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**CRAZY SNACKS LIMITED**

Corporate Identification Number: U51224UP1995PLC019164

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
Shri Pramodaay Bhawan, 10 Park Road Officers, Residence Lane, Near Sahara Press, Gorakhpur-273001, Uttar Pradesh, India.	Not Applicable	Rohit Shrivastava Company Secretary and Compliance Officer	<a href="mailto:secretarial@crazy.org.in">secretarial@crazy.org.in</a> +91 98380-76426	<a href="http://www.crazy.org.in">www.crazy.org.in</a>
<b>NAME OF PROMOTERS OF THE COMPANY</b>				
Navin Kumar Agarwal and Upma Agrawal				
<b>DETAILS OF OFFER TO PUBLIC</b>				
Type	Fresh Issue Size	Offer For Sale Size	Total Size	Eligibility & Share Reservation among NII & RII
Fresh Issue and OFS	Up to 56,00,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 13,98,000 Equity Shares aggregating up to ₹ [●] Lakhs	Up to 69,98,000 Equity Shares aggregating up to ₹ [●] Lakhs	The Offer is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations. For details of Share reservation among QIBs, NIIs and RIIs, see "Offer Structure" beginning on page 288.
<b>PDETAILS OF THE PROMOTER SELLING SHAREHOLDER, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION</b>				
Name of Selling Shareholder	Type	Number of Equity Shares Offered	Weighted average cost of acquisition per Equity Share (In ₹) <sup>(i)</sup>	
Navin Kumar Agarwal	Promoter Selling Shareholder	Up to 13,98,000	3.72	
<i>(i) As certified by M/s. HCO &amp; Co. Chartered Accountants, Statutory and Peer Review Auditor by way of their certificate dated December 20, 2024.</i>				
<b>RISKS IN RELATION TO THE FIRST OFFER</b>				
This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Offer Price (as determined by our Company and Promoter Selling Shareholder, in consultation with the BRLM, in accordance with SEBI ICDR Regulations, and as stated in "Basis for the Offer Price" beginning on page 96 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 and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISK</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 the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the offer including the risks involved. The Equity Shares 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 "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus.				
<b>ISSUER'S, PROMOTER SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Offer document contains all information with regard to the issuer and the Offer which is material in the context of the Offer, that the information contained in the Offer document 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 make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The promoter selling shareholder accept responsibility for and confirm the statements made by them in this offer document to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.				
<b>LISTING</b>				
The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ('BSE SME') in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'In-principle' approval letter dated [●] from BSE Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the BSE SME. For the purpose of this Offer, BSE shall be the Designated Stock Exchange.				
<b>BOOK RUNNING LEAD MANAGER</b>				
DETAILS OF BOOK RUNNING LEAD MANAGER		Contact Person	Telephone and Email	
 INVENTURE MERCHANT BANKER SERVICES PVT. LTD. Enhancing Fortunes. Enriching Lives.	Inventure Merchant Banker Services Private Limited	Arvind Gala	+91 22 4075 1500 <a href="mailto:sme.ipo@inventurermerchantbanker.com">sme.ipo@inventurermerchantbanker.com</a>	
<b>DETAILS OF REGISTRAR TO THE OFFER</b>				
NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE & E-MAIL		
 KFINTECH EXPERIENCE TRANSFORMATION	M. Murali Krishna	040-67162222 / 18003094001 <a href="mailto:csl.ipo@kfintech.com">csl.ipo@kfintech.com</a>		
<b>BID/OFFER PERIOD</b>				
<b>Anchor Portion Opens/Closes on<sup>(1)</sup>: [●]</b>		<b>Bid/Offer Opens on<sup>(1)</sup>: [●]</b>		<b>Bid/Offer Closes on<sup>(2)(3)</sup>: [●]</b>

(1) Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

(2) Our Company, in consultation with the BRLM, may decide to close the Bid/Offer 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 pm, on bid/offer closing date

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**CRAZY SNACKS LIMITED**

Corporate Identification Number: U51224UP1995PLC019164

Our Company was originally incorporated as "Crazy Snacks Private Limited" on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to "Crazy Snacks Limited", and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC. The Corporate Identification Number of our Company is U51224UP1995PLC019164. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled "General Information" and "History and Certain Corporate Matters" beginning on page 61 and 149 respectively of this Draft Red Herring Prospectus.

Registered office: Shri Pramodaay Bhawan, 10 Park Road Officers, Residence Lane, Near Sahara Press, Gorakhpur-273001, Uttar Pradesh, India.

Tel: +91-98380-76426; E-mail: [secretarial@crazy.org.in](mailto:secretarial@crazy.org.in) Website: [www.crazy.org.in](http://www.crazy.org.in) Contact Person: Rohit Shrivastava, Company Secretary and Compliance Officer

**NAVIN KUMAR AGARWAL AND UPMA AGRAWAL**

INITIAL PUBLIC OFFER OF UP TO 69,98,000\* EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF CRAZY SNACKS LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 56,00,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 13,98,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR PROMOTER SELLING SHAREHOLDER, (THE "OFFERED SHARES") (THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER") OF WHICH [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER, LESS MARKET MAKER RESERVATION, I.E. NET OFFER [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE FULLY DILUTED POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (WHICH ARE WIDELY HINDI DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED HINDI DAILY NEWSPAPER, HINDI BEING THE REGIONAL LANGUAGE OF UTTAR PRADESH WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE" REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE.

\*Subject to Finalization of the Basis of Allotment.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in 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, 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, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Offer Procedure" on page 292.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10.00. The Offer Price, Floor Price or the Price Band 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their 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 offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an "In-principle" approval letter dated [●] from [●] for using its name in the Draft Red Herring Prospectus for listing of our shares on the BSE SME. For the purpose of this Offer, BSE shall be the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGER**

**REGISTRAR TO THE OFFER**



**INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED**  
 Address: 2nd Floor, Viraj Towers, Near Andheri Flyover (North End), Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra  
 Tel No: +91 22 4075 1500  
 Email: [sme.ipo@inventuremerchantbanker.com](mailto:sme.ipo@inventuremerchantbanker.com)  
 Investor Grievance Email: [redressal@inventuremerchantbanker.com](mailto:redressal@inventuremerchantbanker.com)  
 Website: [www.inventuremerchantbanker.com](http://www.inventuremerchantbanker.com)  
 Contact Person: Arvind Gala  
 SEBI Registration No: INM000012003

**KFIN TECHNOLOGIES LIMITED**  
 Selenium Tower-B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032 Telangana, India  
 Telephone: 040-67162222/18003094001  
 Fax No. 040-67161563  
 Email: [csi.ipo@kfintech.com](mailto:csi.ipo@kfintech.com)  
 Investor grievance email: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)  
 Contact Person: M. Murali Krishna  
 Website: [www.kfintech.com](http://www.kfintech.com)  
 SEBI Registration Number: INR000000221  
 CIN: L72400TG2017PLC117649

**BID/OFFER PERIOD**

Anchor portion Opens/Closes on <sup>(1)</sup> : [●]	Bid/Offer Opens on <sup>(1)</sup> : [●]	Bid/Offer Closes on <sup>(2)(3)</sup> : [●]
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- Our Company in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.
- Our Company in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.
- UPI Mandate end time and date shall be at 5:00 pm, on bid/offer closing date

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.*

*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 the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. Notwithstanding the foregoing, terms used in of the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Tax Benefits”, “Restated Financial Statements”, “Basis for Issue Price”, “History and Corporate Structure”, “Other Regulatory and Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association”, shall have the meaning ascribed to such terms in such sections.*

#### Conventional or General Terms

Terms	Description
“CSPL”, “Crazy Snacks”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Unless the context otherwise requires, refers to “Crazy Snacks Limited”, (formerly known as Crazy Snacks Private Limited) a Company incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.

#### Company Related Terms

Terms	Description
AOA / Articles / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations vide Board resolution dated August 23, 2024.
Auditor/Statutory Auditor/Peer Review Auditor/Statutory and Peer Review Auditor	The statutory and Peer Review auditor of our Company, namely M/s. HCO & Co., Chartered Accountant.
Banker to our Company	Punjab National Bank
Board of Directors / the Board / our Board	The director(s) on our Board, as duly constituted from time to time, including any committee(s). For further details of our Directors, please refer to section titled “Our Management” beginning on page 153 of this Draft Red Herring Prospectus.
Chairman	Chairman of the Board, as described in “Our Management” on page 153
Chief Executive Officer/ CEO	Chief Executive Officer of our Company being Swedit Garg.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company being Vinit Kumar Gupta.
Company Secretary & Compliance Officer	The Company Secretary and Compliance Officer of our Company being Rohit Shrivastava.
CIN	Corporate Identification Number of our Company U51224UP1995PLC019164.
Director(s)	The director(s) on our Board.
Equity Shares/Shares	Equity Shares of the Company of Face Value of ₹10 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and the SME Platform of BSE Limited.

<b>Terms</b>	<b>Description</b>
Group Company	The group company of our Company being Crazy Bakers Private Limited
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN / International Securities Identification Number	INE0RBX01014
Key Managerial Personnel/Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled “ <i>Our Management</i> ” on page 153 of this Draft Red Herring Prospectus.
MD or Managing Director	The Managing Director of our Company is Navin Kumar Agarwal
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Materiality Policy	The policy on material creditors and material litigation, adopted by our Board at its meeting held on November 09, 2024, in accordance with the requirements of the SEBI ICDR Regulations for the purposes of disclosure in the offer documents
Material Subsidiary	Crazy Bakery Udyog Private Limited (CBUPL)
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations vide Board resolution dated August 23, 2024.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Promoters	The Promoters of our Company, namely, Navin Kumar Agarwal and Upma Agrawal.
Promoter Group	Such persons, entities and companies constituting our Promoters Group pursuant to Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 165 of this Draft Red Herring Prospectus.
Promoter Group Selling Shareholder	Navin Kumar Agarwal is the Promoter Selling Shareholder.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	Sri Pramodaay Bhawan, 10 Park Road, Officers Residence Lane, Near Sahara Press, Gorakhpur – 273001, Uttar Pradesh, India
Restated Financial Statements or Restated Financial Information or Financial Information or	The Restated Consolidated Financial Statements of our Company for the period ended June 30, 2024 and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, and which comprises the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations, as amended and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by the Institute of Chartered Accountants of India, as amended.
RoC / Registrar of Companies	Registrar of Companies, Kanpur, 37/17, Westcott Buidling, The Mall, Kanpur-208001, Uttar Pradesh, India.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ICDR Regulations/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including amendments, instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Foreign Venture Capital Investor) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations,	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)

<b>Terms</b>	<b>Description</b>
2015 / SEBI Listing Regulations / Listing Regulations / SEBI (LODR) Regulations	Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
Senior Management	Senior management of our Company determined in accordance with Regulation 2(1) (bbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 153 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of our Company, from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee in accordance with Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations vide Board resolution dated August 23, 2024.
Stock Exchange	Unless the context requires otherwise, refers to SME platform of Bombay Stock Exchange Limited (BSE Limited).
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub- accounts which are foreign corporate or foreign individuals.
Subscribers to MOA	Initial Subscribers to the MOA & AOA being Hari Mohan Agarwal and Rajeev Shorewala.

#### **Offer Related Terms**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Offer of the Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor	A 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 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 during the Anchor Investor Bid/Offer Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor 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 Investor, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to 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 BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out 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 accordance with the SEBI ICDR Regulations.



Terms	Description
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Red Herring Prospectus.
Applications Supported by Blocked Amount or 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 relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Bidder	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, to submit Bids through the ASBA process, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
ASBA / Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Hyderabad.
Banker to the Offer	Banker to the Offer, Public Offer Bank, Refund Bank and Sponsor Bank, being [●].
Banker to the Offer Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Offer.
Basis of Allotment	The basis on which the Equity Shares will be allotted, described in “Offer Procedure” on page 292 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 Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder	Any 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.
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 RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid.
Bid cum Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/ Offer Closing Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) (Hindi being the regional language of Gorakhpur where our registered office is located) and in case of any revision, the extended Bid/ Offer closing Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Opening Date	The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] a widely circulated Hindi national daily newspaper (Hindi being the regional language of Gorakhpur where our registered office is located) and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.

Terms	Description
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer will be made.
Book Running Lead Manager or BRLM	The book running lead managers to the Offer, namely, Inventure Merchant Banker Services Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least [●] % of the Floor Price.
Cash Escrow and Sponsor Agreement Bank	Agreement to be entered into and amongst our Company, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for <i>inter alia</i> , the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Cut-off Price	The Offer Price, as finalized by our Company, in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such centres of the CDPs where Bidders can submit the Bid cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) and updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock-Broker registered with recognized Stock Exchange, a Depository

Terms	Description
Collecting Agent	Participant, a registrar to an offer and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. ( <a href="http://www.bseindia.com">www.bseindia.com</a> )
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the 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 i.e. (: <a href="http://www.bseindia.com">www.bseindia.com</a> )
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Bombay Stock Exchange Limited
DP	Depository Participant
DP ID	Depository Participant's Identity.
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated December 30, filed with BSE SME in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI(s)	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity shares issued thereby and accounts with SEBI registered qualified depository participants.
Equity Shares	Equity Shares of our Company of face value ₹10 each.
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an offer under the BTI Regulations, and with whom the Escrow Account(s) 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, i.e., ₹ [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids, will be accepted and which shall not be less than the face value of the Equity Shares.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Fresh Issue	Fresh issue of up to 56,00,000 Equity Shares aggregating up to ₹ [●] lakhs to be issued by company pursuant to the Offer.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid.

Terms		Description
Fugitive Economic Offender	Economic	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 as amended from time to time.
Foreign Venture Capital Fund	Venture	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
General Information Document/GID		The General Information Document for investing in public issues prepared and issued in accordance with the circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2020/37</i> dated <i>March 17, 2020</i> and the circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated <i>March 30, 2020</i> , as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
GIR Number		General Index Registry Number
Gross Proceeds		The total Offer Proceeds to be raised pursuant to the Offer.
Listing Agreement		Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and SME platform of BSE Limited “(BSE SME)”.
Lot Size		The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mutual Funds		Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Market Maker		Member Brokers of BSE who are specifically registered as Market Makers with the NSE/BSE. In our case, [●].
Market Making Agreement		The Market Making Agreement dated December 27, 2024 between our Company and Market Maker.
Market Maker Reservation Portion		The reserved portion up to [●] Equity Shares of ₹ 10 each at an Offer price of ₹ [●] each aggregating to ₹ [●] lakhs to be subscribed by Market Maker in this offer.
Minimum Promoter’s Contribution		Aggregate of 20% of the fully diluted post-offer Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoter’s contribution of 20% and locked in for a period of three years from the date of Allotment.
Mobile App(s)		The mobile applications listed on the website of SEBI at <a href="http://www.sebi.gov.in">www.sebi.gov.in</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.
Net Offer		The Offer excluding the Market Maker Reservation Portion of [●] Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ [●] Equity Share aggregating ₹ [●] Lakhs by our Company.
Net QIB Portion		The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Net Proceeds		The Gross Proceeds less our Company’s share of the Offer-related expenses applicable to the Fresh Issue. For details about use of the Net Proceeds and the Offer related expenses, see “ <i>Objects of the Offer</i> ” on page 85.
Non-Institutional Investors / Applicant		All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹ 2,00,000/- (but not including NRIs other than Eligible NRIs).
Non-Resident or NR		A person resident outside India, as defined under FEMA and includes Eligible NRI, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs.
Non-Resident Indian/NRI		A person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended.
NPCI		NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer / Public Offer / Offer size/ Initial Public Offer / Initial Public Issuing / IPO		The issuance of up to 69,98,000 Equity Shares at ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] lakhs by our Company.
Offer Agreement		Agreement dated December 27, 2024, entered amongst our Company, the Promoter selling Shareholder and the Book Running Lead Manager, pursuant to which certain arrangements have been agreed to in relation to the Offer.
Offer for Sale		Sale by Selling Shareholder of up to 13,98,000 Equity Shares of face value of ₹ 10/- each fully paid of our Company for cash at a price of ₹ [●] per Equity Share (including a premium of ₹. [●] per Equity Share) aggregating ₹ [●] Lakhs.
Offer Price		₹ [●] per Equity Share, being the final price within the Price Band at which the Equity Shares will be

Terms	Description
	Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Offer Opening	Our Offer shall open on [●].
Offer Period	The periods between the Offer Opening Date and the Offer Closing Date inclusive of both days and during which prospective Applicants may submit their Bidding application.
Offer Proceeds	Proceeds to be raised by our Company through this Fresh Issue, for further details please refer chapter titled “Objects of the Offer” page 85 of this Draft Red Herring Prospectus.
Offered Shares	Offer of up to 13,98,000 Equity shares aggregating to ₹ [●] lakhs being offered for sale by the Promoter Selling shareholder in the Offer.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions.
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, Overseas Corporate Body means and includes an entity defined in which not less than 60.00% clause (xi) of Regulation 2 of beneficial interest is irrevocably held by NRIs directly or indirectly and the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on October 3, 2003 and the date of the commencement of these Regulations and immediately prior to such date had taken benefits under the commencement was eligible to undertake transactions pursuant to the general permission granted to under the Regulations. OCBs under FEMA are not allowed to invest in this Offer.
Payment through electronic means	Payment through NECS, NEFT, or Direct Credit, as applicable.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Offer Price.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum Price of ₹ [●] per Equity Share (Cap Price) and includes revisions thereof, if any. The Cap Price shall be at least [●] % of the Floor Price. 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 daily newspaper and [●] a widely circulated Hindi national daily newspaper (Hindi being the regional language of Gorakhpur where our registered office is located) and, 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 made available to the Stock Exchange for the purpose of uploading on their website.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, 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 Offer Account	The ‘no-lien’ and ‘non-interest bearing’ account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date.
QIB Portion	The portion of the Offer being not more than [●] % of the Offer or [●] Equity Shares, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price.
Qualified Foreign Investor/ QFIs	Non-resident investors other than SEBI registered FIIs or sub-accountants or SEBI registered FCVIs who meet know your client requirements prescribed by SEBI.
Qualified Institutional Buyers/ QIBs	A qualified institutional buyer as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be issued and the size of the Offer, including any addenda or corrigenda thereto. 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

Terms	Description
	RoC on or after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)/ Refund Banker(s)	The Bankers to the Offer with whom the Refund Accounts will be opened, in this case being [●].
Registered Brokers	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
Registrar/ Registrar to the Offer/ RTA/ RTI	KFin Technologies Limited having its office at 301, Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Telangana.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Offer reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations.
Retail Individual Investors/ RII	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Retail Portion	The portion of the Offer being not less than [●] % of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, which shall not be less than the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price.
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock-Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. <i>CIR/CFD/14/2012</i> dated <i>October 04, 2012</i> , issued by SEBI.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System.
Securities Law	In accordance with Regulation 2(1)(ccc) of SEBI (ICDR), 2018, "the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board".
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <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> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at <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.
SME Exchange/ SME Platform	The SME Platform of BSE Limited ('BSE SME') for listing equity shares issued under Chapter IX of the SEBI ICDR Regulations.
Specified securities	The equity shares issued through this Offer Document.
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	The agreement dated [●], entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Sub Syndicate Member	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.

Terms	Description
Syndicate Agreement	Agreement to be entered into among the Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or members of the Syndicate	Together, the Book Running Lead Manager and the Syndicate Members
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member(s) of the Syndicate to the Applicant as proof of registration of the Application.
Underwriter	Inventure Merchant Banker Services Private Limited
Underwriting Agreement	The Agreement dated December 27, 2024 entered between the Underwriters and our Company.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, NIBs Bidding with an application size of more than ₹ 200,000 and up to ₹ 5,00,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism. Pursuant to Circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/P/2022/45</i> dated <i>April 05, 2022</i> issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and 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).
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Circulars	The SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2018/138</i> dated November 01, 2018 read with SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/50</i> dated April 03, 2019, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated June 28, 2019, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated July 26, 2019, SEBI circular no. <i>SEBI/HO/CFD/DCR2/CIR/P/2019/133</i> dated November 08, 2019, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2020/50</i> dated March 30, 2020, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M</i> dated March 16, 2021, SEBI circular no. <i>SEBI/HO/CFD/DIL1/CIR/P/2021/47</i> dated March 31, 2021, SEBI circular no. <i>SEBI/HO/CFD/DIL2/P/CIR/2021/570</i> dated June 02, 2021, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/45</i> dated April 05, 2022, SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/P/2022/51</i> dated April 20, 2022 and SEBI circular no. <i>SEBI/HO/CFD/DIL2/CIR/2022/75</i> dated May 30, 2022 and SEBI master circular with circular no. <i>SEBI/HO/MIRSD/POD-1/P/CIR/2023/70</i> dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. <i>SEBI/HO/CFD/PoD-2/P/CIR/2023/00094</i> dated June 21, 2023, SEBI circular no. <i>SEBI/HO/CFD/TPD1/CIR/P/2023/140</i> dated August 9, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders 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.

Terms	Description
	In accordance with SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/76</i> dated <i>June 28, 2019</i> and SEBI Circular No. <i>SEBI/HO/CFD/DIL2/CIR/P/2019/85</i> dated <i>July 26, 2019</i> , RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;int mId=43</a> ) respectively, as updated from time to time.
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the Offer in accordance the UPI Circulars to make an ASBA Applicant in the Offer.
UPPIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower, as defined under the SEBI ICDR Regulations.
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Offer Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

#### Technical and Industry Related Terms & Abbreviations

Terms	Full Form
CAGR	Compound Annual Growth Rate
CCI	Competition Commission of India
D2C	Direct to Customer
EDP	Entrepreneurship Development Programme
FDI	Foreign Direct Investment
FMCG	Fast Moving Consumer Goods
FPTC	Food Processing Training Centres
FSSAI	Food Safety and Standards Authority of India
GDP	Gross Domestic Product
GHP	Good Hygienic Practices
gm GM, gms GMS	Gram, Grams
GMP	Good Manufacturing Practices
HACCP	Hazard Analysis and Critical Control Points
HRD	Human Resource Development
kg KG, kgs KGS	Kilogram, Kilograms
MSP	Minimum Support Payment
PLI	Product - Linked Incentive
RTS	Ready to Serve
SKU	Stock Keeping Unit
ton tonnes	Metric ton. One tonne equals 1000 kgs
TQM	Total Quality Management
WEO	World Economic Outlook
YoY	Year over Year

#### Conventional and General Terms or Abbreviations

Abbreviation	Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees
A/c	Account
Air Act, 1981	Air (Prevention and Control of Pollution), Act, 1981
ACIT	Assistant Commissioner of Income Tax
ACS	Associate Company Secretary



Abbreviation	Full Form
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
Amt	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
CA	Chartered Accountant
BBA	Bachelor of Business Administration
MBA	Master of Business Administration
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
IBBI	Insolvency and Bankruptcy Board of India
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BSE SENSEX	Sensex in an index; market indicator of the position of stock that is listed in the BSE
Banking Regulation Act	The Banking Regulation Act, 1949
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category I Foreign Portfolio Investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category II Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
B2B	Business to Business
B2C	Business to Customer
CIT	Commissioner of Income Tax
CSR	Corporate Social Responsibility.
CS & CO	Company Secretary & Compliance Officer
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CIBIL	Credit Information Bureau (India) Limited
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CWA/ICWA/CMA	Cost and Works Accountant

Abbreviation	Full Form
CMD	Chairman and Managing Director
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification
Consolidated FDI Policy	Consolidated FDI Policy (Circular 1 of 2015) dated May 12, 2015 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR	Foreign Currency Non-Resident Account.
Fis	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Foreign Portfolio Investor or FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
Gol/Government	Government of India
GDP	Gross Domestic Product
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / Rs./ Rupees/₹	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
Income Tax Act or the I.T. Act	The Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
IRDA	Insurance Regulatory and Development Authority
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
IT Authorities	Income Tax Authorities
IRDA	Insurance Regulatory and Development Authority

<b>Abbreviation</b>	<b>Full Form</b>
KMP	Key Managerial Personnel
Ltd.	Limited
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
Mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MAPIN	Market Participants and Investors Database
NA	Not Applicable
Net-worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRIs	Non-Resident Indians
Non-Residents	A person resident outside India, as defined under FEMA and includes non-resident Indians, FVCIs and FPIs
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Draft Red Herring Prospectus
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
P.A.	Per Annum
PF	Provident Fund
PG	Post-Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Quarter	A period of 3 (three) continuous months.
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934.
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities Exchange Board of India Act, 1992 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
SEBI Regulations/ SEBI	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

<b>Abbreviation</b>	<b>Full Form</b>
ICDR Regulations	Regulations, 2018 as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited, SME Platform.
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
w.e.f.	With effect from
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974
Stamp Act	The Indian Stamp Act, 1899
IT Act	The Information Technology Act, 2000
MSME Act	The Micro, Small and Medium Enterprises Development Act, 2006
Legal Metrology Act	Legal Metrology Act, 2009
Wilful Defaulter or Fraudulent Borrower	Wilful Defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## **CERTAIN CONVENTIONS, CURRENCY OF PRESENTATION, USE OF FINANCIAL INFORMATION AND MARKET DATA**

### **Certain Conventions**

All references to “India” in this Draft Red Herring Prospectus are to the Republic of India and its territories and possession and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

All references to the “US”, “U.S.” “USA” or “United States” are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

### **Financial Data**

Unless the context otherwise requires or indicates, the financial information (including financial ratios) and any percentage amounts (excluding certain operational metrics), as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 31, 114 and 241, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements.

