to be managing director/whole time director.
- e) The managing director and/ or whole time director shall not be liable to retirement by rotation as long as he holds office as managing director or whole-time director.

### **132. POWERS AND DUTIES OF MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR**

The managing director/whole time director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these Articles by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

### **133. REIMBURSEMENT OF EXPENSES**

The managing Directors/whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

### **134. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act –

- a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board.
- b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Further, an individual may be appointed or reappointed as the chairperson of the Company as well as the managing Director or chief executive officer of the Company at the same time..
- c) A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in

place of, chief executive officer, manager, company secretary or chief financial officer.

## **COMMON SEAL**

### **135. CUSTODY OF COMMON SEAL**

The Board shall provide for the safe custody of the common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

### **136. SEAL HOW AFFIXED**

The Directors shall provide a common seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the seal for the time being and the seal shall never be used except by or under the authority of the Directors or a committee of the Directors previously given, and in the presence of at least one Director and of the company secretary or such other person duly authorised by the Directors or a committee of the Directors, who shall sign every instrument to which the seal is so affixed in his presence. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall accordingly be vested in the Directors or any other person duly authorized for the purpose.

## **DIVIDEND**

### **137. COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS**

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

### **138. INTERIM DIVIDENDS**

Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

### **139. RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND**

- a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.
- b) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account".
- c) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer,
- d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law no unpaid dividend shall bear interest as against the Company.
- e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

**140. DIVISION OF PROFITS**

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

**141. DIVIDENDS TO BE APPORTIONED**

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 dividend as from a particular date such share shall rank for dividend accordingly.

**142. RESERVE FUNDS**

- a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.
- b. The Board may also carry forward any profits when it may consider necessary not to divide, without setting them aside as a reserve.

**143. DEDUCTION OF ARREARS**

Subject to the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever whether alone or jointly with any other person or persons and the Board may deduct from any dividend payable to any Members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

**144. RETENTION OF DIVIDENDS**

The Board may retain dividends payable upon shares in respect of which any person is, under Articles 57 to 70 hereinbefore contained, entitled to become a Member, until such person shall become a Member in respect of such shares.

**145. RECEIPT OF JOINT HOLDER**

Any one of two or more joint holders of a share may give effective receipt for any dividends, bonuses or other moneys payable in respect of such shares.

**146. DIVIDEND HOW REMITTED**

Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

**147. DIVIDENDS NOT TO BEAR INTEREST**

No dividends shall bear interest against the Company.

**148. TRANSFER OF SHARES AND DIVIDENDS**

Subject to the provisions of the Act, any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

**CAPITALISATION OF PROFITS**

**149. CAPITALISATION OF PROFITS**

1. The Company in General Meeting, may, on recommendation of the Board resolve:
  - i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or securities premium account or to the credit of the profit and loss account or otherwise available for distribution; and
  - ii. that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
2. The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:
  - i. paying up any amounts for the time being unpaid on shares held by such Members respectively;
  - ii. paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
  - iii. partly in the way specified in sub-clause (i) and partly that specified in sub - clause (ii)
  - iv. A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares.
  - v. The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

**150. POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE**

- a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - i. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - ii. generally do all acts and things required to give effect thereto.
- b) The Board shall have full power:
  - i. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and
  - ii. to authorize 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 capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.
- c) Any agreement made under such authority shall be effective and binding on such Members.

## ACCOUNTS

### 151. WHERE BOOKS OF ACCOUNTS TO BE KEPT

The Books of Account shall be kept at the Office or at such other place in India as the Directors think fit in accordance with the applicable provisions of the Act.

### 152. INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act.

### 153. INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

## SERVICE OF DOCUMENTS AND NOTICE

### 154. MEMBERS TO NOTIFY ADDRESS IN INDIA

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

### 155. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Member has no registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

### 156. SERVICE ON PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

### 157. PERSONS ENTITLED TO NOTICE OF GENERAL MEETINGS

**Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:**

- a) To the Members of the Company as provided by these Articles.
- b) To the persons entitled to a share in consequence of the death or insolvency of a Member.
- c) To the Directors of the Company.
- d) To the auditors for the time being of the Company; in the manner authorized by as in the case of any Member or Members of the Company.

### 158. NOTICE BY ADVERTISEMENT

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.