The restated Financial Statements of our Company, as at and for the period ending June 30, 2024 and Financial years ended March 31, 2024, 2023 and 2022 prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations; and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by

the Institute of Chartered Accountants of India, as amended from time to time (the “*Guidance Note*”), comprising the restated statement of assets and liabilities as at period ended June 30, 2024 and Financial Years ended March 31, 2024, 2023 and 2022 , the restated statements of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated cash flow statement as at period ended June 30, 2024 Financial Years ended March 31, 2024, 2023 and 2022 , the summary statement of significant accounting policies, and other explanatory information.

For further information on our Company’s financial information, see “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 174 and 241 respectively.

Our Company’s financial year commences on April 1 and ends on March 31 of next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that calendar year. Reference in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year is to the 12 months ended on March 31 of such year, unless otherwise specified.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP 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 practice and 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. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information*” beginning on page 174 of this Draft Red Herring Prospectus.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 6 of this Draft Red Herring Prospectus. In the section titled “*Main provisions of Articles of Association*”, on page 322 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “Rs.” Or “₹” are to the Indian Rupee, the official currency of India;
- “USD” or “US\$” or “\$” or “U.S. Dollar” are to the United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in “*Lakhs*” units. One Lakh represents 1,00,000. 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 figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

### Exchange rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

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

Currency	Exchange rate as on <sup>#</sup>			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.45	83.37	82.22	75.81

<sup>#</sup>Source: [www.fbil.org.in](http://www.fbil.org.in)

Note: Exchange rate is rounded off to two decimal point

\*In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered. The exchange rate is rounded off to two decimal places.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources. In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Offer Price*” on page 96 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “*forward-looking statements*”. These forward-looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “will continue”, “seek to”, “will achieve”, “will likely”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, plans, revenue and profitability (including, without limitation, any financial or operating projections or forecasts) and other matters discussed in this Draft Red Herring Prospectus that are not historical facts. However, these are not the exclusive means of identifying forward-looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

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

1. Our business is dependent on and will continue to depend on our Manufacturing Facilities, and we are subject to certain risks in our manufacturing process due to the usage of machinery in our manufacturing operations. Any slowdown or shutdown in our manufacturing facilities or strikes or work stoppages could have an adverse effect on our business, cash flows, financial condition and results of operations.
2. We are significantly dependent on the sale of our products namely Rusk, Breads and Buns. Our aggregate revenue from sale of our major selling products accounted for ₹ 1765.68 lakhs, ₹ 10,836.58 lakhs, ₹ 6,829.29 lakhs & ₹ 6,867.65 lakhs of our revenue from operations for period ended June 30, 2024 and for Fiscal 2024, 2023, 2022 respectively. An inability to anticipate and adapt to evolving consumer tastes, 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.
3. The majority of our product sales is concentrated in the regions namely, Uttar Pradesh and Bihar. For the period ended for June 30, 2024 and for Fiscal 2024, 2023 and 2022 our revenue from sale of products in Uttar Pradesh and Bihar accounted for 97.79%, 97.47%, 96.32%, and 93.41% of our revenue from operations, respectively any adverse developments affecting our operations in these regions could have an adverse impact on our business, financial condition, results of operations and cash flows.
4. Our cost of materials consumed accounted for 56.14%, 60.84%, 61.62%, and 73.94% of our revenue from operations for the three months ended June 30, 2024 and for Fiscal 2024, 2023 and 2022 respectively. Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, cash flows and financial condition.
5. We operate in a competitive market with both organized and unorganized players, which may increase competition and have a material adverse effect on our business, financial condition and results of operations.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoters, the Book Running Lead Manager, the Syndicate Members nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material



developments pertaining to our Company and the Equity Share forming part of the offer from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – SUMMARY OF OFFER DOCUMENT

This section is a general summary of the terms of the Issue, certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Issue Procedure” on pages 31, 54, 72, 85, 93, 114, 165, 174, 253, 241 and 292, respectively of this Draft Red Herring Prospectus.

### PRIMARY BUSINESS OF OUR COMPANY

Our Company, Crazy Snacks Limited offers a wide range of bakery products to meet the everyday needs of Indian consumers. Our portfolio includes bread, buns, cakes, and rusks, with 150 products priced between ₹2 and ₹170. We focus on providing affordable, high-quality options that cater to different tastes, making our products a reliable choice for households. Our rusks, produced under both Crazy Snacks and Crazy Bakery Udyog, are a key part of our range, offering a convenient snack for customers. In our subsidiary, Crazy Bakery Udyog Private Limited, we specialise in a variety of snacks, including namkeen, chips, popcorn, and potato sticks, with 147 products priced between ₹2 and ₹150. We aim to offer snacks that blend traditional and new flavours to suit different preferences. With a strong presence in North India, we ensure our products are widely available to meet the snacking needs of customers. We primarily operate in Uttar Pradesh and Bihar, which together account for nearly 97% of our consolidated revenue from operations in FY2024, highlighting their importance to our business. Our two manufacturing facilities are strategically located to serve customers effectively across these regions. Our extensive distribution network consisting of more than 1795 distributors helps us in covering urban and rural areas of North India extensively.

For detailed information on our business activities, please refer to section titled “Our Business” on page 114 of this Draft Red Herring Prospectus.

### SUMMARY OF INDUSTRY IN WHICH OUR COMPANY IS OPERATING

As of 2024, revenue in the food market amounts to \$10.07 trillion, with the market expected to grow at a compound annual growth rate (CAGR) of 6.53% annually through 2028. The food market's largest segment is confectionery & snacks, with a market volume of \$1.77 trillion. The value of the supermarket industry surged at a compound annual growth rate (CAGR) of 8.3% to grow from \$1.635 trillion in 2023 to \$1.769 trillion in 2024. This growth can be attributed to shifts in consumer behaviours, growing urbanization, increasing disposable incomes, and more emphasis on convenience and private-label products. Further development forecasts will push the market to reach \$2.405 trillion by 2028, staying on pace with a consistent CAGR of 8%.

For further details, please refer to section titled “Industry Overview” on page 93 of this Draft Red Herring Prospectus.

### NAME OF THE PROMOTERS

The Promoters of our Company are Navin Kumar Agarwal and Upma Agrawal. For detailed information on our Promoters and Promoter Group, please refer to section titled “Our Promoters and Promoter Group” on page 165 of this Draft Red Herring Prospectus.

### SIZE OF THE OFFER

Initial public offer up to 69,98,000 equity shares of face value of ₹ 10 each (“equity shares”) of the company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“offer price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 56,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“fresh issue”) and an offer for sale of up to 13,98,000 equity shares aggregating up to ₹ [●] lakhs by our promoter selling shareholder “offered shares”) (such offer by each of the promoter selling shareholder, the “offer for sale” and together with the fresh issue, the “offer”)

Sr. No.	Name of Promoter Selling Shareholders	Category	Maximum number of Offered Shares <sup>(1)(2)</sup>	Date of Promoter Selling Shareholder’s Consent Letter
1.	Navin Kumar Agarwal	Promoter Selling Shareholder	13,98,000	November 09, 2024

- (1) The Offer has been authorised by a resolution of our Board dated November 09, 2024, and in the same board meeting consent letter for the Offer for Sale by the Promoter Selling Shareholder has taken on record. Our Shareholders have authorised the Fresh Issue pursuant to a special resolution dated November 11, 2024.
- (2) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further information, see “Capital Structure” beginning on page 72.

## OBJECTS OF THE OFFER

Our Company proposes to utilize the proceeds from the Fresh Issue towards funding the following objects and achieve the benefits of listing on SME platform of BSE Limited:

Sr. No.	Particulars	Total estimated cost	Amount which will be financed from Net Proceeds	Estimated Utilisation of Net Proceeds
				Financial Year 2025-26
	Funding capital expenditure requirements towards purchase of machinery, equipments and infrastructure enhancement in our existing manufacturing facilities	992.01	992.01	992.01
	Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	570.59	570.59	570.59
	General corporate purposes*	[•]	[•]	[•]
Total		[•]	[•]	[•]

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

For detailed information on the “Objects of the Offer”, please refer on page 85 of this Draft Red Herring Prospectus.

## AGGREGATE PRE-OFFER SHAREHOLDING OF THE PROMOTERS, PROMOTER GROUP AND PROMOTER SELLING SHAREHOLDER AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF OUR COMPANY

Aggregate Pre-Offer Shareholding of the Promoters, Promoter Group and Promoter Selling Shareholders are as follows:

Sr. No.	Name	Pre-Offer	
		Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>			
1	Navin Kumar Agarwal*	1,26,15,505	70.33%
2	Upma Agrawal	8,30,130	4.63%

\*Promoter selling shareholder

For detailed information on the “Capital Structure”, please refer on page 72 of this Draft Red Herring Prospectus.

## FINANCIAL DETAILS

The table below sets forth a summary of the Restated Financial Statements for the period ended June 30, 2024, and for the financial year March 31, 2024, 2023 and 2022:

(₹ in Lakhs)

Sr. No.	Particulars	For period ended June 30, 2024	For the year ended on		
			March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	1,793.88	170.85	170.85	170.85
2.	Net Worth	3,240.06	3,112.06	2,630.01	1,948.92
3.	Revenue from operations	2,599.01	12,759.32	8,912.52	7,440.71
4.	Profit before Tax from continuing operations	166.14	694.96	475.65	260.41
5.	Profit after Tax	128.29	531.56	354.07	211.39
6.	Basic & diluted Earnings Per Share	0.71	2.96	1.97	1.18

7.	Net Asset Value per Equity Shares	18.06	17.35	14.66	10.86
8.	Total Borrowings (as per Restated)	4,921.18	4,521.79	4,801.30	2618.35

For detailed information on the “*Restated Financial Information*”, please refer on page 174 of this Draft Red Herring Prospectus.

#### AUDITORS’ QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There were no auditor qualifications which required corrective adjustments, and which have not been given effect to in the Restated Financial Information.

#### OUTSTANDING LITIGATIONS

A summary of outstanding tax proceedings involving our Company, Directors, Group Companies, and Promoters as on the date of this Draft Red Herring Prospectus is provided below:

(₹ in Lakhs)

Name of the Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by SEBI or stock exchanges against our Promoters	Material civil litigations	Aggregate amount involved (₹ in lakhs) *
<b>Company</b>						
By the Company	--	--	--	--	--	--
Against the Company	2	3	--	--	13	541.04
<b>Directors</b>						
By the Directors	--	--	--	--	--	--
Against the Directors	--	--	--	--	--	--
<b>Promoters</b>						
By the Promoters	--	--	--	--	--	--
Against the Promoters	--	2	--	--	--	64.00
<b>Subsidiaries</b>						
By the Subsidiaries	--	--	--	--	--	--
Against the Subsidiaries	--	1	--	--	2	0.55
<b>Litigation involving our Group Companies which may have a material impact on our Company#</b>						
Outstanding litigation which may have a material impact on our Company	NIL					

\*To the extent quantifiable.

For detailed information on the “*Outstanding Litigations*”, please refer to section titled “*Outstanding Litigations and Material Developments*” on page 253 of this Draft Red Herring Prospectus.

#### RISK FACTORS

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 investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Offer Promoter including the risks involved. The Equity Shares offered in the Offer have neither been recommended nor approved by Securities and Exchange Board of India. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus.

#### CONTINGENT LIABILITIES

Except as mentioned below, there are no other Contingent Liabilities of the Company for the period ended June 30, 2024, and for the financial year ended on March 31, 2024, 2023 and 2022.

(₹ in Lakhs)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
In Respect of Income Tax	541.04	541.04	-	-
<b>Total</b>	541.04	541.04	-	-

## RELATED PARTY TRANSACTIONS

The following transactions were carried out with the related parties in the ordinary course of business (except reimbursement of actual expenses):

(₹ in Lakhs)

Sr. No.	Nature of Transaction	For the year ended			
		30-Jun-24	31-Mar-24	31-Mar-23	31-Mar-22
	<b>Directors Remuneration</b>				
	Navin Kumar Agarwal	10.50	24.00	24.00	24.00
	Sachin Agrawal	-	-	-	24.00
	Upma Agarwal	-	24.00	24.00	24.00
	Samta Agarwal	-			24.00
	<b>Loan Taken</b>				
	Navin Kumar Agarwal	334.75	570.75	330.00	19.09
	Sachin Agarwal		-	19.09	86.09
	Sunil Agarwal		-	-	7.00
	Upma Agarwal		-	-	19.09
	Samta Agarwal			-	19.09
	Asha Agarwal			-	7.00
	<b>Loan Repaid</b>				
	Navin Kumar Agarwal	30.00	260.73	430.00	-
	Sachin Agarwal		176.33	-	67.00
	Sunil Agarwal		30.09	-	-
	Upma Agarwal		66.00		
	Samta Agarwal		38.86		
	Asha Agarwal		15.14		
	<b>Loans &amp; Advances</b>				
	Crazy Bakers Pvt. Ltd.	103.00	102.57	75.29	76.41
	Crazy Bakery Udyog Partnership Firm				770.03
	<b>Rent</b>				
	Crazy Bakers Private Ltd.	-	2.40	2.83	2.83

## FINANCING ARRANGEMENTS

The Promoters, members of the Promoter Group, the directors of our Promoters, the directors of the issuer and their relatives have not 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 during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

## WEIGHTED AVERAGE PRICE & COST OF ACQUISITION

Weighted average price at which the Equity Shares were acquired by our Promoters and Promoter selling shareholder in the last one year:

Sr. No.	Name	Category	No. of Equity Shares acquired in the last one year from the date of this DRHP	Weighted Average Price (in ₹ per equity share)
1	Navin Kumar Agarwal	Promoter and Promoter selling shareholder	1,16,29,558	Nil
2	Upma Agrawal	Promoter	7,51,070	Nil

As certified by HCO & Co., Chartered Accountants, by way of their certificate dated December 20, 2024.

#### AVERAGE COST OF ACQUISITIONS OF SHARES

The average cost of acquisition per Equity Share by our Promoters and Promoter Selling Shareholder are set forth in the table below:

Sr. No.	Name	Category	No. of Equity Shares acquired in the last one year from the date of this DRHP	Weighted Average Price (in ₹ per equity share)
1	Navin Kumar Agarwal	Promoter and Promoter selling shareholder	1,16,29,558	Nil
2	Upma Agrawal	Promoter	7,51,070	Nil

As certified by M/s HCO & Co., Chartered Accountants, by way of their certificate dated December 20, 2024.

#### PRE – IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares

#### ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Except mentioned below, our Company has not issued Equity Shares for consideration other than cash during the last one year immediately preceding the date of filing the Draft Red Herring Prospectus.

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)
March 31, 2015	91,873	100	315	Other than Cash	Conversion of unsecured Loan	1,43,873	1,43,87,300
March 31, 2017	23,624	100	365	March 31, 2015	Conversion of unsecured Loan	1,67,497	1,67,49,700
April 27, 2024	1,62,30,370	10	10	Other than Cash	Bonus Issue	1,79,38,830	17,93,88,300

For further details please refer Chapter titled “Capital Structure” on page 72 of this Draft Red Herring Prospectus.

#### SPLIT / CONSOLIDATION

Our Company has not split/consolidated equity shares during the last one year immediately preceding the date of filing this Draft Red Herring Prospectus except as mentioned in the Chapter titled “Capital Structure” on page 72 of this Draft Red Herring Prospectus.

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

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

## SECTION III- RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 114 and 241, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our cash flows, business, financial condition and results of operations could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the impact is not quantifiable and hence the same has not been disclosed in such risk factors. Investment 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 investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. Before making an investment decision, investors must rely on their own examination of the Offer and us.*

*This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

### **Materiality**

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

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

### **INTERNAL RISK FACTORS**

***1. Our business is dependent on and will continue to depend on our Manufacturing Facilities, and we are subject to certain risks in our manufacturing process due to the usage of machinery in our manufacturing operations. Any slowdown or shutdown in our manufacturing facilities or strikes or work stoppages could have an adverse effect on our business, cash flows, financial condition and results of operations.***

We have two strategically located Manufacturing Facilities at Gorakhpur, Uttar Pradesh. Any disruptions, breakdown or shutdown of our Manufacturing Facilities, due to, inter alia, (i) breakdown or failure of equipment, (ii) disruption in power supply or processes, (iii) performance below expected levels of efficiency, (iv) obsolescence, (v) labour disputes, (vi) infectious diseases (such as the COVID-19 pandemic), and (vii) political instability in Uttar Pradesh region, could result in the damage or destruction of our manufacturing abilities, significant delays in the transport of our products and raw materials and/or otherwise adversely affect our business, results of operations, financial conditions, cash flows and future prospects. Our Unit I and II have a combined installed capacity of 25,860 Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. The capacity utilization for these periods was 77.58%, 58.02%, & 61.48% respectively.

Our business is dependent upon our ability to manage our Manufacturing Facilities, which are subject to various operating risks. Any significant malfunction or breakdown of our machinery, our equipment, our IT systems or any other part of our manufacturing processes or systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to maintain, repair our machinery, equipment, or any other part of our manufacturing processes or systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate machinery, equipment or systems to replace them.



To mitigate the risks, we have a maintenance team in place which carries out regular inspections and we also have AMCs in place for our critical machines. Additionally, we maintain redundant equipment to ensure operational continuity in the event of unexpected failures. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future.

Our business operations involve usage of machinery such as Baking Trolleys, Cooling Trolleys, Types of Mixers, Ovens, Dividing Tables, Slicers, Packing Machine, etc., Any disruption in the operation in our existing production facilities due to any of the foregoing risks could adversely affect our business, financial condition, results of operation and prospects. In addition, many of these operating and other risks may result in suspension of our operations and the imposition of civil or criminal penalties. Our inability to effectively respond to any slowdown or shutdown and to rectify any disruption, in a timely manner and at an acceptable cost, could also lead to an inability to comply with our customers' requirements and would result in us breaching our contractual obligations which would have a material adverse effect on our financial condition and results of operations.

**2. We are significantly dependent on the sale of our products namely Rusk, Breads and Buns. Our aggregate revenue from sale of our major selling products accounted for ₹ 1765.68 lakhs, ₹ 10,836.58 lakhs, ₹ 6,829.29 lakhs & ₹ 6,867.65 lakhs of our revenue from operations for period ended June 30, 2024 and for Fiscal 2024, 2023, 2022 respectively. An inability to anticipate and adapt to evolving consumer tastes, 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., Rusk, Bread, and Bun. The following table sets forth information on our product mix in the periods indicated:

(₹ in Lakhs)

Product	For the period ended		For the year ended					
	30-Jun-24		March 31,2024		March 31,2023		March 31,2022	
	Amount (₹ in lakhs)	% of revenue of operations	Amount (₹ in lakhs)	% of revenue of operations	Amount (₹ in lakhs)	% of revenue of operations	Amount (₹ in lakhs)	% of revenue of operation
Rusk	653.91	25.16%	5,386.63	42.21%	2,949.75	33.10%	2,875.97	38.65%
Breads	1,048.84	40.36%	3,922.07	30.76%	2,356.88	26.44%	2,417.93	32.50%
Buns	62.93	2.42%	1,524.42	11.94%	1,522.66	17.08%	1,573.75	21.15%
Chips	130.98	5.04%	567.27	4.44%	406.44	4.56%	-	-
Pellets	388.33	14.94%	531.51	4.16%	570.29	6.40%	-	-
Snacks	127.13	4.89%	319.34	2.50%	427.37	4.80%	-	-
Namkeen	81.26	3.13%	265.00	2.08%	286.79	3.22%	-	-
Cookies, Khari, Rolls	38.56	1.48%	138.07	1.08%	178.42	2.00%	180.11	2.42%
Cup Cakes, Layered and Slice Cake	67.07	2.58%	105.01	0.83%	213.92	2.40%	392.95	5.28%
<b>Total revenue of operation</b>	<b>2,599.01</b>	<b>100.00%</b>	<b>12,759.32</b>	<b>100.00%</b>	<b>8,912.52</b>	<b>100.00%</b>	<b>7,440.71</b>	<b>100.00%</b>

Any decrease in demand for these 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. Recently, health awareness among the Indian consumers has been increasing which directly has positively influenced the trend of healthy snacking in the country. Spending on healthy snacks witnessed a massive increase post

lockdown. If consumers perceive our products as lacking in nutritional value or being less healthy, this could apply downward pressure on sales and pricing or lead to increased levels of selling and promotional expenses. 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. 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 or reduce our manufacturing of products in categories experiencing consumption declines.

- 3. The majority of our product sales is concentrated in the regions namely, Uttar Pradesh and Bihar. For the period ended for June 30, 2024 and for Fiscal 2024, 2023 and 2022 our revenue from sale of products in Uttar Pradesh and Bihar accounted for 97.79%, 97.47%, 96.32%, and 93.41% of our revenue from operations, respectively any adverse developments affecting our operations in these regions 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 Uttar Pradesh and Bihar. The following table sets forth our revenue from operations from Uttar Pradesh and Bihar in the periods indicated:

(₹ in Lakhs)

Geography	For the period ended		For the year ended					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of revenue of operations	Amount	% of revenue of operations	Amount	% of revenue of operations	Amount	% of revenue of operations
Uttar Pradesh	2,326.79	89.53%	11,327.99	88.78%	7,379.18	82.80%	6,141.85	82.54%
Bihar	214.73	8.26%	1,108.45	8.69%	1,205.06	13.52%	808.88	10.87%
<b>Total</b>	<b>2,541.52</b>	<b>97.79%</b>	<b>12,436.44</b>	<b>97.47%</b>	<b>8,584.24</b>	<b>96.32%</b>	<b>6,950.72</b>	<b>93.41%</b>

Due to the geographic concentration of the sale of our products in Uttar Pradesh and Bihar, 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 years, we cannot assure you that these risks will not arise in the future.

- 4. Our cost of materials consumed accounted for 56.14%, 60.84%, 61.62%, and 73.94% of our revenue from operations for the three months ended June 30, 2024 and for Fiscal 2024, 2023 and 2022 respectively. Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, cash flows and financial condition.**

Manufacturing quantity and cost of our products are dependent on our ability to source raw materials and packaging materials at acceptable prices and maintain a stable and sufficient supply of our key raw materials. Our key raw materials sourced from third parties include various pulses, flours, sugar, palmolein oil, milk and milk-based products and spices and seasonings. The following table sets forth details of our cost of materials consumed in total, including the cost of raw materials and packing material consumed (including purchase of stock in trade and changes in inventory of finished goods, work in progress and stock in trade):

(₹ in Lakhs)

Particulars	For the year ended							
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (In Lakh)	% of revenue from operations	Amount (In Lakh)	% of revenue from operations	Amount (In Lakh)	% of revenue from operations	Amount (In Lakh)	% of revenue from operations
Cost of Material Consumed	1,459.16	56.14	7,762.99	60.84	5,491.96	61.62	5,501.83	73.94

The raw materials we use are 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 and processing costs, 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, 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 and packaging material costs. 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.

Our business is also dependent on suppliers of our raw materials. We typically procure these raw materials from our suppliers based on our anticipated requirements, through purchase orders at an “as needed” basis or through short term arrangements ranging from two to three months. We do not enter into any long-term supply arrangements for our raw materials. Absence of any long-term supply arrangements with our suppliers exposes us to the price volatility of raw materials. In case of any unexpected increase in the prices of any of the raw materials, the increase in the selling price of the finished products may not be in proportion to the increase in raw material price, which may adversely affect our business, results of operations, financial condition and cash flow. 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.

**5. We operate in a competitive market with both organized and unorganized players, which may increase competition and have a material adverse effect on our business, financial condition and results of operations.**

The snack foods market in India is large and highly competitive, with competition arising from both domestic and multinational companies as well as the unorganized sector. We anticipate that competition may further intensify with new entrants into the FMCG industry who possess greater flexibility to adapt to evolving business and economic conditions, as well as from existing players consolidating their market positions. Expansion of our brand into new markets will require substantial investment in advertising and promotional activities, and some competitors may have access to significantly greater resources, including increased spending on advertising and marketing, thereby allowing them to compete more effectively. Competitors, through consolidation or growth, may present more integrated or lower-cost solutions, which could have an adverse effect on our business.

Furthermore, we anticipate potential pressures on pricing and product quality from clients, which may compress our profit margins and adversely impact the Company’s financial position. Competition arises not only from the organized sector but also from unorganized players, including small and large operators. Our direct competitors include established electrical engineering units within India as well as local competitors, and our competitiveness is further challenged by rapid technological advancements in the chemical industry, both domestically and internationally.

Additionally, certain clients may export their final products, requiring adherence to international standards. Failure to compete effectively within this highly competitive landscape, on a local, national, and international level, could materially and adversely impact the Company’s business, results of operations, financial condition, and cash flows.

**6. A significant portion of our revenue is derived from a limited number of customers and repeat orders. The loss of, or a substantial reduction in, these repeat orders could have a negative impact on our business, operational performance, financial condition, and cash flows.**

We have historically been dependent, and expect to depend, on such customers and on repeat orders, for a substantial portion of our revenue and the loss of any them for any reason could have a material adverse effect on our business, results of operations, financial condition and cash flows.

The table set forth below provides the revenue contribution and revenue contribution as a percentage of our revenue from operations from our top 10 customers, for the period ended June 30, 2024 and for the Year ended March 31, 2024, March 31, 2023, and March 31, 2022:

(₹ in lakhs)

Particulars	For the period ended June 30, 2024		For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
	Revenue from Operations	% of total revenue from operations	Revenue from Operations	% of total revenue from operations	Revenue from Operations	% of total revenue from operations	Revenue from Operations	% of total revenue from operations
Customer 1	78.38	3.02	368.22	2.89	402.67	4.52	290.16	3.90
Customer 2	34.72	1.34	156.25	1.22	174.88	1.96	199.85	2.69
Customer 3	30.03	1.16	142.34	1.12	162.85	1.83	152.96	2.06
Customer 4	28.39	1.09	105.12	0.82	128.30	1.44	152.09	2.04
Customer 5	26.16	1.01	104.81	0.82	117.97	1.32	135.75	1.82
Customer 6	25.10	0.97	100.89	0.79	105.61	1.19	113.19	1.52
Customer 7	24.94	0.96	100.23	0.79	101.90	1.14	104.73	1.41
Customer 8	24.83	0.96	98.69	0.77	91.23	1.02	102.41	1.38
Customer 9	24.64	0.95	97.16	0.76	82.32	0.92	96.36	1.30
Customer 10	24.32	0.94	96.34	0.76	75.65	0.85	81.59	1.10
<b>Total</b>	<b>321.51</b>	<b>12.37</b>	<b>1370.05</b>	<b>10.74</b>	<b>1443.40</b>	<b>16.20</b>	<b>1429.09</b>	<b>19.21</b>

While we have been able to establish long-term contracts with several customers, some of which extending beyond 4-5 years and we believe these contracts provide a stable revenue stream, the actual order volumes can fluctuate based on market factors, such as our customers' success in securing orders for their products in domestic or international markets. Any changes in customer business practices or terms, including payment terms, could significantly impact our business, financial operations, operational results, and cash flow.

We expect that we will continue to be reliant on certain customers for the foreseeable future. Accordingly, any failure to retain these customers and/or negotiate and execute arrangements with such customers on terms that are commercially viable, could adversely affect our business, financial condition and results of operations. In addition, any defaults or delays in payments by a major customer or insolvency or financial distress of any major customer may have an adverse effect on business, financial condition and results of operations. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance.

**7. If we fail to manage our growth effectively, we may be unable to execute our business plan our business, results of operations, cash flows and financial condition could be adversely affected.**

We have experienced significant growth in our revenue from operations and profitability in the last three Fiscals and anticipate that we will continue to potentially grow, expand into new geographies and take advantage of market opportunities. Our revenue from operations has grown from ₹ 7,440.71 lakhs in Fiscal 2022 to ₹ 12,759.32 lakhs in Fiscal 2024, registering a CAGR of 30.95% in last three years. Our PAT has grown from ₹ 211.39 lakhs in Fiscal 2022 to ₹ 531.56 lakhs in Fiscal 2024, registering a CAGR of 58.57% in last three years.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our growth strategy includes improving operational efficiencies, deepening our penetration in existing markets and expanding our presence in select new territories. For further information, see "Our Business – Business Strategies" on page 110 of this Draft Red Herring Prospectus.

Many factors may contribute to a decline in our revenue growth rates, including increased competition, slowing demand for our product from existing and new customers, reduced market acceptance of the products, inability to attract new customers, general economic conditions, government actions and policies, a failure by us to continue capitalizing on growth opportunities, changes in the regulatory framework, non-availability of raw materials at competitive pricing and the maturation of our business, among others. We cannot assure you that our current and planned systems, policies, procedures and controls, personnel and third-party relationships will be adequate to support our future operations. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our business, financial condition, results of operations and prospects.

**8. We are measured against high quality standards and stringent performance requirements by our customers. Any failure to meet these standards or requirements could result in the cancellation of current and future orders, product recalls, or**

***liquidated damages. Such events could significantly harm our reputation, business operations, financial condition, and cash flows.***

We are a food manufacturing company engaged in the production of bakery and snack products. Our product range includes a variety of baked goods and snacks crafted to meet diverse consumer preferences and dietary requirements. Given the nature and application of our products, as well as regulatory standards applicable to food production, our manufacturing processes and products are held to high quality standards and stringent specifications mandated by our customers. These specifications cover a wide range of requirements, including, but not limited to, product design and formulation, testing and inspection, food safety, raw material quality, packaging, shipment and delivery, adherence to environmental, health, and safety regulations.

Any failure by us to achieve or maintain compliance with these requirements or quality standards may disrupt our ability to supply products to our customers until compliance with such requirements or standards is achieved. These quality specifications requirements include, among others, setting up robust process controls, conforming to product specifications and adhering to quality specifications as required by our customers.

***9. We have not yet placed orders in relation to any of the capital expenditure to be incurred for the purchase of equipment / machinery and infrastructure enhancement. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machinery or other materials in a timely manner, or at all, may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, we have not placed orders for any of the capital expenditure to be incurred for the purchase of machinery and infrastructure enhancement. For details in respect of the foregoing, please see “*Objects of the Issue*” on page 85 of this Draft Red Herring Prospectus. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

Further, the actual amount and timing of our future capital requirements may differ from our estimates because of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite materials from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternate vendors to provide us with the materials which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

***10. Our Promoters and Directors have interests in entities which are in businesses similar to ours and this may result in potential conflict of interest with us.***

Our Promoters and Promoter Group entities namely; Crazy Bakery Udyog Private Limited and Crazyfun Foods Private Limited, are engaged in similar line of a business according to main object of Memorandum of Association. There are, and may be, certain transactions between our company and Crazy Bakery Udyog and Crazyfun Foods, in the ordinary course of business and at arms’ length price. However, a potential conflict of interest may occur between our promoters, directors due to having similar line of business. For further details, please see “Our Management” and “Our Promoters and Promoter Group” on pages 153 and 165, respectively of this draft red herring prospectus. Our promoters and directors, and their related entities may compete with us and have no obligation to direct any opportunities to us. We cannot assure you that these or other conflicts of interest will be resolved in an impartial manner.

***11. Our Promoters have provided personal guarantees for loans availed by us.***

In the event of default of the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and our Company’s profitability and consequently this may impact our business, prospects, financial condition, and results of operations. Our Company has availed loans in business. Our Promoter has provided personal guarantee in relation to certain loans availed by our Company, for details please see “*Financial Indebtedness*” on page 268. In the event of default in repayment of the loans by the Company, the personal guarantee extended by our Promoter may be invoked by our lenders thereby adversely affecting our Promoter’s ability to manage the affairs of our Company and this, in turn, could adversely affect our business, prospects, financial condition and results of operations.

**12. Our products are semi-perishable in nature and the average shelf life of our products ranges from three to six months. Inaccurate demand forecasting for our semi-perishable product can result in excess inventory and waste which, in turn, could have an adverse effect on our business, financial condition, results of operations and cash flows.**

We manufacture a wide range of bakery and snack products, including bread, buns, rusk, namkeens and snacks. These products are semi-perishable in nature, with an average shelf life ranging from Fifteen to Ninety days. Due to the semi-perishable nature of our products, any inaccuracies in demand forecasting could lead to excess inventory and, subsequently, product wastage. This wastage may adversely affect our business, financial condition, results of operations, cash flows, and reputation. While there have been no adverse effects on our business, financial condition, or cash flows due to inventory or wastage issues in the last three fiscal years, or in the six months ended June 30, 2024, we cannot assure that such instances will not occur in the future.

**13. 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.**

Our Registered Office located at Shri Pramodaay Bhawan, 10, Park Road Officers Residence Lane, Near Sahara Pre, SS, Gorakhpur, Uttar Pradesh - 273001, This property is owned by our Promoters, Navin Kumar Agrawal and Upma Agarwal, jointly. The premises have been leased to the Company for a period of 11 months, commencing on March 1, 2024.

Additionally, our facilities located at Gorakhpur, Uttar Pradesh are situated on land allotted by Gorakhpur Industrial Development Corporation on lease hold basis for a period of 99 years. The table below provides information of our manufacturing facilities which are not located on land owned by us:

Facility	Address	Nature of Right/ Title
Gorakhpur, Uttar Pradesh	DL-1, Sector-13, GIDA, Sahjanwa, Gorakhpur (U.P.)- 273209, and DL-2, Sector-13, GIDA, Gorakhpur, Uttar Pradesh – 273209, India	Leased from Gorakhpur Industrial Development Corporation
Gorakhpur, Uttar Pradesh	Plot No. G-3 & 3A, Sector-15, GIDA, Gorakhpur, Uttar Pradesh - 273 209, India	Leased from Gorakhpur Industrial Development Corporation to Crazy Bakery Udyog Private Limited

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.

Further, our manufacturing facilities located at Gorakhpur, Uttar Pradesh are operated on industrial land allotted by the Gorakhpur Industrial Development Corporation and parts of which were further assigned to us on a leasehold basis, subject to compliance with certain ongoing conditions. According to the various statutory rules under which the development corporation functions, it retains the power to cancel allotment of land in the event of breach of any rules of allotment. Cancellation of the land allotted by way of lease to us could have an impact on our financial condition which could adversely impact our business, results of operations, financial condition and cash flows.

**14. After the completion of the Offer, our Promoters will continue to collectively hold a majority of the shareholding in our Company, allowing them to exercise significant influence and control over our operations, which may result in their interests differing from those of our other shareholders.**

As of the date of this Prospectus, our Promoters collectively hold 74.96% of the share capital of our Company on a fully diluted basis, and post-Offer, they will continue to hold a majority of the shareholding, allowing them to exercise significant influence and control over our business, policies, and affairs. This includes matters requiring shareholder approval such as the composition of our Board, amendments to our certificate of incorporation, mergers, strategic acquisitions or joint ventures, sales of substantially all assets, and decisions on dividends, lending, investments, and capital expenditures. The concentration of ownership could delay, defer, or prevent a change in control of our Company and may make certain transactions more difficult or impossible without the support of the Promoters. Additionally, the interests of our Promoters, as controlling shareholders, may conflict with those of other shareholders, and we cannot assure you that such conflicts will be resolved in our favor. These conflicts could adversely affect our ability to execute our business strategy or operate our business. For further information on the interests of our Promoters, see

“Our Promoters and Promoter Group” and “Our Management” on pages 165 and 153, respectively. As of the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group collectively hold 74.96% of our issued and outstanding equity share capital, and post-issue, they will continue to hold [●]%, maintaining the ability to control and influence key decisions, including the appointment of Directors and approval of major corporate actions. This control may lead to decisions that are not aligned with the interests of our other shareholders and could result in a change in our management or control, even if such a change may not be beneficial to them.

**15. There have been some instances of delays filing of statutory forms and regulatory dues in the past with the various government authorities.**

In the past, there have been some instances of delays in filing statutory forms and regulatory dues with government authorities such as returns, EPF, ESIC, GST returns and TDS dues. Accordingly, we have been subjected to penalty and charged with interest for delayed deposit of tax on those instances as well. Such delays were mainly on account of technical glitches in the regulatory website, reconciliation and delays on the company's part in preparation of information required for filing such returns and payment of TDS dues. While our Company has already regularized the aforesaid delays, however, there can be no assurance that the regulator may not initiate proceedings against us or that we will be able to sufficiently defend against any action initiated by regulators in relation to regulatory compliances for all instances and periods. Any adverse order passed, or penalty imposed by regulators on us may adversely affect our business and the results of operations.

**INSTANCES OF DELAY IN FILING EPF RETURN**

(in lakhs)

Sr. No.	Financial Year	Total number of filings	Number of delayed filings	Amount
1	2021-2022	12	09	10.82
2	2022-2023	12	02	1.47
3	2023-2024	12	01	0.44

**INSTANCES OF DELAY IN FILING ESIC RETURN**

(in lakhs)

Sr. No.	Financial Year	Total number of filings	Number of delayed filings	Amount
1	2021-2022	12	09	1.62
2	2022-2023	12	02	0.25
3	2023-2024	12	01	0.07

**INSTANCES OF DELAY IN FILING GST RETURN**

(in lakhs)

Sr. No.	Financial Year	Total number of filings	Number of delayed filings	Amount
1	2021-2022	12	11	2.10
2	2022-2023	12	12	0.95
3	2023-2024	12	12	0.48

**INSTANCES OF DEFAULT IN PAYMENT OF TDS**

(in lakhs)

Sr. No.	Financial Year	Amount
1	Prior Years	5.44*
2	2021-2022	0.32
3	2022-2023	0.04
4	2023-2024	0.54

**16. We are dependent on the sale of small pack SKUs for our revenues. Revenue from sale of SKUs available at ₹2 - ₹5 accounted for 31.21%, 24.22%, 21.76% and 19.27% of our revenue from operations for three months ended June 30, 2024 and for Fiscal 2024, 2023 and 2022 respectively. Any significant increase in the cost of raw materials, packaging, or other commodities used in the production of these SKUs may lead to inflationary pressures and our inability to either increase the prices of our SKUs or reduce the weight may have an adverse effect on our business, results of operations, financial condition and cash flows.**

We are significantly dependent on the sale of small pack SKUs available at ₹2 - ₹5 for our revenues. The table below sets forth certain information relating to contribution from SKUs available at ₹2 - ₹5, ₹6 - ₹10, ₹11 - ₹15, ₹16 - ₹20, ₹21 - ₹30, ₹31 - ₹40, ₹41 - ₹50 and above ₹51 in the periods indicated:

Price Range	Fiscal							
	June 30, 2024		2024		2023		2022	
	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations	Amount (₹ Lakhs)	Percentage of Revenue from Operations
SKUs available at ₹2 - ₹5	811.12	31.21%	3,089.73	24.22%	1,939.02	21.76%	1,433.51	19.27%
SKUs available at ₹6 - ₹10	223.29	8.59%	1,215.15	9.52%	763.64	8.57%	466.87	6.27%
SKUs available at ₹11 - ₹15	317.68	12.22%	2,119.14	16.61%	1,374.90	15.43%	1,235.79	16.61%
SKUs available at ₹16 - ₹20	40.71	1.57%	457.08	3.58%	192.06	2.15%	116.82	1.57%
SKUs available at ₹21 - ₹30	675.27	25.98%	3,384.61	26.53%	2,794.99	31.33%	2,332.63	31.35%
SKUs available at ₹31 - ₹40	332.99	12.81%	1,859.48	14.57%	878.61	9.86%	1,084.37	14.57%
SKUs available at ₹41 - ₹50	172.29	6.63%	376.3	2.95%	880.10	9.87%	620.35	8.34%
SKUs available at above ₹51	25.67	0.99%	257.83	2.02%	92.21	1.03%	150.38	2.02%
<b>Total</b>	<b>2,599.01</b>	<b>100.00%</b>	<b>12,759.32</b>	<b>100.00%</b>	<b>8,912.52</b>	<b>100.00%</b>	<b>7,440.71</b>	<b>100.00%</b>

The cost of commodities used in the production of our small size SKUs, such as raw materials and packaging, may be subject to inflationary pressures. Rising commodity prices may force us to either increase the prices of our SKUs or reduce the weight or quantity of the SKUs. If our Company increases the prices of our SKUs, it may face resistance from consumers who may switch to competitors offering similar products at lower prices. On the other hand, if our Company reduces the weight or quantity of the SKUs, it may lose consumers who may switch to competitors offering larger quantities of similar products. Both the cases may lead to a decline in our sales which may have an adverse effect on our business, results of operations, financial conditions and cash flow. Furthermore, our Company may be unable to pass on the increased costs to our consumers due to competitive pressures in the market. If competitors are able to offer similar products at lower prices, we may not be able to increase the prices of our SKUs, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

**17. Our business is dependent on our distribution network and a majority of our revenue from operations is generated from the distributors from Uttar Pradesh and Bihar. 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. For the financial year ended March 2024, March 2023 and March 2022, we had 1795, 1425 and 680 distributors, respectively. For further information in relation to our distribution network, see “Our Business – Distribution Network” The following tables set forth the details of the revenue contribution from each State/ Union Territory from our distributors in the years/ periods indicated:

Sr No.	Name of State	No of Distributors		
		For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
1	Uttar Pradesh	1379	1058	575
2	Bihar	240	209	74
3	West Bengal	72	65	16
4	Jharkhand	31	28	3



5	Haryana	19	19	2
6	Delhi	12	11	1
7	Assam	9	5	2
8	Madhya Pradesh	7	6	0
9	Punjab	6	6	1
10	Himachal Pradesh	5	5	0
11	Uttarakhand	5	4	0
12	Odisha	4	4	4
13	Rajasthan	2	1	1
14	Chandigarh	1	1	0
15	Chhattisgarh	1	1	1
16	Ladakh	1	1	0
17	Maharashtra	1	1	0
	<b>Total</b>	<b>1795</b>	<b>1425</b>	<b>680</b>

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;
- Any disputes with our distributors, including disputes regarding pricing or performance;
- inability to timely identify and appoint additional or replacement distributors on loss of one or more of our distributors;
- inability of our distributors to maintain a network of end retailers;
- 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 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.

While our arrangements with our distributors include terms that require them to distribute our products exclusively, we cannot assure you that such distributors will abide by such terms or that we will be able to ensure compliance by them of such terms.

Further, our distribution costs include the cost of transporting our products to distributors. We primarily use our logistics vehicles for transportation of raw materials to our manufacturing facilities and of finished products to distributors. In the event of failure of our owned logistics vehicles, we are required to engage a third party agency for transportation and that may result into an additional cost. Further, there is a risk of accidents during transportation, which could result in injuries or fatalities to drivers, other motorists, or pedestrians, or damage to property and such accidents could also result in significant liability on the Company. For instances, certain proceedings were initiated against us under the Motor Vehicle Act, 1988 in relation to accidents caused by our logistics vehicles during transportation, which are currently pending. These proceedings could result in significant legal costs, fines, or penalties, which could impact our business, results of operations, financial condition and cash flows.

***18. 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 certain transactions with related parties and may continue to do so in future. While our Company believes that all such transactions have been conducted on arms-length basis and is in compliance with the Companies Act and other applicable laws. there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our company will enter into related party transactions also in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please refer to “Note 31 - Related Party Transactions” of restated financials under section titled “Financial Information” on page 174 of this Draft Red Herring Prospectus their obligations for which advances are paid, may adversely affect our business, results of operations, financial condition and cash flows.

***19. Our success depends heavily upon our individual Promoters, Directors, KMPs and SMPs for their continuing services, strategic guidance, and financial support.***

The success of the company depends heavily upon the continuing services of individual promoters, directors Key Managerial Personnel and Senior Management Personnel who are the natural person and in control of the Company. Our Promoters has

established cordial relations with suppliers, which have benefitted the Company's current relationship with its suppliers. The Company believes that the extensive industry expertise of its promoters and directors has contributed to its growth and expansion within the bakery and snack segments, fostering an environment of steady growth and profitability. The company benefits from its relationship with its Promoters and the success of the company depends upon the continuing services of Promoters who have been responsible for the growth of business and are closely involved in the overall strategy, direction, and management of business.

**20. Information relating to the installed production capacity and capacity utilization of our manufacturing unit included in this Draft Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.**

We have availed the services of an independent third-party chartered engineer, M/s Abhay Kumar Chartered Engineers, to prepare a Chartered Engineer certificate dated August 30, 2024, for purposes of inclusion of such information in this Draft Red Herring Prospectus. Information relating to the installed production capacity and capacity utilization of our manufacturing unit included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management that have been considered by an independent chartered engineer while calculating the installed production capacity of, and actual production volumes at, our manufacturing unit. The assumptions and estimates include the standard capacity calculation practices of the electrical engineering industry after examining the period during which the manufacturing unit were operational during the year, the expected operations, availability of raw materials, downtime resulting from scheduled maintenance activities, unscheduled breakdowns, as well as expected operational efficiencies, and taking into account the number of working days in a year, number of days in a month, number of shifts in a day and average number of batches per day. Actual production capacity, production levels and utilization rates may therefore vary from the information of our manufacturing unit included in this Draft Red Herring Prospectus or from the historical installed production capacity information of our manufacturing unit depending on the product type. Accordingly, undue reliance should not be placed on our historical installed capacity information for our existing facilities included in this Draft Red Herring Prospectus.

**21. 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 FSS Act provides for requirements relating to the license and registration of food and the storage, manufacturing, repacking, trade and retailing of food. Contravention of the requirement to obtain a license or carry a business without obtaining a license under the FSS Act is punishable with imprisonment for a period of up to six months along with a fine which may extend to ₹ 50 lakhs. Subsequent contraventions are punishable with either twice the punishment which might have been imposed on a first conviction, subject to the punishment being maximum provided for the same offence, a further fine on daily basis which may extend up to ₹ 10 lakhs, where the offence is a continuing one; and cancellation of license. For details, see "Key Regulations and Policies" on page 138.

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. In particular, there have been regulatory changes regarding the packaging material and the use of plastics in packaging such as the obligations imposed on us to appoint an authorised agency to collect the plastic packets of food products sold to the end consumer. 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 be 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 three months ended June 30, 2024 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.

In addition to this, we are required to obtain relevant registrations under the Employees' State Insurance Act, 1948, the Contract Labour (Registration and Abolition) Act, 1970, Trades, Calling and Employment Act, 1975. For our manufacturing facilities, we are required to obtain and maintain a license under the Factories Act for setting up and operating our manufacturing facilities, the FSSAI for manufacturing food products and a no objection certificate from the relevant fire department ("Fire NOC"). We have obtained the Fire NOC for our manufacturing facility situated in Gorakhpur, Uttar Pradesh

We have made application to obtain Contract Labour (Registration and Abolition) Act, 1970. For further details, refer Government Approvals – Material licenses yet to be obtained. While we strive to ensure that our staff is well versed with the fire safety protocols and all our manufacturing facilities are equipped with the requisite fire-fighting equipment, in the event of an untoward incident, the relevant local authorities may institute any civil or criminal actions (including the temporary sealing of the premises) for failure to obtain Contract Labour license, which may in turn interrupt our operations at such manufacturing facilities, and consequently our business, results of operations, financial condition and cash flows.

**22. *The trademarks being used by us for our business are not registered and our inability to obtain this registration may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business***

We have applied for, but not yet obtained registration with respect to certain trademarks under which we sold our product as on the date of this Draft Red Herring Prospectus. In the absence of such protection, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

If any of our unregistered trademarks get registered in favour of a third party, we may not be able to claim registered ownership of the trademark. Consequently, we may be unable to seek remedies for infringement of this trademark by third parties other than relief against passing off by other entities. Further, we may become subject to claims by third parties if we use the trademark in breach of any intellectual property rights registered by such third parties. Any legal proceedings pursuant to such claims, or settlements thereunder, may divert management attention and require us to pay financial compensation to such third parties. Our inability to obtain or maintain these registrations may adversely affect our competitive business position, brand value and consequently our business.

For further details, please see chapters titled “Government and Other Key Approvals” at page 261 of this Draft Red Herring Prospectus.

**23. *Our Company has unsecured loans with a total outstanding amount of ₹ 957.21 Lakhs as of November 30, 2024, that may be recalled by the lenders at any time.***

Our Company has currently availed certain unsecured loans. The total outstanding amount of the unsecured loan as of November 30, 2024, was ₹ 957.21 lakhs. These loans may be recalled by the lenders at any time. In the event that any lenders seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. Please refer to Chapter titled “Restated Financial Statements” beginning on page 174 of this Draft Red Herring Prospectus.

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

During the last one year we have issued Equity Shares at a price that may be lower than the Issue Price:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
April 27, 2024	1,62,30,370	10	10	Other than Cash	Bonus Issue

**25. *Our operations are labor-intensive, and may be adversely affected by work stoppages, increased labor costs, such as wage demands or minimum wage increases, or challenges in engaging new employees on commercially attractive terms, which could negatively impact our business and results of operations.***

We are in the business of manufacturing. The manufacturing process requires daily wage labour. Thus, being labour intensive, we are dependent on labour force for carrying out manufacturing activities. Our Company has hired 150 labours as on November 30, 2024. Consist of contracted skilled and unskilled labour at our factories. Our operations and performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with labour could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may

adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

**26. We have outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.**

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoter, our Directors, see "Outstanding Litigations and Material Developments" beginning on page no. 253 of this Draft Red Herring Prospectus.