**159. MEMBERS BOUND BY DOCUMENT GIVEN TO PREVIOUS HOLDERS**

Every person, who by the operation of law<sup>1</sup> transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered in the Register of Members, shall have been duly served on or sent to the person from whom he derived his title to such share. Any notice to be given by the Company shall be signed by the managing Director or by such Director or Secretary (if any) or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed

**160. WINDING UP**

Subject to the applicable provisions of the Act-

- 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.
- d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

**161. APPLICATION OF ASSETS**

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the Members according to their rights and interests in the Company.

**INDEMNITY**

**162. DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY**

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any 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 the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

**163. INSURANCE**

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

**SECURITY CLAUSE**

**164. SECURITY**

No Member shall be entitled to inspect the Company's works without the permission of the managing director/Directors or to require discovery of any information respectively and detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process

which may be related to the conduct of the business of the Company and which in the opinion of the managing director/Directors will be inexpedient in the interest of the Members of the Company to communicate to the public.

#### **GENERAL POWER**

- 165.** Wherever in the Act, 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 Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
- 166.** At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the provisions of the Listing Regulations shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations, from time to time.

## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company which are or may be deemed material and will be attached to the copy of the Prospectus, delivered to the Registrar of Companies, for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected online with Registrar of Companies and at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus until the offer Closing Date. Also, the below-mentioned contracts and also the documents are available for inspection online at website of our Company i.e., [www.jeyyamfoods.com](http://www.jeyyamfoods.com)

#### MATERIAL CONTRACTS

##### Material Contracts

1. Issue Agreement dated April 03, 2024 executed between our Company, Selling Shareholder and the Book Running Lead Manager to the offer.
2. Registrar Agreement dated April 03, 2024 executed between our Company, Selling Shareholder and the Registrar to the offer.
3. Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Book Running Lead Manager, Selling Shareholder, Escrow Collection Banks, Sponsor Bank, Refund Bank and the Registrar to the Offer.
4. Syndicate Agreement dated [●] entered into amongst our Company, the Lead Manager and the Syndicate Members.
5. Underwriting Agreement dated [●] entered into between our Company, Selling Shareholder and the Underwriters.
6. Market Making Agreement dated [●] entered into amongst our Company, Book Running Lead Manager and Market Maker.
7. Tripartite Agreement dated November 15, 2023 entered into amongst our Company, CDSL, and the Registrar to the Offer.
8. Tripartite Agreement dated November 30, 2023 entered into amongst our Company, NSDL, and the Registrar to the Offer.

##### Material Documents

1. Certified True Copy of the Memorandum and Articles of Association of our Company as amended.
2. Certified True Copy of the Certificate of Incorporation dated March 24, 2008 issued by the Registrar of Companies, Chennai, Tamil Nadu.
3. Certified True Copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated September 17, 2008 issued by the Registrar of Companies, Chennai, Tamil Nadu.
4. Certified True Copy of the Fresh Certificate of Incorporation dated June 18, 2009 issued by the Registrar of Companies, Chennai, Tamil Nadu, consequent upon change in name of our Company from “Kichoni Online Services Private Limited” to “Jeyyam Products Private Limited”
5. Certified True Copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated February 20, 2015 issued by the Registrar of Companies, Chennai, Tamil Nadu.