**27. There have been instances of incorrect filings with and there have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company.**

We have obtained the search report on RoC filing from the PCS firm M/s PDS & Co. vide their report dated December 30, 2024. According to that report, in the past, there have been instances of delays in filing statutory forms such as form AOC-4, PAS-3, MGT-14, as per the reporting requirements under the Companies Act, which have been subsequently filed by payment of an additional fee as specified by RoC. There have been certain discrepancies in relation to statutory filings required to be made by us with the RoC, under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act, which have been intimated to the RoC by way of letter dated December 28, 2024.

These clerical errors were not significant in nature, and to date, the concerned Registrar of Companies (ROC) has not issued any show-cause notice regarding the matter. Except as disclosed in this Draft Red Herring Prospectus, no penalties or fines have been imposed by any regulatory authority in relation to these errors. The relevant documents can be accessed at our Company's registered office. However, we cannot guarantee that similar instances will not occur in the future, or that our Company will not experience further delays or defaults in meeting its reporting obligations, nor can we assure that penalties or fines will not be imposed by any regulatory authority in the future. Should such events arise, they may materially impact our company's operational results and financial position.

Additionally, our Company is unable to trace certain corporate documents, including forms filed with the Registrar of Companies prior to 2006, due to technological advancement. Since online filing commenced in 2006, earlier submissions were made physically and cannot be retrieved from the Ministry of Corporate Affairs (MCA) portal. Despite our efforts to locate these documents at the Registrar of Companies office, they remain unavailable.

**28. The average cost of acquisition of Equity Shares for our Promoters may be lower than the Issue Price.**

The average cost of acquisition of Equity Shares for our Promoters may be lower than the Issue Price. The details of the average cost of acquisition of Equity Shares held by our Promoters as at the date of the Draft Red Herring Prospectus is set out below.

Sr. No.	Name of Promoters	No. of Equity Shares held	Average cost of acquisition* (in ₹ per equity share)
1.	Navin Kumar Agarwal	1,26,15,505.00	3.72
2.	Upma Agrawal	8,30,130.00	2.84

\* As certified by M/s. HCO & Co., Chartered Accountants, by way of their certificate dated December 20, 2024.

**29. Our inability to collect receivables and defaults in payment from our customers could result in the reduction of our profits and affect our cash flows.**

Our credit terms typically range from 90 days to 110 days since we majorly serve to overseas customers. However, our customers may face challenges beyond their control that could negatively impact their financial condition, affecting their ability to pay for products we have sold or that are held in their inventory. Although we have not experienced significant defaults in the past, during periods of economic downturn, there is no guarantee that such defaults will not occur, which could materially affect our business, financial condition, and results of operations. As of the periods ending June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, our trade receivables were ₹ 3,294.44, ₹ 2,757.70, ₹ 1,520.13, and ₹ 897.49 lakhs, respectively.

In the event of a dispute or default in payments, we may be forced to initiate recovery proceedings, which could strain our relationships with customers. This may lead to a loss of customer loyalty, with customers potentially shifting their business to competitors, negatively impacting our business. There is no assurance that any legal action we take against defaulting customers will be decided in our favor. In the case of an unfavourable outcome, we may be unable to recover the outstanding dues, which would adversely affect our financial condition and operational results. Additionally, such situations could harm our reputation, making us less attractive to potential customers who may fear similar legal actions being taken against them. This, in turn, could further impact our business, financial condition, and results of operations.

**30. We require several approvals, licenses, registrations, and permits to operate our business and must comply with various rules, regulations, and conditions. Failure to obtain, retain, or renew such approvals, licenses, and permits in a timely manner, or to comply with the requisite rules and regulations, may adversely affect our business, results of operations, financial condition, and cash flows.**

We require several statutory and regulatory permits, licenses, and approvals to operate our business, and many of these approvals are granted for fixed periods and need to be renewed periodically. Currently, we are in the process of updating licenses and approvals from “Crazy Snacks Private Limited” to “Crazy Snacks Limited” and are yet to receive and renew several approvals. The failure to obtain, renew, or maintain these permits and licenses could adversely affect our operations, with a material adverse impact on our business, results of operations, and financial condition. We cannot provide assurance that relevant authorities will issue or renew these approvals within the expected timeframe, or at all. Some of our permits, licenses, and approvals are subject to conditions, and we cannot assure you that we will consistently meet such conditions, which could result in the cancellation, suspension, or revocation of the relevant approvals. As a manufacturer of packaged Indian snacks, we must comply with central, state, and local government regulations in India, including mandatory permits under the Uttar Pradesh Pollution Control Board,

- the Water (Prevention and Control of Pollution) Act, 1974;
- the Air (Prevention and Control of Pollution) Act, 1981; and
- the Food Safety and Standards Act, 2006;

Additionally, we require licenses under The Factories Act, 1948, and NOCs from the Uttar Pradesh Fire Department and the Central Ground Water Authority of India for groundwater abstraction. While we currently hold most of the necessary licenses and NOCs, Delays in the renewal process are possible, and any failure to obtain or renew these approvals could disrupt our operations and harm our business. There is no guarantee that we will be able to renew these approvals and licenses in a timely manner, or at all, and such delays or failure could materially affect our financial position and operations. For further details, please refer to the “Government and Other Key Approvals” section on page 261 of this Draft Red Herring Prospectus.

**31. Any downtime for maintenance and repair of our machinery/equipment could lead to business interruptions that could be expensive and harmful to our reputation and to our business.**

Our machinery/equipments, including but not limited to kneader machines, ovens, dough mixers, bowl machines, trolleys, tables, baking pans, and other essential tools required for the production process etc. Maintenance work on most machinery/equipments can be performed by the designated service provider and involves significant downtime to complete maintenance. Our machinery/equipments are subject to normal wear and tear and will need repairs from time to time. Some repairs may be routine in nature, involving lower downtime, and some repairs may require replacement of parts of the machinery/equipments, which may be time consuming. During such times, we may not be able to put the machinery/equipments to use. We may, as a result, suffer losses by reason of not being able to use such machinery/equipments.

**32. Our Company’s management will have flexibility in utilizing the net proceeds from the Issue and the deployment of the net proceeds from the Issue is not subject to any monitoring by any independent agency.**

Our Company intends to primarily use the net proceeds towards funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities, funding working capital requirements of the Company and general corporate purposes as mentioned in “Objects of the Issue” on page 85 of this Draft Red Herring Prospectus. In terms of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the issue size is not in excess of ₹ 10,000 lakhs. The Audit committee of the Company will be monitoring utilization of funds. Our company may have to revise its management estimates from time to time and consequently its requirements may change.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the shareholders and our promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders of our company who do not agree to such proposal to vary the objects, in such manner as may be prescribed in future by the SEBI. Our Company shall inform about material deviations in the utilization of issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

Accordingly, prospective investors in the issue will need to rely upon our Audit Committee’s judgment with respect to the use of net proceeds. If we are unable to enter into arrangements for utilization of net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the issue and our business and financial results may suffer.

**33. A shortage or unavailability of electricity, fuel, or labor could disrupt our manufacturing operations and adversely impact our business, operational performance, and financial condition.**

Our manufacturing operations require continuous supply of electricity for which we depend on the respective state board electricity supply, where our Manufacturing Facilities are located. The table below sets out our power and fuel charges together as a percentage of our total expenses for the period ended June 30, 2024 and in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively:

Particulars	For period ended		For Fiscal Year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)
Power Charges	19.63	0.81%	70.04	0.57%	122.64	1.45%	141.44	1.88%
Fuel Charges	81.16	3.33%	470.19	3.86%	274.76	3.25%	631.81	8.38%

The table below sets out our labour costs together as a percentage of our total expenses for the period ended June 30, 2024 and in the Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively:

Particulars	For period ended		For Fiscal Year					
	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)	Amount (₹ in lakhs)	As a percentage of total expenses (%)
Salary & Wages	264.27	10.85%	1474.06	12.09%	631.96	7.49%	582.78	7.73%

Any shortage or non-availability of electricity, failure of the state electricity grid or a shortage of fuel or unavailability or reduction in labour could delay our operations at the Manufacturing Facilities which may consequently adversely affect our delivery timelines to our customers. Any such delay may have an adverse effect on our business, results of operations and financial condition. Further, any shortage of available labour could impact our operations and consequently have an adverse effect on our business, results of operations and financial conditions.

**34. Our insurance coverage may not adequately protect us against potential risks, leading to uninsured losses or losses exceeding our coverage, which could have a material adverse effect on our business.**

We maintain comprehensive insurance coverage to protect our business against key risks, including equipment failure, workplace accidents, burglary, fire, earthquakes, floods, force majeure events, acts of terrorism, and explosions. This coverage addresses potential hazards such as loss of life, severe damage, property destruction, equipment loss, and environmental damage. While we believe the extent of our insurance aligns with industry standards and includes coverage customary to our business, it may not fully or adequately protect against all risks or losses. Claims under our policies are subject to certain deductibles, exclusions, and coverage limits, and there is no assurance that claims will be honored in full, in part, or on time. Additionally, some risks may not be insurable on commercially reasonable terms or at all. Losses exceeding our insurance coverage or arising from uninsured events—such as natural disasters or other unforeseen circumstances—could significantly disrupt operations and materially impact our financial condition, results, and cash flows. If our operations are interrupted for a sustained period or if we are subject to litigation or claims, we cannot guarantee that our insurance policies will adequately cover any resulting losses. The following table provides a breakdown of our insurance policies for buildings, stock, and plant and machinery:

Address	Policy Number	Insurer	Validity		Insured Item	Sum Insured (₹ in lakhs)
			From	To		
Crazy Snacks Limited DL-2 Sector-13, Gida, Sahjanwa, Gorakhpur 273209	OG-25-1303-4057-00000009	Bajaj Allianz General Insurance Company Limited.	May 18, 2024	May 17, 2025	Plant & Machinery	1,200.00
					Building	256.19
					Stock	1,250.00
					Furniture Fixture & Fittings	10.00
					<b>Total Sum Insured</b>	<b>2,716.19</b>
Crazy Bakers Private Limited, DL-1 Sector - 13, Gida, Sahjanwa, Gorakhpur 273209	OG-25-1303-4057-00000010	Bajaj Allianz General Insurance Company Limited.	May 16, 2024	May 15, 2025	Building	610.38
					<b>Total Sum Insured</b>	<b>610.38</b>
Shri Pramodaay Bhawan, 10 Park Road, Civil Line, Gorakhpur-273001	12754191	IFFCO-TOKIO General Insurance Co. Ltd	April 24, 2024	April 28, 2025	Office Premises	128.53
					<b>Total Sum Insured</b>	<b>128.53</b>
Crazy Bakery Udyog Private Limited, G-3 & G-3A, Sector 15 Gida, Sahjanwa, Gorakhpur - 273209	OG-25-1303-4057-00000011	Bajaj Allianz General Insurance Company Limited.	May 24, 2024	May 24, 2024	Building	1,000.00
					Inventory	1,400.00
					Furniture, Fixture and Fittings	10.00
					Plant and Machinery	1,355.00
					<b>Total Sum Insured</b>	<b>3,765.00</b>

Along with these policies, the company also maintains insurance policies for all 35 owned vehicles used in transportation and distribution these policies are renewed timely.

Notwithstanding the insurance coverage that we carry, we may not be fully insured against certain business risks. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance 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, financial condition and results of operations could be adversely affected. We could face liabilities or otherwise suffer losses should any unforeseen incident such as fire, flood, and accidents affect our manufacturing facilities / corporate offices or in the regions/areas where our manufacturing facilities / corporate offices are located.

Although we maintain insurance coverage such as motor vehicle insurance, standard fire and, erection all risk insurance, machinery insurance, and burglary insurance. There are possible losses, which we may not have insured against or covered or wherein the insurance cover in relation to the same may not be adequate. We may face losses in the absence of insurance and even in cases in which any such loss may be insured, we may not be able to recover the entire claim from insurance companies. Any damage suffered by us in excess of such limited coverage amounts, or in respect of uninsured events, not covered by such insurance policies will have to be borne by us.

**35. Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institution and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval. We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue may delay in the implementation schedule and could adversely affect our growth plans.**

Our Company intends to primarily use the Net Proceeds of the Fresh Issue for funding capital expenditure requirements towards purchase of machinery, equipment and infrastructure enhancement in our existing manufacturing facilities, funding working capital requirements of the Company and general corporate purposes, as described in section "Objects of the Issue" on page 85. The plans for utilizing the Net Proceeds of the Fresh Issue are based on management estimates and such intended use of proceeds has not been appraised by any bank or financial institution.

The funding requirements are based on current conditions and are subject to change in response to external circumstances, costs, other financial condition or business strategies. Our Company may have to revise its management estimates from time to time and consequently its requirements may change, which may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

Any change in the Objects of the Fresh Issue may also require shareholders' approval and may involve considerable time or may not be forthcoming and in such an eventuality it may adversely affect our operations or business. Further, our Promoters would be required to provide an exit opportunity to the shareholders who dissent with our proposal to change the objects of the Issue, which may discourage our Promoters from undertaking steps for the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest.

In light of these factors, we may not be able to undertake any variation in Objects of the Fresh Issue to use any unutilized proceeds of the Fresh Issue even if such variation is in our interest, thereby limiting or delaying our efforts to use the Net Proceeds to achieve profitable growth in our business.

Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of issue and schedule of implementation please refer to the chapter titled "Objects of the Issue" on page 85 of this Draft Red Herring Prospectus.

***36. Our employees may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances for the period ended June 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

***37. The COVID-19 pandemic impacted our business and operations. Future similar events may have an adverse effect on our business, results of operations, financial condition and cash flows.***

The outbreak of the COVID-19 pandemic impacted our business and operations in the following manner:

- Temporary discontinuance of operations at our manufacturing facilities for Crazy Snacks Limited located at DL-2 Sector-13, GIDA, Sahjanwa, Gorakhpur 273209, Crazy Bakery Udyog Private Limited located at G-3 Sector-15, GIDA, Sahjanwa, Gorakhpur 273209 and Crazy Bakers Private Limited located at DL-1 Sector -13, GIDA, Sahjanwa, Gorakhpur 273209
- Temporary closure of our office and decline in the availability of workforce due to employees contracting the virus, rationalization of the workforce, and restrictions on travel and movement due to lockdowns imposed by various state governments, affecting commute of employees to their places of work.
- Compliance with evolving government regulations, including with respect to social distancing measures and sanitization practices.

We cannot assure you that we will be able to manage our operations and successfully achieve our expansion strategies in the event similar pandemic happens in India that lead to restrictive measures or hamper overall economic condition.

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

We are not a listed company. We have not 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 equity listing agreement with the Stock Exchange which will require us to file audited annual and half yearly 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 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 to support the existence of effective disclosure controls and procedures and internal control over financial reporting. 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 business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

***39. We may require 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.

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

Our future ability to pay dividends will depend on our earnings, financial condition, and capital requirements of our company. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition, and results of operations.

***41. Our Equity Shares have never been publicly traded, and after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue***

Prior to the issue, there has been no public market for the equity shares, and an active trading market on the stock exchange may not develop or be sustained after the issue. Listing and quotation do not guarantee that a market for the equity shares will develop. The issue price of the equity shares is proposed to be determined through a book building process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the equity shares at the time of commencement of trading of the equity shares or at any time thereafter. The market price of the equity shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, 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.

The trading volume and market price of the equity shares may be volatile following the issue.

The market price of the equity shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- half yearly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;

- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements by third parties / governmental entities of significant claims/ proceedings against us;
- new laws and governmental regulations applicable to our industry;
- additions or departures of key management personnel;
- changes in exchange rates;
- changes in the price of oil or gas;
- fluctuations in stock market prices and volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

***42. There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for the price at which it can sell, equity shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by the stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of the circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

***43. We have not independently verified certain data in this Draft Red Herring Prospectus.***

We have not independently verified data from the industry like International Monetary Fund, India Brand Equity Foundation and related data contained in this Draft Red Herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled. Therefore, discussions of matters relating to India, its economy, or the industry in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate, or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy elsewhere.

***44. QIB 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 submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, 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 submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete allotment pursuant to the issue within six working days from the Bid/ Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political, or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

The Equity Shares will be listed on the Stock Exchange. 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 within one working day of the date on which the Basis of Allotment is approved by the Stock Exchange. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid Closing

Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within Six Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance 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.

**46. Any future issuance of Equity Shares may dilute the shareholding of the Investors, or any sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.**

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire Post-Issue paid-up share capital, held by our Promoter will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchange. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled "*Capital Structure*" beginning on page 72 of this Draft Red Herring Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

**47. An inability to maintain or enhance the popularity of our brands "Crazy", "BAKEDGOLD" and "bity" may adversely impact our business, results of operations, financial condition and cash flows.**

We sell all our products under the "*Crazy*", "*BAKEDGOLD*" and "*bity*" brand. Our ability to develop the brand and maintain consumer goodwill is dependent on public perception and recognition of product quality, the variety of products, market penetration, accessibility of products through retailers, and our marketing and promotional initiatives.

To deal with the highly competitive Indian snack market, we may need to increase marketing and advertising expenses beyond past levels to maintain or grow our market share. Increased spending on marketing and advertisements may not result in increased sales or revenue. Further, failure of our marketing and business promotional initiatives to enhance our brand visibility could negatively affect its value, perception, and consumer goodwill. Also, any negative publicity or consumer perception regarding the quality and range of our products or our pricing strategy may adversely impact public perception of our brand. Concerns regarding the ingredients used in our products, healthfulness, safety, or quality of our products or supply chain, as well as allegations of low-quality products or misbranding, even if false or unfounded, could tarnish our brand.

We also face the risk of others misrepresenting their products as ours, including counterfeit or imitation goods. Unauthorized use of our brand name or logo could harm our reputation, and we cannot guarantee that such incidents will not occur in the future.

Further, although we believe our quality control processes are effective, there have been instances where our products did not meet our standards, resulting in nine notices from regulatory authorities. This includes notices under the Food Safety and Standards Act, 2006 ("FSS Act") from the office of the designated food inspector/food safety officers and under the Legal Metrology Act, 2009 from the Inspector of Legal Metrology.

These notices

- (i) declare our products to be allegedly substandard, not conforming to the specifications mentioned on the packaging, or adulterated;
- (ii) allege misbranding, deficient packaging, or misleading advertisement of our products; and
- (iii) note the presence of dual MRP markings on certain product packets

(see "*Outstanding Litigation and Material Developments* – Litigation involving our Company – Outstanding legal proceedings against our Company - Actions by statutory or regulatory authorities" on page 238).

All the above factors may have an adverse effect on our brand, business, results of operations, financial condition and cash flows.

## **EXTERNAL RISK FACTORS**

**48. Our business, operational results, financial condition, and cash flows may be influenced by various macroeconomic and demographic factors in India that are beyond our control.**

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in India, and all of our business and our personnel are located in India. Consequently, our business, results of operations, financial condition and cash flows will be affected by a number of macroeconomic and demographic factors in India which are beyond our control. The factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- the macroeconomic climate, including any increase in Indian interest rates or inflation;
- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian consumers and Indian corporates volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters (such as hurricanes, typhoons, floods, earthquakes, tsunamis and fires) which may cause us to suspend our operations;
- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war may adversely affect the Indian markets as well as result in a loss of business confidence in Indian companies;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries;

In particular, our total income and profitability are correlated to consumer discretionary spending in India, which is influenced by general economic conditions, salaries, employment levels and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, rising interest rates or other industry-wide cost pressures could also affect consumer behaviour and spending for consumer products, leading to a decline in our total income and profitability. While our results may not necessarily track India's economic growth figures, the Indian economic performance affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, financial condition, cash flows and the price of the Equity Shares.

***49. Financial instability in other countries may cause increased volatility in Indian capital markets.***

The Indian economy and capital markets are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. 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. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations 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.

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 stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition, results of operation, and cash flows. These developments, or the perception that any of them could occur, have had and may continue to have a material 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 a material adverse effect on our business, financial condition, results of operations, and cash flows, and reduce the price of the Equity Shares.

***50. Any adverse revision to India's debt rating by a domestic or international rating agency could adversely affect our business.***

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the

Equity Shares.

***51. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war in India or globally may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. It is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

***52. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact 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 exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is 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. We cannot assure you that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all. This might limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.

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

The Articles of Association, the composition of our Board and other aspects of our corporate affairs, including the validity of corporate procedures, directors' fiduciary duties and liabilities and shareholders' rights, are governed by Indian laws and may differ from companies in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

***54. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of Equity Shares at a premium to the market price or would otherwise be beneficial to the shareholders. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the SEBI 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. 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 its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

***55. We may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 01, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax ("STT"), on the sale of any Equity Shares held for more than 12 months. STT shall be levied on and collected by an Indian stock exchange on which the Equity Shares are sold..

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less shall be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares shall be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

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.

The Finance Act, 2019, had clarified that in the absence of a specific provision under an agreement, the buyer shall be liable to pay stamp duty in case of sale of securities through stock exchanges, and the transferor shall be liable to pay stamp duty in case of transfer for consideration through a depository. 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. These provisions have been notified with effect from July 01, 2020. The Government of India had announced the union budget for financial year 2022 and the Finance Act, 2021 received assent from the President of India on March 28, 2021 and was made effective from April 01, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or in the industry we operate in.

***56. QIBs and NIBs 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, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing date.***

Pursuant to the SEBI ICDR Regulations, QIBs and NIBs 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. RIBs can revise or withdraw their Bids at any time during the Bid/Issue Period and until the Bid/Issue Closing Date, but not thereafter.

While our Company is required to complete all necessary formalities for listing and commencement of trading of our Equity Shares on all Stock Exchange where such Equity Shares are proposed to be listed, including Allotment pursuant to the Issue, within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid and Allotment.

Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares allotted pursuant to the Issue or cause the trading price of our Equity Shares to decline on listing. QIBs and NIBs will therefore not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

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

The Equity Shares will be listed on the Stock Exchange. Pursuant to the 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 within one working day of the date on which the Basis of Allotment is approved by the Stock Exchange. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately second Working Days from the Bid Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchange is expected to commence within three Working Days of the Bid Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchange. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance 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.

**SECTION IV: INTRODUCTION  
THE OFFER**

<b>PRESENT OFFER IN TERMS OF THE DRAFT RED HERRING PROSPECTUS</b>	
<b>Particulars</b>	<b>Details of Equity Shares</b>
Offer <sup>(1)</sup>	Up to 69,98,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b>Of which</b>	
Fresh Issue	Up to 56,00,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Offer for Sale <sup>(2) (3)</sup>	Up to 13,98,000 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b>The Offer consist of:</b>	
Market Maker Reservation Portion	Up to [●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
Net Offer to the Public	Up to [●] Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].
<b>Of which*</b>	
A. QIB portion <sup>(4) (5)</sup>	Not more than [●] Equity Shares
<b>of which</b>	
(a) Anchor Investor Portion	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>of which</b>	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>B. Non – institutional portion</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>C. Retail portion</b>	Not Less than [●] Equity Shares aggregating to ₹ [●] Lakhs
<b>Pre and Post Offer Share Capital of our Company</b>	
Equity Shares outstanding prior to the Offer	1,79,38,830 Equity Shares having face value of ₹10 per Equity Share
Equity Shares outstanding after the Offer	Up to [●] Equity Shares having face value of ₹10 per Equity Share
Objects of the Offer	Please refer Section titled “Objects of the Offer” on page 85 of this Draft Red Herring Prospectus.

- (1) Public offer of up to 69,98,000 Equity Shares face value of ₹ 10 each for cash at a price of ₹ [●] including premium of ₹ [●] per Equity Share of our Company aggregating to ₹ [●]. This offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to section “Offer Structure” beginning on page 288 of this Draft Red Herring Prospectus. The Offer has been authorised by a resolution of our Board dated November 09, 2024. Our Shareholders have authorised the Offer pursuant to a special resolution dated November 11, 2024.
- (2) The Equity Shares being offered by the Promoter Selling shareholder have been held for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus and are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. Each of the Promoter Selling Shareholder has, severally and not jointly, approved the transfer of their respective portion of the Offered Shares, pursuant to the Offer for Sale, as set out below:

Sr. No.	Name of the selling shareholder	Category	Maximum numbers of Offered shares	Date of Consent Letter
1	Navin Kumar Agarwal	Promoter	Up to 13,98,000	November 09, 2024

- (3) Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portions shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event

*the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see “Offer Procedure” on page 292.*

- (4) *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 combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.*

For further details regarding the Offer Structure and Procedure, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 288 and 292 respectively of this Draft Red Herring Prospectus.



## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with “*Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 174 and 241 respectively.

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## Restated Balance Sheet

(₹ in lakhs)

Particulars	Note No.	Year ended June 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>ASSETS</b>					
<b><u>Non-current assets</u></b>					
Property, plant and equipment	10	3,269.45	3,378.92	3,118.04	1,347.84
Intangible Assets	10	4.57	5.41	1.63	0.12
Capital Work in progress		209.19	120.25	-	-
Non- Current Investments	11	21.88	22.88	22.88	817.81
Deferred Tax Assets (Net)	4	22.96	18.99	-	13.29
Long Term Loan and Advances	13	128.92	128.49	114.60	853.21
<b><u>Current assets</u></b>					
Current Investments	12	-	-	-	-
Inventories	14	1,377.94	1,325.56	1,870.80	458.21
Trade and other receivables	15	3,294.44	2,757.70	1,520.13	897.49
Cash and cash equivalents	16	390.42	491.63	937.09	217.56
Short Term Loans and Advances	17	322.24	279.31	1,200.19	550.13
Other current assets	18	65.74	61.27	76.07	368.08
<b>Total Assets</b>		<b>9,107.76</b>	<b>8,590.42</b>	<b>8,861.45</b>	<b>5,523.73</b>
<b><u>EQUITY AND LIABILITIES</u></b>					
<b><u>Equity</u></b>					
Equity Share capital	1	1,793.88	170.85	170.85	170.85
Other equity	2	1,446.18	2,941.21	2,459.16	1,778.07
Minority Interest		12.84	12.81	12.77	-
<b><u>Non-current liabilities</u></b>					
Long Term Borrowings	3	1,515.34	1,674.28	1,744.29	1,634.87
Deferred tax liabilities (Net)	4		-	0.03	-
Other Non-Current Liabilities	5	48.29	48.97	49.80	57.81
<b><u>Current liabilities</u></b>					
Short Term Borrowings	6	3,405.84	2,847.51	3,057.01	983.49
Trade Payables	7				
(a) Dues of MSME'S		135.60	179.58	-	-
(b) Dues of Creditors other than MSME'S		313.41	335.00	564.07	583.42
Other Current Liabilities	8	212.14	197.79	697.29	236.68
Short Term Provisions	9	224.24	182.43	106.19	78.55
<b>Total Equity &amp; Liabilities</b>		<b>9,107.76</b>	<b>8,590.42</b>	<b>8,861.45</b>	<b>5,523.73</b>

**Restated Statement of Profit and Loss**

(₹ in lakhs)

<b>Particulars</b>	<b>Note No.</b>	<b>Year ended June 30, 2024</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b><u>Revenue:</u></b>					
Revenue from Operations	19	2,599.01	12,759.32	8,912.52	7,440.71
Other Income	20	3.56	148.22	4.26	356.41
<b>Total Income</b>		<b>2,602.57</b>	<b>12,907.54</b>	<b>8,916.78</b>	<b>7,797.12</b>
<b><u>Expenses:</u></b>					
Cost of Materials Consumed	21	1,459.16	7,762.99	5,491.96	5,501.83
Manufacturing Cost	22	335.99	1,826.51	933.30	927.06
Changes in Inventories of Finished Goods, Stock in Trade and Work in Progress	23	(10.70)	40.56	113.55	40.98
Employee Benefit Expenses	24	157.69	661.93	456.81	367.80
Finance Costs	25	100.26	409.65	343.12	162.33
Depreciation and Amortisation Expenses	10	118.59	494.58	309.90	247.67
Other Expenses	26	275.43	991.72	792.82	289.05
<b>Total Expenses</b>		<b>2,436.43</b>	<b>12,187.93</b>	<b>8,441.46</b>	<b>7,536.71</b>
<b>Profit Before Exceptional Items and Tax</b>		166.14	719.61	475.32	260.41
<b>Prior Period (Income)/Exp.</b>			24.65	(0.33)	
<b><u>Tax Expenses</u></b>					
Current Tax		41.81	182.43	106.19	78.55
Deferred Tax Charge/ (Credit)		(3.96)	(19.02)	13.32	(43.97)
Short Provision of Earlier Years		-	-	0.48	-
Tax Expenses of Earlier years		-	-	1.60	14.43
<b>Profit After Tax</b>		128.29	531.56	354.07	211.39
<b>Profit for the year attributable to</b>					
Minority Interest		0.03	0.04	0.48	-
Profit attributable to shareholder		128.26	531.52	353.59	211.39
<b><u>Earnings Per Share</u></b>	30				
Basic Earnings Per Share		0.71	2.96	1.97	1.18
Diluted Earnings Per Share		0.71	2.96	1.97	1.18

## Restated Cash Flow Statement

(₹ in lakhs)

	Particulars	Year ended June 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<b>A</b>	<b>Cash Flow from Operating Activities</b>				
	Profit Before Taxes	166.14	694.96	475.65	260.41
	Adjustments for:				
	Depreciation & Amortisation	118.59	494.58	309.90	247.67
	(Profit)/ Loss on Sale of Assets	-	(1.10)	46.65	-
	Interest on Income Tax Refund	-	(2.84)	(0.64)	(0.02)
	Interest Income	-	-	(0.37)	(0.04)
	Prior Period Item	-	(24.65)	-	-
	Provision for Gratuity	(0.06)	(0.06)	(3.74)	-
	Other Provision written off	-	8.09	-	-
	Provision for Taxes	(41.81)	-	-	-
	Interest on Security Deposit	-	(0.50)	(0.15)	
	Interest on Fixed Deposit	(0.08)	(0.36)	(3.07)	(0.31)
	Finance Cost	100.26	409.65	343.12	162.33
	Minority Interest	(0.03)	(0.04)	(0.48)	
	<b>Operating Profit Before Working Capital Changes</b>	<b>343.01</b>	<b>1,577.73</b>	<b>1,166.87</b>	<b>670.04</b>
	(Increase)/Decrease in Inventories	(52.38)	545.25	(1,412.60)	29.08
	(Increase)/Decrease in Trade Receivables	(537.85)	(1,237.57)	(622.64)	(320.95)
	(Increase)/Decrease in Short Term Loans & Advances	(42.93)	920.88	(650.06)	(400.58)
	(Increase)/Decrease in Other Current Assets	(4.47)	14.80	292.01	675.61
	Increase/(Decrease) in trade payables	(65.58)	(49.49)	(19.35)	171.47
	Increase/(Decrease) in other current liabilities	14.35	(499.49)	460.60	(47.94)
	Increase/(Decrease) in Other Long Term Liabilities	0.68	(0.83)	8.01	(292.15)
	Increase/(Decrease) in Short Term Provisions	41.81	76.23	27.64	(7.61)
	<b>Cash Generated from Operations</b>	<b>(303.37)</b>	<b>1,347.51</b>	<b>(749.52)</b>	<b>476.96</b>
	Taxes Paid (Net of Refund)	-	171.02	107.79	92.99
	<b>Net Cash Flow from Operating Activities (A)</b>	<b>(303.37)</b>	<b>1,176.49</b>	<b>(857.31)</b>	<b>383.98</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>				
	Purchase of Property Plant & Equipment	(97.23)	(1,042.65)	(2,407.09)	(126.68)
	Proceeds on Sale of Property Plant & Equipment	-	120.00	187.14	18.02
	Purchase / Sale of Long Term Investment	1.00	-	794.93	(243.78)
	Interest on Loans	-	-	-	-
	Interest Income	-	-	0.37	0.04
	Interest on Income Tax Refund	-	2.84	0.64	0.02
	Interest on FDR	0.08	0.36	3.07	0.31
	Interest on Security Deposit	-	0.50	0.15	-
	Interest Income	-	-	-	-
	Reserve & surplus T/f from Crazy Bakery Udyog			406.44	
	Proceeds/(Investment) in Long Term Loans and Advances	(0.43)	-	738.61	(754.47)
	<b>Net Cash Flow From Investing Activities (B)</b>	<b>(96.59)</b>	<b>(918.95)</b>	<b>(275.75)</b>	<b>(1,106.54)</b>

Particulars		Year ended June 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
C	<b>Cash Flow from Financing Activities</b>				
	Proceeds on issuance of Share Capital	-	-	-	3.35
	Proceeds from Security Premium	-	-	-	496.65
	Proceeds/(Repayment) of Long Term Borrowings	(158.94)	(70.01)	109.43	(119.12)
	Proceeds / (Repayment) Short Term Borrowings	558.33	(209.50)	2,073.52	252.02
	Long Term Loans & Advances Given	(0.43)	(13.89)	-	-
	Proceeds from Receipt of Govt. Subsidy	-	-	-	76.31
	Minority Interest	0.03	0.04	12.77	
	Finance Cost	(100.26)	(409.65)	(343.12)	(162.33)
	<b>Net Cash Flow From Financing Activities (C)</b>	<b>298.74</b>	<b>(703.01)</b>	<b>1,852.60</b>	<b>546.88</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(101.22)</b>	<b>(445.46)</b>	<b>719.53</b>	<b>(175.68)</b>
	<b>Cash &amp; Cash Equivalents at the beginning of the Period</b>	<b>491.63</b>	<b>937.09</b>	<b>217.56</b>	<b>393.24</b>
	<b>Cash &amp; Cash Equivalents at the end of the Period</b>	<b>390.41</b>	<b>491.63</b>	<b>937.09</b>	<b>217.56</b>

## GENERAL INFORMATION

Our Company was originally incorporated as “Crazy Snacks Private Limited” on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to “Crazy Snacks Limited”, and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC. The Corporate Identification Number of our Company is U51224UP1995PLC019164.

For details of changes in registered offices of our Company, please refer to the section titled “History and Certain Corporate Matters” beginning on page 149 of this Draft Red Herring Prospectus.

## BRIEF ABOUT THE COMPANY AND ISSUE

<b>Registered Office</b>	Shri Pramodaay Bhawan, 10, Park Road Officers Residence Lane, Near Sahara Press, Gorakhpur-273001, Uttar Pradesh, India. <b>Telephone No.:</b> +91-9161075842/ +91-8948922229 <b>Website:</b> <a href="http://www.crazy.org.in">www.crazy.org.in</a> <b>Email id:</b> <a href="mailto:info@crazy.org.in">info@crazy.org.in</a>
<b>Corporate Office</b>	NA
<b>Date of Incorporation</b>	December 13, 1995
<b>Company Registration Number</b>	019164
<b>Corporate Identification Number</b>	U51224UP1995PLC019164
<b>Company Category</b>	Company limited by shares
<b>Company Sub-Category</b>	Non-government company
<b>Address of the Registrar of Companies</b>	Registrar of Companies, Kanpur 37/17, Westcott Building, The Mall, Kanpur-208001, Uttar Pradesh, India
<b>Designated Stock Exchange</b>	<b>SME platform of BSE Limited</b> Floor 25, P.J. Towers, Dalal Street, Mumbai 400 001, Maharashtra.
<b>Issue Program</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Company Secretary and Compliance Officer</b>	<b>Rohit Shrivastava</b> <b>Crazy Snacks Limited</b> Shri Pramodaay Bhawan, 10, Park Road Officers Residence Lane, Near Sahara Press, Gorakhpur-273001, Uttar Pradesh, India. Telephone No.: +91-9838076426 Email id: <a href="mailto:secretarial@crazy.org.in">secretarial@crazy.org.in</a>
<b>Chief Financial Officer</b>	<b>Vinit Kumar Gupta</b> <b>Crazy Snacks Limited</b> Shri Pramodaay Bhawan, 10, Park Road Officers Residence Lane, Near Sahara Press, Gorakhpur-273001, Uttar Pradesh, India. Telephone No.: +91-98395 57979 Email id: <a href="mailto:accounts@crazy.org.in">accounts@crazy.org.in</a>

## Board of Directors

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

Name	Designation	DIN	Residential Address
Navin Kumar Agarwal	Managing Director	06957945	10, Park Road, Civil Lines, Post Office Sadar, Gorakhpur-273001, Uttar Pradesh, India.
Upma Agrawal	Non- Executive Director	00859037	202, Saraf Residency Betiya hata, Gorakhpur-273001, Uttar Pradesh, India
Swedit Garg	Executive Director (CEO)	08588697	512, 26, 27 7th lane, Behind Goel Complex, Nishatganj, Lucknow, New Hyderabad, Uttar Pradesh - 226007

Roopali Mittal	Independent Director	02045584	KH-219, New Kavi Nagar, Ghaziabad-201002, Uttar Pradesh, India.
Name	Designation	DIN	Residential Address
Vandana Gupta	Independent Director	00013488	A-29 Welcome Apartment, Sector 9 Rohini, Rohini Sector 7, Narela, North West, Delhi - 110085

For further details of our directors, see “Our Management” on page 153 of this Draft Red Herring Prospectus.

## INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and/or Book Running Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

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

In terms of SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/22*, dated *February 15, 2018*, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

### Details of Key Intermediaries Pertaining to this Offer and our company

Book Running Lead Manager to the Offer	Registrar to the Offer
<b>INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED*</b> 2ndFloor, Viraj Towers, Near Andheri Flyover (North End), Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra <b>Tel No:</b> +91 22 4075 1500 <b>Email:</b> sme.ipo@inventurermerchantbanker.com <b>Investor Grievance</b> redressal@inventurermerchantbanker.com <b>Website:</b> www.inventuremerchantbanker.com <b>Contact Person:</b> Arvind Gala	<b>KFin Technologies Limited</b> Selenium, Tower B, Plot 31& 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032 <b>Telephone:</b> 040 6716 2222/18003094001 <b>Fax No.:</b> 04067161563 <b>Email:</b> <a href="mailto:esl.ipo@kfintech.com">esl.ipo@kfintech.com</a> <b>Investor Grievance Email:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Contact Person:</b> M. Murali Krishna <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>SEBI Registration Number:</b> INR000000221 <b>CIN:</b> L72400TG2017PLC117649
Legal Counsel to the Offer	Banker to the Company
<b>Zastriya, Attorneys and Legal Consultants</b> <b>Address:</b> 37/38, 3 <sup>rd</sup> Floor landmark Tower, Mithchowki, Malad (West), Mumbai-400064 <b>Telephone:</b> 9920120018/ 9920239759 <b>Email:</b> <a href="mailto:nishant.rana@zastriya.in">nishant.rana@zastriya.in</a> <a href="mailto:chinmayee.ghag@zastriya.in">chinmayee.ghag@zastriya.in</a> <b>Contact Person:</b> Nishant Rana, Chinmayee Ghag	<b>Punjab National Bank</b> <b>Address:</b> Jubilee Road Branch Gorakhpur <b>Telephone:</b> 9987019880/ 9665688052 <b>Email:</b> <a href="mailto:bo1875@pnb.co.in">bo1875@pnb.co.in</a> / <a href="mailto:MCC6523@pnb.co.in">MCC6523@pnb.co.in</a> <b>Contact Person:</b> Amber/Gaurav
Statutory Auditor & Peer Review Auditor	Public Offer Bank/ Banker to the Issue/ Refund Banker/Escrow Collection Bank

<b>HCO &amp; CO. Chartered Accountants</b>		[●]
Address: H. V. House, 10 Park Road, Gorakhpur 273001, Uttar Pradesh.		Address: [●]
Telephone: 0551-2334617		Telephone: [●]
Email: <a href="mailto:info@hcoca.com">info@hcoca.com</a>		Fax: [●]
Contact Person: Vivek Agarwal		Email: [●]
Membership No.: 400733		Website: [●]
Firm Registration No.: 001087C		Contact Person: [●]
Peer Review No.: 017472		
<b>Sponsor Bank</b>		<b>Syndicate Member</b>
[●]		[●]
Address: [●]		Address: [●]
Telephone: [●]		Telephone: [●]
Fax: [●]		Fax: [●]
Email: [●]		Email: [●]
Website: [●]		Website: [●]
Contact Person: [●]		Contact Person: [●]
		SEBI Certificate Registration: [●]
		CIN: [●]
<b>Share Escrow Agent</b>		
[●]		
Address: [●]		
Telephone: [●]		
Fax: [●]		
Email: [●]		
Website: [●]		
Contact Person: [●]		
SEBI Certificate Registration: [●]		
CIN: [●]		

## CHANGES IN THE AUDITORS

Except as disclosed below, there has been no change in the statutory auditors of our Company in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of the Auditor	M/s. Manish Ratnesh & Associates	HCO & Co.
FRN	015734C	001087C
Peer Review No.	NA	017472
Email ID	<a href="mailto:ccamaniratna@gmail.com">ccamaniratna@gmail.com</a>	<a href="mailto:info@hcoca.com">info@hcoca.com</a>
Address	First floor, Chaturvedi Complex, Opposite DIG Bunglow,33 Kasia Road, Gorakhpur, Uttar Pradesh – 273001	H.V. House, 10 Park Road, Gorakhpur- 273001, Uttar Pradesh, India.
Reason for Change	Appointed in case of casual vacancy of M/s M.P Shah & Co.	Appointed in case of casual vacancy of M/s. Manish Ratnesh & Associates
Date of Appointment	April 01, 2019	April 01, 2023

## Designated Intermediaries

### Self-Certified Syndicate Bank(s)

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated



Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

### **Syndicate SCSB Branches**

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 Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For more information on such branches collecting Application Forms from the members of Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>).

### **Self-Certified Syndicate Banks Eligible as Sponsor Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>.

For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, 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 SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### **Collecting Depository Participants**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

### **Inter-Se allocation of Responsibilities**

Since Inventure Merchant Banker Services Private Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

### **Monitoring Agency**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 Lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Offer. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

### **Appraising Authority**

The objects of the Offer and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

### **Credit Rating**

As the Offer is of Equity Shares, the appointment of a credit rating agency is not required.

### **IPO Grading**

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations there is no requirement of IPO Grading Agencies

### **Trustees**

As this is Offer of Equity Shares, the appointment of trustees is not required.

### **Green Shoe Option**

No green shoe option is applicable for the Offer.

### **Expert Opinion**

Our Company has received written consent dated December 20, 2024 from M/s. HCO & Co., Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory and Perr review Auditor, and in respect of (i) their examination report dated December 18, 2024 on our Restated Financial Statements; and (ii) their report dated December 18, 2024 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. 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 August 30, 2024 from Abhay Kumar, Independent Chartered Engineer, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, in relation to and for the inclusion of the certificate dated December 10, 2024 issued to certify the proposed capacity utilization and the cost involved in setting up of the proposed existing premises. We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, however, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

The above-mentioned consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **BOOK BUILDING PROCESS**

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of [●], an English national newspaper, all editions of [●], a Hindi national newspaper and regional editions of [●], Hindi daily newspaper, (Hindi being the regional language of Uttar Pradesh where our Registered Office is located) at least two working days prior to the Bid/Offer Opening date. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Offer Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager, in this case being [●];
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Offer, in this case being Bigshare Services Private Limited;
- The Escrow Collection Banks/ Bankers to the Offer and
- The Designated Intermediaries and Sponsor bank.

The SEBI ICDR Regulations have permitted the Offer of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out 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 Offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders

and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Offer Price.

All potential Bidders may participate in the Offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Offer. Under-subscription if any, in any category, except in the QIB Category, 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 BRLM and the Designated Stock Exchange.

All Bidders, other than Anchor Investors are mandatorily required to use the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIB and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date.

Subject to valid Bids being received at or above the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, 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 Stock Exchange. However, under – subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled “*Offer Procedure*” beginning on page 292 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer.

For further details on the method and procedure for Bidding, please see section entitled “*Offer Procedure*” on page 292 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company

in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid (see section titled “Offer Procedure” on page 292 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Offer will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

**Bid/Offer Program:**

Event	Indicative Dates
Bid/Offer Opening Date <sup>(1)</sup>	[●]
Bid/Offer Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]
Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

<sup>(1)</sup>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/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI (ICDR) Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, 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 Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); ‘T’ being issue closing date. Our Company shall follow the timelines provided under the aforementioned circular.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Applicant on Bid/ Offer Closing Date maybe extended in consultation with the BRLM, RTA and SME Platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) 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 Bid Cum Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public Offer, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Offer Closing Date. Allocation to Retail Individual Applicants, in this Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

## Filing

The Draft Red Herring Prospectus and Prospectus shall be filed with BSE situated at Floor 25<sup>th</sup>, P.J. Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

As per SEBI Circular No. *SEBI/HO/CFD/PoD-1/P/CIR/2023/29* dated *February 15, 2023*, company shall upload the Issue Summary Document (ISD) on exchange portal.

The Draft Red Herring Prospectus 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 sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy. Pursuant to SEBI Circular Number *SEBI/HO/CFD/DIL1/CIR/P/2018/011* dated *January 19, 2018*, a copy of the Offer Document 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 32 of the Companies Act, 2013 would be filed with the RoC and copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC and through the electric portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

## Underwriting Agreement

This Offer is 100% underwritten. The Underwriting agreement is dated December 27, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

Details of the Underwriter	No. of Shares Underwritten*	Amount Underwritten (₹in lakhs)	% of the Total Issue Size Underwritten
<b>INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED</b> 2ndFloor, Viraj Towers, Near Andheri Flyover (North End), Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra <b>Tel No:</b> +91 22 4075 1500 <b>Email:</b> <a href="mailto:sme.ipo@inventurmerchantbanker.com">sme.ipo@inventurmerchantbanker.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@inventurmerchantbanker.com">redressal@inventurmerchantbanker.com</a> <b>Website:</b> <a href="http://www.inventurmerchantbanker.com">www.inventurmerchantbanker.com</a> <b>Contact Person:</b> Arvind Gala	[●]	[●]	Not less than 15%
<b>GLOBALWORTH SECURITIES LIMITED</b> 716, 7th Floor, Neelkanth Corporate Park Kiroil Road, Near Vidyavihar Railway Station, Vidyavihar (West), Mumbai, Maharashtra, India <b>Tel No.:</b> 022-69190011 <b>Email:</b> <a href="mailto:compliance@globalworth.in">compliance@globalworth.in</a> <b>Website:</b> <a href="http://www.globalworth.in">www.globalworth.in</a> <b>Contact Person:</b> Kulin Shah	[●]	[●]	Upto 85%
<b>Total</b>			

*(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Red Herring*

*Prospectus or the Prospectus, with the RoC as the case may be. This portion has been intentionally left blank and will be filled in before filing of Prospectus with the RoC.)*

As per Regulation 260(2) & (3) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of [●]% of the Offer out of its own account. In the opinion of the Board of Directors (based on the certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

### **Withdrawal of the Offer**

Our Company, the Promoter Selling Shareholder in consultation with the BRLM, reserve the right to not to proceed with the Offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof. If our Company withdraws the Offer anytime after the Bid/ Offer Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the Offer shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Offer advertisements have appeared and the Stock Exchange will also be informed promptly.

The BRLM, through the Registrar to the Offer, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

### **Market Maker**

<b>Name:</b>	<b>Globalworth Securities Limited</b>
<b>Address:</b>	716, 7th Floor, Neelkanth Corporate Park Kirol Road, Near Vidyavihar Railway Station, Vidyavihar (West), Mumbai, Maharashtra, India
<b>Tel No:</b>	022-69190011
<b>Fax No:</b>	NA
<b>Contact Person:</b>	Kulin Shah
<b>Email:</b>	compliance@globalworth.in
<b>Website:</b>	www.globalworth.in
<b>SEBI Registration No.:</b>	INZ000189732

In accordance with Regulation 261 of the SEBI ICDR Regulations, our Company, Promoter Selling shareholder have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with SME platform of BSE Limited to fulfil the obligations of Market Making) dated December 27, 2024 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

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

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

### **Details of the Market Making Arrangement for this Offer**

Our Company and the Book Running Lead Manager, have entered into an agreement dated December 27, 2024 with Globalworth Securities Limited, a Market Maker registered with SME Platform of BSE Limited in order to fulfil the obligations of Market Making.

The Market Maker shall fulfil 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 BSE and SEBI regarding this matter from time to

time.

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE Limited (SME platform of BSE) and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the SME platform of BSE from time to time). Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Offer Size (Including the [●] Equity Shares ought to be allotted under this Offer). Any Equity Shares allotted to Market Maker under this Offer over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of market maker in our Company reduce to 24% of Offer Size, the market maker will resume providing 2- way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, SME Platform of BSE Limited may intimate the same to SEBI after due verification.
7. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
8. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
9. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Offer price.
10. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
12. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker.
13. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
14. **Risk containment measures and monitoring for Market Maker:** SME Platform of BSE Limited will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.

15. **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
16. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Offer size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.

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

17. The following spread will be applicable on the SME Exchange/ Platform.

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

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

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

Offer Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer size)
Upto ₹20 Crore	25%	24%
₹20 Crore to ₹50 Crore	20%	19%
₹50 Crore to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

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

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

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and will remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.