6. Certified True Copy of the Fresh Certificate of Incorporation dated February 24, 2015 issued by the Registrar of Companies, Chennai, Tamil Nadu, consequent upon change in name of our Company from “Jeyyam Products Private Limited” to “Jeyyam Global Foods Private Limited”
7. Certified True Copy of the Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated June 23, 2015 issued by the Registrar of Companies, Chennai, Tamil Nadu.
8. Certified True Copy of the Fresh Certificate of Incorporation dated May 23, 2023 issued by the Registrar of Companies, Chennai, Tamil Nadu, consequent upon conversion of the our Company into a Public Limited Company
9. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on April 01, 2024 authorizing the Offer and other related matters.
10. Certified True Copy of the Extract of the Minutes of the Extra Ordinary General Meeting held on April 02, 2024 w.r.t. the Special Resolution passed by the shareholders of our Company authorizing the Offer and other related matters.
11. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on April 16, 2024 taking on record and approving the Draft Red Herring Prospectus.
12. Certified True Copy of the Extract of the Minutes of the Board Meeting of our Company held on [●] taking on record and approving the Red Herring Prospectus.
13. Certified True Copies of the Annual Reports of our Company for the Financial Year ended March 31, 2023, 2022 and 2021.
14. The examination report dated March 23, 2024 issued by M/s A B C D & Co., Chartered Accountants, the Statutory Auditor, on our Company’s Restated Financial Information.
15. The Restated Financial Information of our Company for the period ended November 30, 2023 and Financial year ended March 31, 2023, 2022 and 2021 dated March 23, 2024.
16. The Statement of Special Tax Benefits available to our Company and its Shareholders dated April 03, 2024 issued by M/s A B C D & Co., Chartered Accountants, the Statutory Auditor of our Company.
17. Certificate dated April 03, 2024 issued by M/s A B C D & Co., Chartered Accountants, the Statutory Auditor of our Company certifying the Key Performance Indicators.
18. Consents in writing of (a) The Directors, The Promoter, The Company Secretary & Compliance Officer, Chief Financial Officer, The Statutory Auditor, the Key Managerial Personnel, The Peer Review Auditor, (b) Book Running Lead Manager, Registrar to the Offer, Banker to the Offer, Sponsor Bank, Legal Advisor to the Offer, Underwriter(s) to the Offer and Market Maker to the Offer as referred to in their specific capacities.
19. Consent letter dated April 03, 2024 issued by M/s A B C D & Co., Chartered Accountants, the Statutory Auditor to include their names as Statutory Auditor and Expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act, to the extent and in their capacity as an Statutory Auditor in relation to the Restated Financial Statements and report thereon, the Statement of Tax Benefits and various other certificates issued in relating to this Offer
20. Consent letter dated March 27, 2024 from Er. K Karthikeyan, Chartered Engineer, Registration No. M1701252 to include his name as an ‘expert’ as defined under Section 2(38) of Companies Act, 2013 in respect of certificates issued by him to our Company.
21. Due Diligence Certificates dated [●], addressed to SEBI from the Book Running Lead Manager.
22. In-principle approvals from the NSE for listing of the Equity Shares pursuant to their letters dated [●], 2024.
23. Certified True Copy of the Extract of the Minutes of the Extra Ordinary General Meeting held on March 04, 2024 w.r.t. the Special Resolution passed by the shareholders of our Company for the appointment

of Mr. Amit Agarwal (DIN: 01653009) as the Managing Director of our Company for a period of 5 years (i.e., from March 04, 2024 to March 03, 2029)

24. Certified True Copy of the Extract of the Minutes of the Extra Ordinary General Meeting held on March 04, 2024 w.r.t. the Special Resolution passed by the shareholders of our Company for the appointment of Mr. Shripal Veeramchand Sanghvi (DIN: 07788214) as the Whole-time director of our Company for a period of 5 years (i.e., from March 04, 2024 to March 03, 2029)

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of Jeyyam Global Foods Limited:**

**Sd/-**

**Amit Agarwal**

**DIN: 01653009**

**Managing Director**

**Place:** Chennai

**Date:** April 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of Jeyyam Global Foods Limited:**

**Sd/-**

**Shripal Veeramchand Sanghvi**

**DIN: 07788214**

**Whole-time director**

**Place:** Chennai

**Date:** April 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of Jeyyam Global Foods Limited:**

**Sd/-**

**Sujathaa Mehta**

**DIN: 06822171**

**Woman Non-Executive Director**

**Place:** Chennai

**Date:** April 03, 2024



## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of Jeyyam Global Foods Limited:**

**Sd/-**

**Vikash Mahipal**

**DIN: 10429702**

**Non-Executive Independent Director**

**Place:** Chennai

**Date:** April 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Director of Jeyyam Global Foods Limited:**

**Sd/-**  
**Shanmugam**  
**DIN: 10299453**  
**Non-Executive Independent Director**

**Place:** Chennai  
**Date:** April 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Key Managerial Personnel of Jeyyam Global Foods Limited:**

**Sd/-  
Chinnaponnu Devarajan  
Cheif Finanical Officer**

**Place:** Chennai  
**Date:** April 03, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations, orders and guidelines issued by the Government of India and the Regulations, orders & guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, orders and guidelines issued thereunder, as the case may be.. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

**Signed by the Key Managerial Personnel of Jeyyam Global Foods Limited:**

**Sd/-**  
**Ritika Agarwal**  
**Company Secretary and Compliance Officer**

**Place:** Chennai  
**Date:** April 03, 2024

## **DECLARATION**

I, Shripal Veeramchand Sanghvi, acting as a Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and my respective portion of the Offered Shares, are true and correct. I assume no responsibility, for any other statements, disclosures, and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other Selling Shareholder(s) or any other person(s) in this Draft Red Herring Prospectus.

**Signed by the Selling Shareholder:**

**Sd/-  
Shripal Veeramchand Sanghvi**

**Place:** Chennai  
**Date:** April 03, 2024