## CAPITAL STRUCTURE

The Equity share capital of our Company as on the date of this Draft Red Herring Prospectus, is set forth below:

*Amount (₹ in lakhs except share data)*

PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS			
Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Offer Price <sup>(1)</sup>
<b>I.</b>	<b>Authorised Share Capital <sup>(4)</sup></b>		
	2,50,00,000 Equity Shares of ₹ 10/- each	2500.00	-
<b>II.</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer <sup>(3)</sup></b>		
	1,79,38,830 Equity Shares of ₹ 10/- each	1793.88	-
<b>III.</b>	<b>Present Offer in terms of Draft Red Herring Prospectus</b>		
	Up to 69,98,000 <sup>(1)(2)(4)</sup> Equity Shares having face value of ₹ 10 each at price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].	[●]	[●]
	<i>Which consists of</i>		
	Fresh Issue up to 56,00,000 <sup>(1)</sup> Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]	[●]	[●]
	Offer for Sale of up to 13,98,000 <sup>(1)(3)</sup> Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●]	[●]	[●]
<b>IV.</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Offer</b>		
	[●] Equity Shares of ₹ 10 each		[●]
<b>V.</b>	<b>Securities Premium Account</b>		
	Before the Offer		Nil
	After the Offer		[●]

(1) To be finalized upon determination of Offer Price.

(2) The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated November 09, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on November 11, 2024.

(3) The Equity Shares being offered by the Promoter Selling Shareholder have been held for a period of at least one year immediately preceding the date of the Draft Red Herring Prospectus and are eligible for being offered for sale as part of the Offer in terms of the SEBI ICDR Regulations. For further details of authorizations received for the Offer, see "The Offer" and "Other Regulatory and Statutory Disclosures" on pages 54 and 269, respectively.

(4) For details of the changes in the authorized share capital of our Company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 149, of this Draft Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Share Capital of our Company:

##### (a) Equity share capital:

The history of equity share capital of our company is as set out in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
On incorporation (December 13, 1995)	200	100	100	Cash	Incorporation <sup>(i)</sup>	200	20,000
September 23, 1996	39,800	100	100	Cash	Preferential allotment <sup>(ii)</sup>	40,000	40,00,000

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Offer Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
March 22, 2004	10,000	100	100	Cash	Preferential allotment <sup>(iii)</sup>	50,000	50,00,000
September 01, 2014	2,000	100	100	Cash	Right Issue <sup>(iv)</sup>	52,000	52,00,000
March 31, 2015	91,873	100	315	Other than Cash	Conversion of Unsecured Loan into Equity <sup>(v)</sup>	1,43,873	1,43,87,300
March 31, 2017	23,624	100	365	Other than Cash	Conversion of Unsecured Loan into Equity <sup>(vi)</sup>	1,67,497	1,67,49,700
<b>Each equity share of our Company of face value of ₹100 was sub-divided to ₹10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on October 30, 2021</b>							
November 22, 2021	33,490	10	1,493	Cash	Private Placement <sup>(vii)</sup>	17,08,460	1,70,84,600
April 27, 2024	1,62,30,370	10	10	Other than Cash	Bonus Issue <sup>(ix)</sup>	1,79,38,830	17,93,88,300

**Notes:**

- i. **Initial Subscribers to the Memorandum of Association subscribed to Equity Shares of Face Value of ₹ 100/- each detail of which are given below:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Hari Mohan Agarwal	100
2.	Rajeev Shorewala	100
<b>Total</b>		<b>200</b>

- ii. **Further allotment of 39,800 Equity Shares of ₹ 100/- each at par in cash to the following Shareholders:**

Sr. No.	Names of Person	Number of Shares Allotted
1.	Hari Mohan Agarwal	19,800
2.	Rajeev Shorewala	8,900
3.	Indu Prakash Shorewala	5,000
4.	Bimla Devi Shorewala	3,000
5.	Rajni Shorewala	3,000
6.	Sunil Agarwal	100
<b>Total</b>		<b>39,800</b>

\$ In relation to these allotments, for the number of Equity Shares, our Company has been unable to trace the attachments of the return of allotment i.e. Form 2, for such allotments as, the information could not be traced and was not available in our Company's records. Accordingly, we have relied on the minutes of the board meeting and statutory registers of our Company. For details of risks arising out of missing or untraceable past secretarial records of our Company, see "Risk Factors – There have been instances of incorrect filings with and there have been instances in the past where we were unable to trace some corporate records, and there were certain instances of discrepancies in relation to certain statutory filings and corporate records of our Company" on page 43 of this Draft Red Herring Prospectus.

- iii. **Preferential allotment of 10,000 Equity Shares of ₹ 100/- each at par in cash to the following Shareholders:**

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Upma Agrawal	3,000
2.	Sunil Agarwal	3,120
3.	Richa Agarwal	3,000
4.	N. K. Agarwal (HUF)	880
<b>Total</b>		<b>10,000</b>

- iv. **Issue of Equity Shares on Right Basis aggregating to 2,000 Equity Shares of ₹ 10/- each at par in cash to the**

following Shareholder:

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	Navin Kumar Agarwal	1,000
2.	Sachin Kumar Agarwal	1000
<b>Total</b>		<b>2,000</b>

- v. Further issue 91,873 Shares of of ₹ 100/- each at premium of ₹ 215 upon conversion of Unsecured Loan into Equity for consideration other than cash to the following Shareholders:

Sr. No.	Names of Person	Number of Shares Allotted
1.	Ambalika Viniyog Limited	10,000
2.	Monitor Vincom Private Limited	81,873
<b>Total</b>		<b>91,873</b>

- vi. Further issue 23,624 Shares of of ₹ 100/- each at premium of ₹ 265 Upon conversion of Unsecured Loan into Equity for consideration other than cash to the following Shareholders:

Sr. No.	Names of Person	Number of Shares Allotted
1.	Navin Kumar Agarwal	5,906
2.	Upma Agrawal	5,906
3.	Sachin Kumar Agarwal	5,906
4.	Samta Agarwal	5,906
<b>Total</b>		<b>23,624</b>

- vii. Private Placement 33,490 shares of ₹ 10/- each for premium of ₹ 1.483 consideration in cash

Sr. No.	Names of Person/Entity	Number of Shares Allotted
1.	M/s. V.N Dyers and Processors Pvt. Ltd.	33,490
<b>Total</b>		<b>33,490</b>

- viii. Bonus Allotment of 1,62,30,370 Equity Shares of ₹ 10/- each in the ratio of 2:19 i.e. 19 equity shares for every 2 Equity Shares held to the following Shareholders:

Sr. No.	Names of Person	Number of Shares Allotted
1.	Navin Kumar Agarwal	1,16,29,558
2.	Upma Agrawal	7,51,070
3.	Gandhi Hiralal L Monshi	6,32,358
4.	Pooja Dharmesh Gala	5,26,965
5.	Hitesh Natwarlal Kawa	4,21,572
6.	Sapna Devang Shah	4,21,572
7.	Devansh Jitendra Khandol	4,21,572
8.	Bhavna Khandol	4,21,572
9.	V.N. Dyres & Processors Private Limited	3,18,155
10.	Nimesh Sahadeo Singh	2,10,786
11.	Vaishali Haresh Mehta	2,10,786
12.	Navin K Agarwal (HUF)	1,90,000
13.	Komal Kumar Khona	72,504
14.	Tanya Agarwal	950
15.	Prakhar Navin Agarwal	950
<b>Total</b>		<b>1,62,30,370</b>

(b) *Preference share capital*

As on date of this Draft Red Herring Prospectus, our Company does not have preference share capital.

**2. Equity shares issued for consideration other than cash, bonus issue or out of revaluation reserves:**

As on the date of this Draft Red Herring Prospectus, our Company has not issued any equity shares out of revaluation reserves since its incorporation.

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash or bonus

issue at any time since incorporation:

Date of Allotment	Name of the Allottees	Equity Shares Allotted	Shares held	Face Value (₹)	Issue Price (₹)	Reasons for allotment
March 31, 2015	Ambalika Viniyog Limited	10,000	10,000	100	315	Conversion of Unsecured Loan of into equity
	Monitor Vincom Private Limited	81,873	81,873			
March 31, 2017	Upma Agrawal	5,906	7,906	100	365	Conversion of Unsecured Loan of into equity
	Navin Kumar Agarwal	5,906	26,906			
	Sachin Agarwal	5,906	6,906			
	Samta Agarwal	5,906	5,906			
April 27, 2024	Upma Agrawal	7,51,070	8,30,130	10	NA	Bonus Issue
	Navin K Agarwal (HUF)	1,90,000	2,10,000			
	V.N. Dyres & Processors Private Limited	3,18,155	3,51,645			
	Tanya Agarwal	950	1,050			
	Prakhar Navin Agarwal	950	1,050			
	Nimesh Sahadeo Singh	2,10,786	2,32,974			
	Hitesh Natwarlal Kawa	4,21,572	4,21,572			
	Gandhi Hiralal L Monshi	6,32,358	6,98,922			
	Sapna Devang Shah	4,21,572	4,65,948			
	Vaishali Haresh Mehta	2,10,786	2,32,974			
	Devansh Jitendra Khandol	4,21,572	4,65,948			
	Bhavna Khandol	4,21,572	4,65,948			
	Komal Kumar Khona	72,504	80,136			
	Pooja Dharmesh Gala	5,26,965	5,82,435			

- Our Company has not issued or allotted any equity shares or preference shares pursuant to schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable.
- Our Company has not issued any Equity Shares or preference shares at a price that may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment
September 23, 1996	39,800	10	100	Cash	Preferential Allotment
March 22, 2004	10,000	10	100	Cash	Preferential Allotment
April 27, 2024	1,62,30,370	10	10	Cash	Preferential Allotment

- Our Company has not issued Equity Shares pursuant to employee stock option schemes.
- Our Company has not revalued its assets since inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.

7. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
8. Our Company has Sixteen Shareholders, as on the date of this Draft Red Herring Prospectus.
9. We hereby confirm that none of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
10. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.
11. The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

Sr. No.	Particular	Yes/ No	Promoters and Promoter Group	Public Shareholder	Non-Promoter – Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in? *	No	No	No	No
6.	Whether any shares held by promoter are pledge or otherwise encumbered?	No	No	Yes	No
7.	Whether Company has equity shares with differential voting rights?	No	No	No	No

\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of BSE. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Draft Red Herring Prospectus:

**Summary of Shareholding Pattern:**

Sr. No.	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total shares (calculate as per SCRR, 1957) As a % of (A+B+C)	Number of Voting Rights held in each class of securities <sup>1</sup>				No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares <sup>3</sup>		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form <sup>4</sup>
								Class Equity Shares of ₹ 10/- each <sup>2</sup>	Class S Y	Total	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoter & Promoter Group	6	1,36,57,835	-	-	1,36,57,835	76.14%	-	-	1,36,57,835	76.14%	-	-	-	-	-	-	1,36,57,835
(B)	Public	10	42,80,995	-	-	42,80,995	23.86%	-	-	42,80,995	23.86%	-	-	-	-	-	-	42,80,995
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>16</b>	<b>1,79,38,830.00</b>	<b>-</b>	<b>-</b>	<b>1,79,38,830.00</b>	<b>100.00%</b>	<b>-</b>	<b>1,79,38,830.00</b>	<b>100.00%</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,79,38,830.00</b>

## 12. List of our major shareholders:

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Navin Kumar Agarwal	1,26,15,505	70.33
2.	Upma Agrawal	8,30,130	4.63
3.	Hiralal Monshi Gandhi	6,98,922	3.90
4.	Padamsee Desai Gala	5,82,435	3.25
5.	Sadashiv Kanyana Shetty	4,71,091	2.63
6.	Hitesh Natwarlal Kawa	4,65,948	2.60
7.	Bhavna Jitendra Khandol	4,65,948	2.60
8.	Sapna Devang Shah	4,65,948	2.60
9.	Devansh Jitendra Khandol	4,65,948	2.60
10.	V N Dyers Processors Private Limited	3,51,645	1.96
11.	Vaishali Haresh Maheta	2,32,974	1.30
12.	Navin K Agarwal (HUF)	2,10,000	1.17
	<b>Total</b>	<b>1,78,56,494</b>	<b>99.54</b>

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Navin Kumar Agarwal	1,26,15,505	70.33
2.	Upma Agrawal	8,30,130	4.63
3.	Hiralal Monshi Gandhi	6,98,922	3.90
4.	Padamsee Desai Gala	5,82,435	3.25
5.	Sadashiv Kanyana Shetty	4,71,091	2.63
6.	Hitesh Natwarlal Kawa	4,65,948	2.60
7.	Bhavna Jitendra Khandol	4,65,948	2.60
8.	Sapna Devang Shah	4,65,948	2.60
9.	Devansh Jitendra Khandol	4,65,948	2.60
10.	V N Dyers Processors Private Limited	3,51,645	1.96
11.	Vaishali Haresh Maheta	2,32,974	1.30
12.	Navin K Agarwal (HUF)	2,10,000	1.17
	<b>Total</b>	<b>1,78,56,494</b>	<b>99.54</b>

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the then existing share capital
1.	Navin Kumar Agarwal	11,48,795	67.24
2.	Sachin Kumar Agarwal	4,27,115	25.00
3.	Upma Agrawal	79,060	4.63
4.	V N Dyers and Processors Limited	33,490	1.96
5.	Navin K Agarwal (HUF)	20,000	1.17
	<b>Total</b>	<b>17,08,460</b>	<b>100.00</b>

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

Sr. No.	Name of the Person	No. of Shares Allotted	% of the existing share capital
1.	Navin Kumar Agarwal	7,38,430	43.22
2.	Upma Agrawal	79,060	4.63

Sr. No.	Name of the Person	No. of Shares Allotted	% of the existing share capital
3.	Sunil Agarwal	2,50,000	14.63
4.	Sachin Agarwal	5,28,420	30.93
5.	Navin K Agarwal (HUF)	20,000	1.17
6.	Samta Agarwal	59,060	3.46
7.	M/s V.N Dyers and Processors Private Limited	33,490	1.96
	<b>Total</b>	<b>17,08,460.00</b>	<b>100.00</b>

### 13. Details of Shareholding of our Promoters in our Company:

As on the date of this Draft Red Herring Prospectus, our Promoters hold 1,34,45,635 Equity Shares, equivalent to 74.96% of the issued, subscribed and paid-up equity share capital of our Company.

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹.)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
<b>Navin Kumar Agarwal</b>							
March 31, 2010	Share Transfer from Upma Agrawal	20,000	100	100	Cash	0.11	[●]
September 01, 2014	Right Issue	1,000	100	100	Cash	0.01	[●]
March 31, 2017	Conversion of Unsecured	5,906	100	365	Other than cash	0.03	[●]
March 30, 2021	Transferred from Monitor Vincom Pvt Ltd	40,937	100	481.33	Cash	0.22	[●]
March 30, 2021	Transferred from Ambalika Viniyog Ltd	5,000	100	483.33	Cash	0.03	[●]
<i>Pursuant to resolutions passed by our Board at their meeting held on October 04, 2021, and the Shareholders at their EGM held on October 30, 2021, our Company has sub-divided 72843 equity shares of face value of ₹100 each to 728430 Equity Shares of face value of ₹10 each.</i>							
March 31, 2022	Transmission from Pramod Agarwal	10,000	10	NA	NA	0.05	[●]
July 15, 2023	Transfer from Sunil Agarwal	2,50,000	10	125	Cash	1.39	[●]
July 15, 2023	Transfer from Sachin Agarwal	1,01,305	10	125	Cash	0.56	[●]
July 15, 2023	Transfer from Samta Agarwal	59,060	10	125	Cash	0.33	[●]
September 14, 2023	Share Transfer to Komal kumar Khona	(8,000)	10	215	Cash	0.04	[●]
September 14, 2023	Share Transfer to Devansh Jitendra Khandol	(46,511)	10	215	Cash	0.26	[●]
September 14, 2023	Share Transfer to Vaishali	(23,255)	10	215	Cash	0.13	[●]



Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹.)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
	Haresh Mehta						
September 14, 2023	Share Transfer to Sapna Devang Shah	(46,511)	10	215	Cash	0.26	[●]
September 14, 2023	Share Transfer to Gandhi Hiralal Monshi	(69,767)	10	215	Cash	0.39	[●]
September 14, 2023	Share Transfer to Hitesh Natvarlal Kawa	(46,511)	10	215	Cash	0.26	[●]
September 14, 2023	Share Transfer to Nimesh Sahdeo	(23,255)	10	215	Cash	0.13	[●]
September 14, 2023	Share Transfer to Hasmukh Mafat lal Gandhi	(23,255)	10	215	Cash	0.13	[●]
October 3, 2023	Transfer From Sachin Kumar Agarwal	4,27,115	10	125	Cash	2.45	[●]
December 12, 2023	Transfer From Hasmukh Mafatlal Agarwal	23,255	10	215	Cash	0.13	[●]
December 12, 2023	Transfer From Nimesh Sahadeo Singh	23,255	10	215	Cash	0.13	[●]
December 12, 2023	Transfer From Hitesh Natwarlal kawa	46,511	10	215	Cash	0.26	[●]
December 12, 2023	Transfer From Gandhi Hiralal L Monshi	69,767	10	215	Cash	0.39	[●]
December 12, 2023	Transfer From Sapna Devang Shah	46,511	10	215	Cash	0.26	[●]
December 22, 2023	Transfer From Devansh Jitendra Khandol	46,511	10	215	Cash	0.26	[●]
January 18, 2024	Transfer From Komal Kumar Shantilal Khona	8,000	10	215	Cash	0.04	[●]
January 18, 2024	Transfer From Vaishali Haresh Mehta	23,255	10	215	Cash	0.13	[●]
January 12, 2024	Transferred to Tanya Agarwal by way of Gift	(100)	10	NA	Other than Cash	Negligible	[●]
January 12, 2024	Transferred to Prakhar Navin Agarwal by	(100)	10	NA	Other than Cash	Negligible	[●]

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹.)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
	way of Gift						
April 17, 2024	Transferred to Nimesh Sahadeo Singh	(22,188)	10	225.35	Cash	0.12	[●]
April 17, 2024	Transferred to Devansh Jitendra Khandol	(44,376)	10	225.35	Cash	0.25	[●]
April 17, 2024	Transferred to Sapna Devang shah	(44,376)	10	225.35	Cash	0.25	[●]
April 17, 2024	Transferred to Hitesh Natwarlal kawa	(44,376)	10	225.35	Cash	0.25	[●]
April 17, 2024	Transferred to Gandhi Hiralal Monshi	(66,564)	10	225.35	Cash	0.37	[●]
April 17, 2024	Transferred to Komal Kumar Khona	(7,632)	10	225.35	Cash	0.04	[●]
April 17, 2024	Transferred to Bhavna Khandol	(44,376)	10	225.35	Cash	0.25	[●]
April 17, 2024	Transferred to Vaishali Haresh Mehta	(22,188)	10	225.35	Cash	0.12	[●]
April 17, 2024	Pooja Dharmesh Gada	(55,470)	10	225.35	Cash	0.31	
April 27 2024	Bonus Issue 2:19	1,16,29,558	10	NA	Other than Cash	64.83	[●]
May 13, 2024	Transferred to Asha Agarwal	(100)	10	NA	Cash	Negligible	[●]
May 29, 2024	Transferred to Hasmukh Mafatlal Agarwal	(2,38,117)	10	21.46	Cash	1.32	[●]
<b>Total</b>		<b>1,26,15,505</b>				<b>70.33</b>	
<b>Upma Agrawal</b>							
April 22, 2002	Transfer From Rajeev Shoorewala	2,000	100	100	Cash	0.01	[●]
March 31, 2003	Transfer from Nandini Jaiswal	8,500	100	100	Cash	0.05	[●]
March 31, 2003	Transfer from Jagdamba prasad	1,500	100	100	Cash	0.01	[●]
March 22, 2004	Preferential Allotment	3,000	100	100	Cash	0.02	[●]
March 31, 2005	Transfer from Gunjan	7,000	100	100	Cash	0.04	[●]

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹.)	Issue/ Transfer price per Equity Share (in ₹.)	Consideration (cash/ other than cash)	Percentage of the pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital (%)
March 31, 2010	Transfer to Navin Agarwal	(20,000)	100	100	Cash	0.11	[●]
March 31, 2017	Conversion of Unsecured	5,906	100	365	Other than cash	0.03	[●]
<i>Pursuant to resolutions passed by our Board at their meeting held on October 04, 2021 and the Shareholders at their EGM held on October 30, 2021, our Company has sub-divided 7906 equity shares of face value of ₹100 each to 79060 Equity Shares of face value of ₹10 each.</i>							
October 30, 2021	Subdivision of existing shares in Shares of 10 each.	79,060	10	10	NA	0.43	[●]
April 27, 2024	Bonus Issue 2:19	7,51,070	10	NA	Other than cash	4.19	[●]
<b>Total</b>		<b>8,30,130</b>				<b>4.62</b>	

**14. Details of the Pre and Post Offer Shareholding of our Promoter and Promoter Group is as below:**

Particulars	Pre-Offer		Post-Offer	
	Number of Equity Shares	Percentage (%) holding	Number of Equity Shares	Percentage (%) holding
<b>Promoters</b>				
Navin Kumar Agarwal	1,26,15,505	70.33%		[●]
Upma Agrawal	8,30,130	4.62%		[●]
<b>Total (A)</b>	<b>1,34,45,635</b>	<b>74.95%</b>		<b>[●]</b>
<b>Promoter Group</b>				
Tanya Agarwal	1050	0.01%		[●]
Prakhar Navin Agarwal	1050	0.01%		
Asha Agarwal	100	0.00%		
Navin K Agarwal (HUF)	2,10,000	1.17%		
<b>Total (B)</b>	<b>2,12,200</b>	<b>1.19%</b>		<b>[●]</b>
<b>Total (A+B)</b>	<b>1,36,57,385</b>	<b>76.14%</b>		

**15.** None of our shareholders belonging to Promoters and Promoter Group, Directors and their relatives have purchased or sold the Equity Shares of our Company during the past six months immediately preceding the date of filing the Draft Red Herring Prospectus.

**16.** There are no financing arrangements wherein the Promoters, 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 during the period of six (6) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

**17. Promoter’s Contribution and other Lock-in details**

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20.00% of the fully diluted post- Offer capital of our Company held by the Promoters shall be locked in for a period of three years from the date of Allotment (“**Minimum Promoters’ Contribution**”), and the Promoters’ shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoters' Contribution:

Number of Equity Shares locked-in <sup>*(1)(2)(3)</sup>	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Offer / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Offer paid-up capital	Period of lock-in
/●/							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>TOTAL</b>	[●]					[●]	
/●/							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>TOTAL</b>	[●]					[●]	

\* Subject to finalisation of Basis of Allotment.

<sup>(1)</sup> For a period of three years from the date of allotment.

<sup>(2)</sup> All Equity Shares have been fully paid-up at the time of allotment.

<sup>(3)</sup> All Equity Shares held by our Promoters are in dematerialized form.

For details on the build-up of the Equity Share capital held by our Promoters, see **“Shareholding of our Promoters”** on page 62.

The Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters' contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters' Contribution subject to lock-in.

Our Company has not been formed by the conversion of an LLP/ partnership firm into a company in the past one year. All the Equity Shares held by the Promoters and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters' Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters 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.

Other than the Equity Shares locked-in as Promoters' Contribution for a period of three years as stated in the table above, the entire pre-Offer capital of our Company, including the excess of minimum Promoters' Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in for a period of one 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.

***Other requirements in respect of 'lock-in'***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters

/ members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non- banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked- in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

**18. Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked- in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

**19. The average cost of acquisition of or subscription of shares by our promoters are set forth in the table below:**

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (₹ Per share) *
1.	Navin Kumar Agarwal	1,26,15,505.00	3.72
2.	Upma Agrawal	8,30,130.00	2.84

*\*As certified by M/s. HCO & Co, Chartered Accountants, Peer Review Auditor by way of their certificate dated December 20, 2024.*

- 20.** Our Company, our Directors and the Book Running Lead Manager have not entered into any buy back arrangements for the purchase of Equity Shares being offered through the Draft Red Herring Prospectus from any person.
- 21.** All the Equity Shares of our Company are fully paid up as on the date of the Draft Red Herring Prospectus.
- 22.** Further, since the entire offer price in respect of the Offer is payable on application, all the successful applicants will be issued fully paid-up equity shares only.
- 23.** No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
- 24.** None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “*Our Management*” beginning on page 153 of this Draft Red Herring Prospectus.
- 25.** The Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in

commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

26. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled “*Offer Procedure*” beginning on page 292 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
27. An over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Offer, as a result of which, the post Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to locking shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
28. Subject to valid applications being received at or above the Offer Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
29. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
30. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
31. 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.
32. Our Promoters and Promoter Group will not participate in the Offer.
33. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

## OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue up to 56,00,000 Equity Shares of face value ₹ 10 each, aggregating up to ₹ [●] Lakhs by our Company and an Offer for Sale of upto 13,98,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] lakhs by the Selling Shareholder. For details, see “Summary of the Offer Document” and “The Offer” on pages 25 and 54, respectively

### Offer for Sale

The object of the Offer for Sale is to allow the Selling Shareholder to sell up to 13,98,000 Equity Shares of face value of ₹ 10 each held by them aggregating up to ₹ [●] lakhs. Set forth hereunder are the details of the number of Equity Shares offered by the Selling Shareholder in the Offer:

Sr No	Name of the Selling Shareholder	Pre-Offer Equity Shares of face value of ₹ 10 each held	Maximum number of Equity Shares of face value of ₹ 10 each to be offered in the Offer
1	Navin Kumar Agarwal	1,26,15,505	Up to 13,98,000 Equity Shares

Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholder will be entitled to their respective portion of the proceeds of the Offer for Sale, net of their respective proportion of the Offer-related expenses and the relevant taxes thereon

### Fresh Issue

The details of the proceeds from the Fresh Issue are provided in the following table:

Particulars	Estimated Amount (₹ in lakhs) <sup>(2)</sup>
Gross proceeds from the Fresh Issue <sup>(1)</sup>	[●]
Less: Offer related expenses to be borne by our Company <sup>(2)(3)</sup>	[●]
<b>Net Proceeds from the Fresh Issue (Net Proceeds) <sup>(3)</sup></b>	<b>[●]</b>

(1) Subject to full subscription of the Fresh Issue component.

(2) For details, please see “Offer related expenses”

(3) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC

### Requirements of funds and utilization of Net Proceeds

The Net Proceeds of the Fresh Issue are proposed to be utilised in the following manner:

1. Funding capital expenditure requirements towards purchase of machinery, equipments and infrastructure enhancement in our existing manufacturing facility;
2. Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company; and
3. General Corporate Purposes

(Collectively, referred to herein as the “Objects”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the SME Platform of BSE Limited (“BSE SME”) including the enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enable our Company to undertake our existing business activities and to undertake the activities for which the funds are being raised through this Issue.

### Net Proceeds

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount
1.	Funding capital expenditure requirements towards purchase of machinery, equipments and infrastructure enhancement in our existing manufacturing facility	992.01
2.	Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	570.59
3.	General corporate purposes <sup>(1)(2)</sup>	[•]
	Total	[•]

<sup>(1)</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

<sup>(2)</sup>The amount to be utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds of the Issue.

### Schedule of implementation and Means of Finance

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Total estimated cost	Amount which will be financed from Net Proceeds <sup>(1)</sup>	Estimated Utilisation of Net Proceeds
				Financial Year 2025-26
1.	Funding capital expenditure requirements towards purchase of machinery, equipments and infrastructure enhancement in our existing manufacturing facilities <sup>(1)(2)</sup>	992.01	992.01	992.01
2.	Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	570.59	570.59	570.59
	General corporate purposes*	[•]	[•]	[•]
<b>Total</b>		[•]	[•]	[•]

<sup>(1)</sup> Total estimated cost as per Chartered Engineer certificates dated December 10, 2024, issued by Abhay Kumar, Independent Chartered Engineer

<sup>(2)</sup> As certified by HCO & Co., Chartered Accountants, our Statutory Auditors, by way of their certificate dated December 20, 2024.

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

The fund requirements, deployment of funds, and intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, valid vendor quotations, market conditions, and other external commercial and technical factors. However, these fund requirements and deployment plans have not been appraised by any bank, financial institution, or independent agency. For further details, see “Risk Factors - Risk Factor 35 – Objects of the Fresh Issue for which the funds are being raised have not been appraised by any bank or financial institution or BRLM and any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders’ approval.” on page 45. We may need to revise our funding requirements and deployment due to various factors such as our financial and market conditions, business and growth strategies, ability to identify and implement inorganic growth initiatives (including investments and acquisitions), competitive landscape, general factors affecting our results of operations, financial condition, access to capital, changing concurrent technology offered by equipment manufacturers and other external factors such as changes in the business environment, regulatory climate, and interest or exchange rate fluctuations. These factors, which may not be within our management’s control, might necessitate rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation, subject to compliance with applicable laws.

Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment



specified above, our Company shall deploy the Net Proceeds in subsequent financial year towards the aforementioned Objects.

Moreover, if the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the aggregate of the gross proceeds of the Issue, in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking debt lenders. In furtherance, that such alternate arrangements would be available to fund any such shortfalls.

All quotations mentioned in this section are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendor would be engaged to eventually supply the equipment at the same costs. We are yet to place orders for certain of the capital expenditure towards purchase of machinery & equipment. Further, for risk arising out of the Objects, see “Risk Factor - Risk Factor 9 – “We have not yet placed orders in relation to some of the capital expenditure to be incurred for the purchase of equipment / machinery and infrastructure enhancement. In the event of any delay in placing the orders, or in the event the vendors are not able to provide the equipment / machinery or other materials in a timely manner, or at all, may result in time and cost overruns and our business, prospects and results of operations may be adversely affected.” on page 35 of this Draft Red Herring Prospectus.

There can be no assurance that we would be able to procure equipment at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor’s estimates and actual costs for the services may differ from the current estimates. The quotations mentioned above do not include cost of freight, insurance, goods and services tax (wherever applicable) and other applicable taxes as these can be determined only at the time of placing of orders. Such additional costs shall be funded from the Net Proceeds allocated towards general corporate purposes or through contingencies, if required. In case of increase in the estimated costs, such additional costs shall be incurred from our internal accruals.

#### **Details of the Object of the Fresh Issue**

##### ***1. Funding capital expenditure requirements towards purchase of machinery, equipments and infrastructure enhancement in our existing manufacturing facilities***

Our company i.e. Crazy Snacks Limited is a fast-moving consumer goods (FMCG) company based out of India, primarily engaged in the production and distribution of a wide variety of bakery products to meet the everyday needs of Indian consumers. Our diverse product portfolio includes a range of bakery products, such as bread, rusk, buns, as well as layered and sliced cakes. These products are crafted to meet different tastes and preferences of our customers, while ensuring consistent quality and freshness.

The manufacturing of our products is centralized at our facilities, located at DL-1 and DL-2, Sector-13, GIDA, Sahjanwa, Gorakhpur, Uttar Pradesh – 273209. These facilities are equipped with traditional production technology, enabling us to maintain high standards of hygiene and efficiency throughout the production process. With an annual production capacity of approximately 20,280 metric tons, our infrastructure is designed to support scalability and meet increasing market demand. By focusing on quality, innovation, and operational excellence, Crazy Snacks Limited is positioning itself as a competitive player in the FMCG sector, aiming to build long-term value for its stakeholders while meeting the evolving preferences of the Indian consumer.

To cater to the growing demand for our bakery products across our expanding distribution network, we plans to acquire semi-automatic and automatic machinery. This strategic investment is aimed at enhancing our production capabilities and improve operational efficiency, thereby enabling us to meet the increasing consumer demand for our key products such as bread, buns, and rusks as well as cakes, particularly within our primary operational states i.e Uttar Pradesh and Bihar. The proposed machinery acquisition aligns with our commitment to modernizing our manufacturing processes by replacing existing labor-intensive equipment with advanced technology. This transition will not only streamline production but also strengthen our capacity to innovate and develop new products and technologies to cater to evolving consumer preferences.

Below is our state wise distributors network for previous three financial years:

Crazy Snacks Ltd				
Sr No.	Name of State	No of Distributors		
		For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022
1	Uttar Pradesh	738	647	582
2	Bihar	86	88	74
3	West Bengal	15	21	16
4	Jharkhand	3	4	3
5	Odisha	3	4	4
6	Assam	2	2	2
7	Delhi	2	3	1
8	Chhattisgarh	1	1	1
9	Madhya Pradesh	1	1	0
10	Uttarakhand	1	0	0
11	Haryana	0	2	2
12	Punjab	0	1	1
13	Maharashtra	0	1	0
14	Rajasthan	1	1	2
	<b>Total</b>	<b>853</b>	<b>776</b>	<b>688</b>

As part of this initiative, we propose to allocate ₹ 626.56 lakhs from the Net Proceeds towards the procurement of equipment, including kneader machines, ovens, dough mixers, bowl machines, trolleys, tables, baking pans, and other essential tools required for the production process. These investments are expected to significantly enhance the efficiency, scalability, and quality of our manufacturing operations, thereby strengthening our competitive position in the market. This planned modernization is a critical step in our growth strategy, reflecting our vision to remain agile, competitive, and aligned with industry best practices. It highlights our dedication to achieving long-term operational excellence and delivering sustained value to all our stakeholders. This acquisition will help to create an additional capacity of approximately 7,200 metric tons for coming years. By investing in these upgrades, we aim to:

- Increase production capacity to meet higher demand effectively.
- Reduce lead times by delivering products to distributors more quickly and efficiently.
- Enhance customer satisfaction by ensuring timely delivery and improved product availability.
- Strengthen our brand reputation and attract additional distributors and customers.

In addition to the acquisition of advanced machinery, Crazy Snacks Limited proposes to allocate ₹ 253.33 lakhs towards comprehensive infrastructure enhancements. These enhancements will include civil and construction work aimed at creating an additional space of approximately 25,000 square feet within our existing production facility. This infrastructure development will involve the expansion within premises which is essential for integrating the newly acquired semi-automatic and automatic machinery seamlessly into our operations. The expanded space will not only accommodate the new equipment but also optimize workflow, reduce material handling times, and ensure the smooth scaling of our manufacturing activities as well as provide additional space for storage. This initiative will strengthen our ability to meet the rising demand for our products while maintaining high-quality standards. Furthermore, this enhanced infrastructure will provide flexibility for future scalability, ensuring our facility is well-prepared to adapt to evolving business needs.

Recognizing the importance of an efficient supply chain, we also plan to invest in fuel-efficient delivery vehicles of ₹ 112.12 lakhs. This strategic investment will enable us to extend our distribution network and reach previously underserved areas within our network. By doing so, we aim to enhance our market penetration and improve accessibility to our customers.

This comprehensive strategy, encompassing machinery upgrades, infrastructure development, and logistics enhancements, highlights our commitment to growth, innovation, and customer satisfaction. By adopting these measures, we are confident in our ability to meet the evolving needs of our customers and maintain our competitive edge in the bakery industry.

On an ongoing basis, we invest in the procurement of machinery & equipment, which is utilized by us in carrying out our business, based on our daily demands and the future requirements estimated by our management and we will continue to expand our operational capabilities at our existing manufacturing facilities. We believe such capital expenditure will enable us to operate effectively and efficiently, leading to cost reduction, increased operating efficiency, faster turn-around time for customer orders and meet our increasing business requirements in accordance with our expansion strategy.

Below are the details of expenditures to be incurred towards purchase of machinery & equipment and infrastructure enhancements:

Sr No	Particulars	Price Per Unit (In ₹ lakhs)	Quantity	Total Amount (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
1	Sifter with Auto Cut System	5.75	1.00	5.75	5.75	Bakewell Machines, November 21,2024, BWQ/24-25/108.2, May 23, 2025.
	Water Chilling Plant 10TR	7.75	1.00	7.75	7.75	
	Dough Bowl Hoist	3.25	1.00	3.25	3.25	
	Bread Depanner Suction Type with Loaf Releasing System	10.00	1.00	10.00	10.00	
2	Dough Bowl Hoist for 50kg Bowl	3.25	1.00	3.25	3.25	Bakewell Machines, November 21,2024, BWQ/24-25/063.1, May 23, 2025.
3	High Speed Bread Slicer	10.00	1.00	10.00	10.00	Shiv Food Engineering, November 29,2024, SFE-02, May 31, 2025.
	Trolleys	0.50	40.00	20.00	20.00	
4	Hewer H-150 Spiral Kneader	6.25	4.00	25.00	25.00	Arun Rega Bakery Machines Pvt Ltd, November 29,2024, ARBM/QUOT/AV/381/24-25, May 31, 2025.
	Gas Operated Rotary Oven	14.82	4.00	59.28	59.28	
5	Analog Gas Rotary Rack Oven B-2200	14.90	4	59.60	59.60	C S Aerothem Pvt Ltd, November 29,2024, CSAPL-QU-33245, May 31,2025.
	Fixed Bowl Spiral Mixer CSM-100	5.50	2	11.00	11.00	
6	Spiral Dough Mixer	40.00	2.00	80.00	80.00	Sanskriti Food Equipments EXIM Pvt Ltd, November 29,2024, SFEEPL-2911, May 31, 2025.
	Four Trolley Rotary Oven	20.00	5.00	100.00	100.00	
7	Working Tables	0.50	10.00	5.00	5.00	Sushant Steel Traders, November 29,2024, SST-029, May 31,2025.
	Sancha	0.00625	800.00	5.00	5.00	
8	DSH Heat Exchanger	35.00	1.00	35.00	35.00	Manglam Gasifier Company, November 21,2024, MGC/10/24-25, May 23, 2024.
9	Servo Drive Based Bread Loaf - Shifer for Feeding Conveyor	12.50	1.00	12.50	12.50	J P Engineering Works, November 28,2024, JPE/2024-2025/0103, May 30, 2025.
	Feeding Conveyor for Tunel Oven	5.00	1.00	5.00	5.00	
	12ft Long Conveyor for Bread Loaf Shifer	2.10	1.00	2.10	2.10	
	High Speed Bread Slicer Machines	4.25	1.00	4.25	4.25	
	Bread Slicer Frame Set Extra	0.30	1.00	0.30	0.30	

Sr No	Particulars	Price Per Unit (In ₹ lakhs)	Quantity	Total Amount (₹ in lakhs)	Amount to be funded from Net Proceeds (₹ in lakhs)	Vendor, Date, Reference Number and Validity
10	Packaging Machines:- P200 Prime	52.50	1.00	52.50	52.50	Pace Packaging Machines Pvt Ltd, November 23, 2024, 2425065/R.04, May 25, 2025.
	Packaging Machines:- ADW-B-0314S	40.95	1.00	40.95	40.95	
11	Rusk Baking Moulds	0.0045	5000.00	22.50	22.50	National Tin Works, December 02, 2024, 121, June 03, 2025
12	Rusk Baking Trays	0.0019	5000.00	9.50	9.50	
13	Automatic Rusk Packing Machine with Auto Feeder Along with Servo Motor for cut off length controlled with P.L.C.	24.58	1.00	24.58	24.58	Ashirwad Technology, November 21, 2024, AT/24-25/47, May 23,2025
14	Horizontal flow wrap packing machine with servo motor for cut of length. controlled with programable logic controller (plc) packing	12.50	1.00	12.50	12.50	Ashirwad Technology, November 21, 2024, AT/24-25/96, May 23,2025
15	Infrastructure enhancement and development work	516.45		516.45	253.33	M/s Jeet Associates, November 1 2024,IA/2024-2025/017,October 30,2025
	<b>Total</b>			<b>1,143.01</b>	<b>879.89</b>	

Further we intend to utilize an amount of ₹ 112.12 lakhs out of net proceeds towards purchase of goods transportation vehicles. We are yet to place orders for the purchase of these goods transportation, however the detailed break-down of their estimated costs is as set forth below:

A. Description of vehicle:

Sr no	Type of Vehicle	Description	
1	Maruti Suzuki Super Carry CNG	Capacity For Payload: Engine Capacity:	625 kgs 1197 cc
2	Eicher Pro 2059 CNG	Capacity For Payload: Engine Capacity:	7 tonnes 3298 cc

B. Cost of vehicle:

Sr No	Supplier	Date of Quotation, Reference number	Validity	Type of Vehicle	Quantity	Price Per Unit (In ₹ lakhs)	Total Price (In ₹ lakhs)
1	Arbit Automobiles Pvt Ltd	November 22, 2024; 1859	May 31,2024	Maruti Suzuki Super Carry CNG	10.00	6.00	60.00
2	R K Laxmi General Saled Ltd	November 21, 2024; 3820	May 30,2024	Eicher Pro 2059 CNG	3.00	17.37	52.12
<b>Total</b>							<b>112.12</b>

We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier /dealer may vary. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machinery or vendor or addition/deletion of any machinery) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue. We are not acquiring any second-hand machinery. The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost. Further, cost can be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals. All amounts mentioned above are exclusive of applicable taxes.

### Proposed increase in capacity

Below table showcase our existing capacity as well as proposed production capacity. The same has been certified by *Abhay Kumar, Independent Chartered Engineer* pursuant to its certificate dated *December 10, 2024*.

Particulars	25-26	23-24	22-23	21-22
	(Proposed)	(Existing)	(Existing)	(Existing)
<b>Bread</b>				
Proposed/Installed Capacity(In metric tons)	9,900	7,500	7,500	7,500
Production(In metric tons)		7,234	6,249	6,272
Utilization(in %)		96.45	83.32	83.63
<b>Buns</b>				
Proposed/Installed Capacity(In metric tons)	5,400	3,000	3,000	3,000
Production(In metric tons)		2,833	2,284	1,957
Utilization(in %)		94.42	76.13	65.23
<b>Cake</b>				
Proposed/Installed Capacity(In metric tons)	480	480	480	480
Production(In metric tons)		50	104	235
Utilization(in %)		10.33	21.65	48.85
<b>Cookies</b>				
Proposed/Installed Capacity(In metric tons)	300	300	300	300
Production(In metric tons)		120	178	145
Utilization(in %)		39.97	59.30	48.21
<b>Rusk</b>				
Proposed/Installed Capacity(In metric tons)	11,400	9,000	9,000	9,000
Production(In metric tons)		7,490	4,531	5,177
Utilization(in %)		83.22	50.35	57.52

## 2. Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, *inter alia*, unsecured loans, credit facility and term loans. For disclosure of our Company's secured and unsecured borrowings as on November 30, 2024, please refer to chapter titled "Financial Indebtedness" beginning on page 249.

As at November 30, 2024, our term loans aggregated to ₹ 570.59 lakhs which pertains to Crazy Snacks Limited. Our Company proposes to utilise an estimated amount up to ₹ 570.59 lakhs from the Net Proceeds towards full or partial repayment or pre-payment of such outstanding borrowings availed by our Company. In the event the Net Proceeds are insufficient for payment of pre-payment penalty or accrued interest, as applicable, such payment shall be made from the internal accruals of our Company. We may choose to repay and/or pre-pay certain borrowings availed by us, other than those identified in the table below, which may include additional borrowings we may avail after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing the Red Herring Prospectus or Prospectus with the RoC, the details in this chapter shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular Fiscal may be repaid/ pre-paid in part or full by our Company in the subsequent Fiscal.

However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of certain borrowings, would not exceed ₹ 570.59 Lakhs. In light of the above, at the time of filing the Prospectus, the table below shall be suitably updated to reflect the revised amounts or additional loans, as the case may be.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our internal accruals for further investment in the growth and expansion of our business. Such reduction of our outstanding indebtedness will also help us to improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of loans and facilities as at November 30, 2024, which are proposed to be pre-paid or partly or fully repaid by our Company from the Net Proceeds:

(₹ in lakhs)										
S. No.	Name of the entity	Details of loans availed	Amount Sanctioned	Date of Sanction	Outstanding loans as on November 30, 2024 (in Rs. Lakhs)	Net Proceeds proposed to be utilised	Purpose of availing loans	Interest rate (%) P.A	Whether repayable on demand	Prepayment penalties, if any
1.	Punjab National Bank	Term Loan 1st (Plant & Machinery)-020	301.34	April 30, 2024	102.57	102.57	Capital Expenditure	RLLR+ BSP-0.55%w hich is presentl y 8.70% p.a.	28 Months	No prepayment charges.
2		Term Loan 2nd (Plant & Machinery)-57	370.00		316.74	316.74	Capital Expenditure		71 months	
3		Pnb OTL 101	70.50		64.19	64.19	Capital Expenditure		60 months	

S. No.	Name of the entity	Details of loans availed	Amount Sanctioned	Date of Sanction	Outstanding loans as on November 30, 2024 (in Rs. Lakhs)	Net Proceeds proposed to be utilised	Purpose of availing loans	Interest rate (%) P.A	Whether repayable on demand	Prepayment penalties, if any
4		Pnb OTL 110	54.87		35.46	35.46	Capital Expenditure		60 months	
5		Pnb OTL 129	33.63		17.19	17.19	Capital Expenditure		60 months	
6		Pnb OTL 138	40.99		34.44	34.44	Capital Expenditure		60 months	
<b>Total</b>			<b>871.33</b>		<b>570.59</b>	<b>570.59</b>				

#### Important terms of the loans

1- Lease Hold right of Plot No. DL-1, situated at Sector-13 GIDA, Village Judiyan, Pargana Hasanpur, Maghar, Tehsil -Sahjanwa, District - Gorakhpur from lessor Gorakhpur industrial development authority(GIDA) for 90 Years wef : 07.03.2008, Area-9603 Sqr. Mtr., Reg. Agreement Dated 11.12.2008, SI No.2665, Zild No.1064, Bahi No.1, Page No.79/64 at office of sub registrar, Sahjanwa, Gorakhpur. Reg. agreement dated 15.07.2009, SI. No. 1799, Zild No.1155, Bahi No.1, Page No.269/314 at office of Sub registrar Sahjanwa, Gorakhpur. Nort:- 30 Mtr. Wide Road. South:- Plot DL 2 & Other. East:- 20 Mtr. Wide Road, West:- 30 Mtr. Wide Road.

2- Lease Hold right of Plot No. DL-2, situated at Sector-13 GIDA, Village Judiyan, Pargana Hasanpur, Maghar, Tehsil -Sahjanwa, District - Gorakhpur from lessor Gorakhpur industrial development authority(GIDA) for 90 Years wef : 19.02.1996, Area-4800 Sqr. Mtr., Reg. Agreement Dated 17.09.1996, SI No.1396, Zild No.84, Bahi No.1, Page No.427/484 at office of sub registrar, Sahjanwa, Gorakhpur. Nort:-Plot DL -1, South:- GIDA Plot, East:- 20 Mtr. Wide Road, West:-GIDA Plot

*^In accordance with Clause 9(A) (2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated December 20, 2024 from the Statutory Auditors HCO & Co., Chartered Accounts (ICAI Firm Registration No.: 001087C), certifying that the borrowings have been utilized towards the purposes for which such borrowings were availed by us. For further details, see "Financial Indebtedness" on page 249 of this Draft Red Herring Prospectus.*

In case we are unable to raise the Offer Proceeds till the due date for repayment of any of the abovementioned portion of the loans, the funds earmarked for such repayment that is ₹ 570.59 Lakhs from the Net Proceeds may be utilised for payment of future instalments of the above-mentioned loan.

We clarify that the aforementioned loans have been utilized for capital expenditure by our Company.

In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Issue, we may utilize Net Proceeds towards prepayment and/or repayment of such additional indebtedness availed by us, details of which shall be provided in the Red Herring Prospectus.

No portion of the Net Proceeds, that will be utilised for repayment / prepayment, in full or part, of certain borrowings availed by our Company, will be directly or indirectly routed to our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel or Senior Management.

### 3. General Corporate Purposes

Our Company proposes to deploy the balance proceeds, aggregating to ₹ [●] lakhs, towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 15% of the gross proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our

Company proposes to utilise net proceeds include, business development initiatives, meeting any expense including salaries, rent, administration costs, insurance premiums, repairs and maintenance, payment of taxes and duties, and similar other expenses incurred in the ordinary course of our business or towards any exigencies. The quantum of utilisation of funds towards each of the above purposes will be determined by our board, based on the amount actually available under this head and the business requirements of our Company, from time to time, subject to compliance with applicable law.

In addition to the above, our Company may utilise the net proceeds towards other purposes considered expedient and as approved periodically by our board, subject to compliance with necessary provisions of the Companies Act. Our Company's management shall have flexibility in utilising surplus amounts, if any. Our management will have the discretion to revise our business plan from time to time and consequently our funding requirement and deployment of funds may change. This may also include rescheduling the proposed utilization of net proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of net proceeds in a financial year, we will utilize such unutilized amount in the subsequent financial years.

### Offer Related Expenses

The break-up of the estimated Offer expenses are set forth below:

Estimated Expenses	Estimated expenses <sup>(1)</sup> (in ₹ lacs)	As a % of the total estimated Offer expenses <sup>(1)</sup>	As a % of the total Gross Offer Proceeds <sup>(1)</sup>
Offer relating expenses such as fees to Book Running Lead manager Fixed Fee, Registrar to the Issue, Legal Advisors, Auditors, statutory advertisements and other expenses incurred / to be incurred including promotional expenses.	[●]	[●]	[●]
Underwriting commission, brokerage and selling commission (including Commission/ processing fees for SCSBs, Sponsor Bank, Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(2)(3)</sup> )	[●]	[●]	[●]
Listing fees, Stock Exchange processing/ listing fees, software fees, Depositories' fees, other regulatory expenses and sundry expenses.	[●]	[●]	[●]
<b>Total estimated Offer expenses</b>	[●]	[●]	[●]

\*Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward Offer expenses shall be recouped out of the Offer proceeds.

Notes:

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

1. The fund deployed towards issue expenses is ₹ 5.00 lakhs pursuant to certificate issued by our Statutory Auditor dated December 20, 2024 and the same will be recouped out of Offer expenses.
2. Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be [●]% on the allotment amount on the application wherein shares are allotted.
3. Includes commission/Processing fees of ₹ [●] per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds ₹ [●] lakhs, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed ₹ [●] lakhs.

The Offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

### Interim Use of Funds

The Net Proceeds pending utilisation for the purposes stated in this section, shall be deposited only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds



for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### **Bridge Loan**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

### **Monitoring of Utilisation of Funds**

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 10,000.00 lakhs, appointment of monitoring agency is not applicable.

### **Variation in Objects of the Offer**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Offer unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

### **Appraising Entity**

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

### **Other Confirmations**

Except for the proceeds payable to the Promoter Selling Shareholder pursuant to the Offer for Sale, no part of the Net Proceeds will be paid to our Promoters, Promoter Group, Directors, or our Key Managerial Personnel and Senior Management, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Promoters, Promoter Group, Directors or our Key Management Personnel in relation to the utilisation of the Net Proceeds.

## BASIS OF THE OFFER PRICE

The Price Band will be determined by our Company in consultation with the BRLM. The Offer Price will be determined by our Company, in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered in the offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to “Our Business”, “Risk Factors”, “Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 114, 31, 174 and 241, respectively, of this DRHP to have an informed view before making an investment decision.

### Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are

- Diverse Product Portfolio.
- Inclusive Offerings across all price segments
- Innovative Recipes and Flavours
- Inhouse Packaging and Distribution

For further details, see “Our Business – Strengths” on page 114 of this DRHP.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For details, see “Financial Statements” on page 174. Investors should evaluate our Company and form their decisions taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Offer price are as follows:

#### 1. Basic and Diluted Earnings per Share (EPS), as adjusted for changes in capital.

Year ended	Basic/Diluted EPS (in ₹)	Weight
Fiscal 2024	2.96	3
Fiscal 2023	1.97	2
Fiscal 2022	1.18	1
<b>Weighted Average</b>	<b>2.33</b>	
For period ended June 30, 2024*	0.71	

\*Not annualized

#### Notes:

- a) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e. (EPS x weight) for each year divided by the total of weights.
- b) Basic and diluted EPS are based on the Restated Financial Information.
- c) The face value of each Equity Share is ₹10.
- d) Earnings per Share (₹) = Profit after tax excluding exceptional items attributable to equity shareholders for the year/period divided by the weighted average no. of equity shares. The weighted average number of Equity Shares outstanding during the year.
- e) Basic EPS and diluted EPS calculations are in accordance with Accounting Standard (AS) 20 ‘Earnings per Share’.
- f) The above statement should be read with significant accounting policies and the notes to the Restated Financial Information.

#### 2. Price / Earning (P/E) Ratio in relation to Price band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
a) P/E ratio based on Basic EPS as at March 31, 2024	[●]	[●]
b) P/E ratio based on Diluted EPS as at	[●]	[●]

Particulars	P/E at the lower end of the price band (no. of times) *	P/E at the higher end of the price band (no. of times) *
March 31, 2024		

\* To be updated at Prospectus stage.

### Industry Price / Earning (P/E) Ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	P/E ratio
Industry	
Highest	67.90
Lowest	48.86
Average	<b>58.38</b>

Notes: P/E ratio has been computed based on the closing market price of equity shares on BSE/NSE as on December 2, 2024 divided by the diluted EPS for the year ended March 31, 2024.

### 3. Return on Net Worth (RONW):

Year ended	RoNW (%)	Weight
Fiscal 2024	17.08%	3
Fiscal 2023	13.46%	2
Fiscal 2022	10.85%	1
<b>Weighted Average</b>	<b>14.84%</b>	
For period ended June 30, 2024*	3.96%	

\*Not annualized

Notes:

- RoNW = Net Profit after tax, as restated divided by Net-worth, as restated (Net worth include share capital and reserves and surplus)
- The figures disclosed above are based on the Restated Financial Statements of our Company.

### 4. Net Asset Value (NAV) per Equity Share

Financial Year	Net Asset Value per equity shares
Net Asset Value per Equity Share as of June 30, 2024	18.06
Net Asset Value per Equity Share as of March 31, 2024	17.35
After Completion of the Offer	
- At the Floor Price	[•]
- At the Cap Price	[•]
Offer Price	[•]

Notes:

- Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.

### 5. Comparison with listed industry peer:

Following is the comparison with our peer companies listed in India:

Name Of the Company	For the year ended 2024						NAV per Equity Share (₹)
	Face value (₹)	Revenue from operations	Basic EPS	Diluted EPS	P/E (based on Diluted EPS)	Return on net worth (%)	
		(₹ in lakhs) <sup>(1)</sup>	(₹)	(₹)			
Crazy Snacks Limited	10	12,759.32	2.96	2.96	[•]	17.08%	17.35
<b>Peer Group</b>							

Name Of the Company	For the year ended 2024						
	Face value (₹)	Revenue from operations	Basic EPS	Diluted EPS	P/E (based on Diluted EPS)	Return on net worth (%)	NAV per Equity Share (₹)
		(₹ in lakhs) <sup>(1)</sup>	(₹)	(₹)			
Annapurna Swadisht Ltd	10	26,497.28	7.63	7.63	48.86	11.46%	61.48
Anjani Foods Ltd	10	5,159.07	0.48	0.51	67.90	8.53%	5.15

Source: All the financial information for listed industry peers mentioned above is on Consolidated basis as available sourced from the financial Reports of the peer company uploaded on the NSE/BSE website for the year ended March 31, 2024

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the BSE website on December 2, 2024, divided by the Diluted EPS.
2. Net Profit after tax, as restated divided by Net-worth, as restated (Net worth include share capital and reserves and surplus)
3. NAV is computed as the closing net worth divided by the outstanding weighted average number of equity shares.

Investors should read the above mentioned information along with “Risk Factors”, “Our Business”, Management Discussion and Analysis of Financial Position and Results of Operations” and “Financial Information” on pages 114, 153, 241 and 174, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

## 6. Key financial and operational performance indicators (“KPIs”)

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

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

KPI	Explanations
Revenue from Operations (₹ lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Income	Total Income is used to track the total income generated by the business including other income.
EBITDA (₹ lakhs)	EBITDA provides information regarding the efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the profitability and financial performance of our business.
Profit After Tax (₹ lakhs)	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 our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders’ funds.
Return on Capital Employed	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt to Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company’s financial leverage
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 18, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further,

the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of this DRHP. Further, the KPIs herein have been certified by HCO & Co., by their certificate dated December 20, 2024.

### Financial KPI of our Company

Sr No.	Metric	For the period ended June 30, 2024*	As of and for the Fiscal		
			2024	2023	2022
1	Revenue From operations (₹ in Lakhs)	2,599.01	12,759.32	8,912.52	7,440.71
2	Total Income (₹ in Lakhs)	2,602.57	12,907.54	8,916.78	7,797.12
3	EBITDA (₹ in Lakhs)	376.96	1,428.83	1,083.88	297.04
4	EBITDA Margin (%)	14.50%	11.20%	12.16%	3.99%
5	Profit/(loss) after tax for the year/ period (₹ in Lakhs)	128.29	531.56	355.85	211.39
6	Net profit Ratio/ Margin (%)	4.94%	4.17%	3.99%	2.84%
7	Return on Equity (ROE) (%)	3.96%	17.08%	13.52%	10.85%
8	Interest Coverage Ratio	3.94	3.69	3.58	2.04
9	Return on Capital Employed (ROCE) (%)	3.20%	14.16%	10.45%	8.88%
10	Current Ratio	1.27	1.31	1.27	1.32
11	Debt to Equity Ratio	1.52	1.45	1.82	1.34
12	Net Capital Turnover Ratio	2.24	10.88	7.55	12.21

#### Notes:

- a) As certified by HCO & Co., Chartered Accountants pursuant to their certificate dated December 20, 2024. The Audit committee in its resolution dated December 18, 2024 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- b) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- c) EBITDA refers to earnings before interest, taxes, depreciation, amortization.
- d) EBITDA Margin refers to EBITDA during a given period as a percentage of total income during that period.
- e) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by revenue from operations.
- f) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- g) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing EBITDA by finance cost payment.
- h) RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total equity + total debt – intangible Assets – deferred tax asset + deferred tax liability.
- i) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- j) Debt to Equity ratio is calculated by dividing the total debt by total equity.  
Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities)

See “Management Discussion and Analysis of Financial Position and Results of Operations” on page 241 for the reconciliation and the manner of calculation of our key financial performance indicators.

For further information in relation to historical use of such KPIs by our Company to monitor the operational and/or financial performance of our Company, “Our Business— Key Financial Metrics” on pages 99.

### Comparison of financial KPIs and Operational KPIs of our Company and our listed peer.

Metric	Crazy Snacks Limited			Annapurna Swadisht Limited			Anjani Foods Limited		
	As of and for the Fiscal 2024	As of and for the Fiscal 2023	As of and for the Fiscal 2022	As of and for the Fiscal 2024	As of and for the Fiscal 2023	As of and for the Fiscal 2022	As of and for the Fiscal 2024	As of and for the Fiscal 2023	As of and for the Fiscal 2022
Revenue From operations (₹ in Lakhs)	12,759.32	8,912.52	7,440.71	26,497.28	16,017.49	1,183.40	5,159.07	4,886.33	3,496.30
Total income (₹ in lakhs)	12,907.54	8,916.78	7,797.12	26,574.25	16,082.73	1,183.42	5,166.25	4,903.51	3,536.95
EBITDA (₹ in lakhs)	1,428.83	1,083.88	297.04	2,636.78	1,281.08	95.22	411.81	340.39	129.97
EBITDA Margin (%)	11.20%	12.16%	3.99%	9.95%	8.00%	8.05%	7.98%	6.97%	3.72%
Profit after tax (₹ in lakhs)	531.56	355.85	211.39	1,313.23	715.35	55.38	122.91	85.13	15.87
PAT Margin (%)	4.17%	3.99%	2.84%	4.96%	4.47%	4.68%	2.38%	1.74%	0.45%
Return on Equity (ROE) (%)	17.08%	13.52%	10.85%	11.46%	11.97%	6.55%	8.53%	6.52%	1.31%
Interest Coverage Ratio	3.69	3.58	2.04	5.08	7.99	11.84	6.18	5.53	2.71
Debt to Equity Ratio	1.45	1.82	1.34	0.55	0.37	0.86	0.62	0.65	0.68
Current Ratio	1.31	1.27	1.32	1.14	1.64	1.04	0.63	0.76	0.84
Net Capital Turnover Ratio	10.88	7.55	12.21	17.43	5.49	17.29	(13.29)	(20.95)	(23.07)

**Notes:**

- a) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- b) EBITDA refers to earnings before interest, taxes, depreciation, amortization.
- c) EBITDA Margin refers to EBITDA during a given period as a percentage of total income during that period.
- d) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by total revenue from operations.
- e) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- f) Interest Coverage Ratio measures our ability to make interest payments from available earnings and is calculated by dividing cash profit after tax plus interest payment by interest payment.

- g) *RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total equity + total debt – intangible Assets – deferred tax asset + deferred tax liability.*
- h) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- i) *Debt to Equity ratio is calculated by dividing the total debt by total equity.*
- j) *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.*
- k) *Net Capital Turnover Ratio quantifies our effectiveness in utilizing our working capital and is calculated by dividing our revenue from operations by our working capital (i.e., current assets less current liabilities).*

## 7. Weighted average cost of acquisition (“WACA”), floor price and cap price

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

Except as mentioned below, there have been no other primary/ new issue 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-Issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days

**(b) The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)**

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

Date of Transfer	Name of Transferor	Name of Transferee	No. of Securities*	Face value of Securities	Price of securities (₹)	Nature of transaction	Nature of consideration	Total Consideration (in ₹ lakhs)
July 15, 2023	Sunil Agarwal	Navin Kumar Agarwal	2375000	10	125	Transfer	Cash	312.50
July 15, 2023	Sachin Agarwal	Navin Kumar Agarwal	962398	10	125	Transfer	Cash	126.63
July 15, 2023	Samta Agarwal	Navin Kumar Agarwal	561070	10	125	Transfer	Cash	73.83
September 14, 2023	Navin Kumar Agarwal	Komal Kumar Khona	76000	10	215	Transfer	Cash	17.20
September 14, 2023	Navin Kumar Agarwal	Devansh Jitendra Khandola	441855	10	215	Transfer	Cash	100.00
September	Navin Kumar	Sapna Devang	441855	10	215	Transfer	Cash	100.00

14,2023	Agarwal	Shah						
September 14,2023	Navin Kumar Agarwal	Hitesh Natwarlal Kawal	441855	10	215	Transfer	Cash	100.00
September 14,2023	Navin Kumar Agarwal	Hamukh Mafatlal Gandhi	220923	10	215	Transfer	Cash	50.00
September 14,2023	Navin Kumar Agarwal	Nimesh Sahadeo Singh	220923	10	215	Transfer	Cash	50.00
September 14,2023	Navin Kumar Agarwal	Vaishali Haresh Mehta	220923	10	215	Transfer	Cash	50.00
September 14,2023	Navin Kumar Agarwal	Gandhi Hiralal Monshi	662787	10	215	Transfer	Cash	150.00
December 22,2023	Devansh Jitendra Khandoal	Navin Kumar Agarwal	441855	10	215	Transfer	Cash	100.00
December 22,2023	Sapna Devang Shah	Navin Kumar Agarwal	441855	10	215	Transfer	Cash	100.00
December 22,2023	Hitesh Natwarlal Kawal	Navin Kumar Agarwal	441855	10	215	Transfer	Cash	100.00
December 22,2023	Hamukh Mafatlal Gandhi	Navin Kumar Agarwal	220923	10	215	Transfer	Cash	50.00
December 22,2023	Nimesh Sahadeo Singh	Navin Kumar Agarwal	220923	10	215	Transfer	Cash	50.00
December 22,2023	Gandhi Hiralal Monshi	Navin Kumar Agarwal	662787	10	215	Transfer	Cash	150.00
April 03,2024	Navin Kumar Agarwal	Nimesh Sahadeo Singh	210786	10	225	Transfer	Cash	49.92
April 05,2024	Navin Kumar Agarwal	Devansh Jitendra Khandoal	421572	10	225	Transfer	Cash	99.85
April 05,2024	Navin Kumar Agarwal	Sapna Devang Shah	421572	10	225	Transfer	Cash	99.85
April 05,2024	Navin Kumar	Hitesh Natwarlal	421572	10	225	Transfer	Cash	99.85



	Agarwal	al Kawa						
April 05,2024	Navin Kumar Agarwal	Vaishali Haresh Mehta	210786	10	225	Transfer	Cash	49.92
April 05,2024	Navin Kumar Agarwal	Gandhi Hiralal Monshi	632358	10	225	Transfer	Cash	149.77
April 12,2024	Navin Kumar Agarwal	Komal Kumar Khona	72504	10	225	Transfer	Cash	17.17
April 12,2024	Navin Kumar Agarwal	Bhavna Khanda	421572	10	225	Transfer	Cash	99.85
April 12,2024	Navin Kumar Agarwal	Pooja Dharmesh Gada	526965	10	225	Transfer	Cash	124.81

\*Adjusted for bonus shares allotted in the ratio of 19 equity shares for every two equity share pursuant to allotment dated April 27, 2024.

*Since there are transactions to report to under (a) and (b) therefore, information based on last five primary or secondary transactions (secondary transactions where our Promoters/ members of our Promoter Group or Shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), during the three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is as below:*

Primary transactions						
Date of allotment	No. of equity shares allotted	Face value per equity share (₹)	Offer price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
April 27, 2024	1,62,30,370	10	-	Bonus Issue	Other than Cash	-
<b>Weighted average cost of acquisition (WACA)</b>						-

#### Secondary Transactions

Date of Transfer	Name of Transferor	Name of Transferee	No. of Securities	Nature of Securities	Face value of Securities	Price of securities (₹)	Nature of transaction	Nature of consideration	Total Consideration
January 12, 2024	Navin Kumar Agarwal	Tanya Agarwal	100	Equity	10	NA	Gift	Other than Cash	NA
January 12, 2024	Navin Kumar Agarwal	Prakhar Navin Agarwal	100	Equity	10	NA	Gift	Other than Cash	NA
<b>Weighted average cost of acquisition (WACA)</b>									<b>NIL</b>

Note:

1) Bonus shares allotted in the ratio of 19 equity share for every 2 equity shares pursuant to allotment dated April 27, 2024.

2) Each equity share of our Company of face value of ₹ 100 was sub-divided to ₹10 equity shares of face value of ₹ 10 each, pursuant to the resolution passed by our Shareholders on October 30, 2021.

Floor price and cap price being [●] times the weighted average cost of acquisition (WACA) based on primary/ secondary transaction(s) as disclosed in terms of clause (a) and (b), shall be disclosed in the following manner:

Past Transactions	Weighted average cost of acquisition	Floor Price	Cap Price
	(₹)	₹ [●]	₹ [●]
WACA of Equity Shares that were issued by our Company	N.A.	N.A.	N.A.
WACA of Equity Shares that were acquired or sold by way of secondary transactions	N.A.	N.A.	N.A.
Since there were primary or secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction, is as below:			
a) Based on primary issuances	N.A.	[●]	[●]
b) Based on secondary transactions	N.A.	[●]	[●]

#### 8. Justification for Basis for Offer Price.

Explanation for Offer Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's key performance indicators for the Fiscals 2024, 2023 and 2022.

[●]\*

\*To be included upon finalization of Price Band

#### 9. The Offer Price is [●] times of the Face Value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management Discussion and Analysis of Financial Position and Results of Operations" and "Financial Information" on pages 31, 114, 241 and 174, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,  
**The Board of Directors,**  
**Crazy Snacks Limited**  
Shri Pramodaay Bhawan,  
10, Park Road Officers Residence Lane,  
Near Sahara Press Gorakhpur,  
Gorakhpur, Uttar Pradesh-273001

Dear Sir(s):

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of Crazy Snacks Limited the “Company” and such offering, the “Issue”**

We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 (‘Act’), as amended by the Finance Act, 2024 i.e. applicable for FY 2024-2025 and AY 2025-2026, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences 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. We are neither suggesting nor advising the investor to invest money based on this statement.

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

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with.

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

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and submission of this certificate as may be necessary, to the Stock Exchange/ SEBI/ any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus.

**Yours Sincerely,**

**For and on behalf of HCO & Co.  
Chartered Accountants  
Firm Registration No.:001087C**

Sd/-

**Vivek Agarwal (Partner)  
ICAI Membership No: 400733  
UDIN: 24400733BKBOKH6334  
Place: Gorakhpur  
Date: December 20, 2024**

## Annexure-A

### STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS.

This statement of possible special income-tax benefits is required as per Schedule VI (Part A) (9) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”).

#### 1. **Special Income tax benefits available to the Company in India under the Income tax Act, 1961 (‘Act’)**

- Section 115BAA of the Act, as inserted vide the Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a corporate tax rate of 22% (plus applicable surcharges 10% and education cess 4%) for the financial year 2023-24 onwards, provided the total income of the company is computed without claiming certain specified incentives / deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax (‘MAT’) would not be applicable and unutilized MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The Company may claim such beneficial tax rate in future years subject to giving away any other income –tax benefits under the Act (other than the deduction available under section 80JJAA and 80M of the Act) and fulfilling the then prevailing provisions under the Act.
- Subject to the fulfilment of prescribed conditions, the Company is entitled to claim deduction under section 80JJAA of the Act with respect to an amount equal to 30% of additional employee cost (relating to specified category of employees) incurred in the course of business, for three assessment years including the assessment year relevant in which such employment is provided. Further, where the Company wishes to claim such possible tax benefit, it shall obtain necessary certification from Chartered Accountants on fulfilment of the conditions under the extant provisions of the Act.

#### 2. **Special Income tax benefits available to the Shareholders of Company under the Act.**

There is no special tax benefit available to the shareholders of Company for investing in the shares of the Company. However, such shareholders shall be liable to concessional tax rates on certain incomes under the extant provisions of the Act.

- Section 112A of the Act provides for concessional rate of tax on long term capital gain arising on transfer of equity shares with effect from April 1, 2019 (i.e., Assessment Year 2019-20) subject to conditions. Any long-term capital gain, exceeding INR 1,00,000.00 arising from the transfer of a long-term capital asset (i.e., capital asset held for the period of 12 months or more) being an Equity Share in a company wherein Securities Transaction Tax (‘STT’) is paid on both acquisition and transfer, income tax is charged at a rate of 10% without giving effect to indexation.
- Section 111A of the Act provides for concessional rate of tax @ 15% in respect of short-term capital gains (provided the short-term capital gains exceed the basis threshold limit of income exemption, where applicable) arising from the transfer of a short-term capital asset (i.e., capital

asset held for the period of less than 12 months) being an Equity Share in a company or wherein STT is paid on both acquisition and transfer.

- In respect of non –residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident shareholder has fiscal domicile.
3. Special Tax Benefits under the Central Goods and Services Tax Act, 2017/ the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“GST Acts”). The Customs Act, 1962 (“Customs Act”), the Customs Tariff Act, 1975 (“Tariff Act”), as amended by the Finance Act 2021 including the relevant rules, notifications and circulars issued there under and Foreign Finance Act 2021 including the relevant rules, notifications and circulars issued there under and Foreign Trade (Development Regulation) Act, 1992 (“FTDR Act”), applicable for the Financial Year 2021-22, presently in force in India.

The Company is primarily engaged in the business of manufacturing and sale of namkeen, rusks, bread etc. There are no significant changes in which the entity operates or in competition. The FMCG sector is not seasonal, so the Company does not have any cyclical or seasonal activity. The final product is primarily sold to its customers (Distributors). The Company has active GST registered under Uttar Pradesh.

**Notes:**

1. We have not considered the general tax benefits available to the Company, or shareholders of the Company.
2. The above is as per the Tax Laws as on date.
3. 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.
4. This Statement does not discuss any tax consequences in any country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible income –tax consequences that apply to them.

## SECTION V- ABOUT THE 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” and related notes beginning on page 31 and 174 of Draft Red Herring Prospectus.*

### GLOBAL OUTLOOK

#### **Global growth broadly unchanged amid persistent services inflation:**

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

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

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods. Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies’ currencies against the dollar.

#### **Overview of the World Economic Outlook Projections:**

Particulars	2023	2024	2025
World Output	3.3	3.2	3.3
Advanced Economies	1.7	1.7	1.8
United States	2.5	2.6	1.9
Euro Area	0.5	0.9	1.5
Germany	-0.2	0.2	1.3
France	1.1	0.9	1.3

Particulars	2023	2024	2025
Italy	0.9	0.7	0.9
Spain	2.5	2.5	2.1
Japan	1.9	0.7	1.0
United Kingdom	0.1	0.7	1.5
Canada	1.2	1.3	2.4
Other Advanced Economies	1.8	2.0	2.2
<b>Emerging Market and Developing Economies</b>	<b>4.4</b>	<b>4.3</b>	<b>4.3</b>
Emerging and Developing Asia	5.7	5.4	5.1
China	5.2	5.0	4.5
India	8.2	7.0	6.5
Emerging and Developing Europe	3.2	3.2	2.6
Russia	3.6	3.2	1.5
Latin America and Caribbean	2.3	1.9	2.7
Brazil	2.9	2.1	2.4
Mexico	3.2	2.2	1.6
Middle East and Central Asia	2.0	2.4	4.0
Saudi Arabia	-0.8	1.7	4.7
Sub-Saharan Africa	3.4	3.7	4.1
Nigeria	2.9	3.1	3.0
South Africa	0.7	0.9	1.2
Emerging market and Middle-Income Economies	4.4	4.2	4.2
<b>Low-Income Developing Countries</b>	<b>3.9</b>	<b>4.4</b>	<b>5.3</b>

*\*\*For India, data and forecasts are presented on a fiscal year basis, with FY 2023/2024 (starting in April 2023) shown in the 2023 column. India's growth projections are 7.3 percent in 2024 and 6.5 percent in 2025 based on calendar year.*

#### **Inflation Outlook: Global inflation will continue to decline:**

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

#### **Future-Proofing the Economy: -**

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization

In emerging markets and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt.

Source - [World Economic Outlook Update, July 2024: The Global Economy in a Sticky Spot \(imf.org\)](#)

#### **INDIAN OUTLOOK**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. India's gross domestic product (GDP) at current



prices in the second quarter (Q2) of 2023-24 is estimated to be Rs. 71.66 trillion (US\$ 861.2 billion), as against Rs. 65.67 trillion (US\$ 789.2 billion) in Q2 of 2022-23, showing a growth rate of 9.1%. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the first half of FY24. In 2023-24 (April-December), India's service exports stood at US\$ 247.92 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-December) were estimated at US\$ 565.04 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

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

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

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

#### **Market Size:**

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time period. The current account deficit stood at US\$ 8.3 billion, or 1% of GDP, in the second quarter of fiscal 2023-24 as compared to US\$ 9.2 billion or 1.1% of GDP in the preceding quarter.

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

#### **Recent Developments:**

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

- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 4 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.

- Merchandise exports in December 2023 stood at US\$ 38.45 billion, with total merchandise exports of US\$ 505.15 billion during the period of April-December (2023-24).
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested Rs. 261,856 crore (US\$ 31.5 billion) in India during April-December (2023-24).
- The wheat procurement during RMS 2023-24 (till May) was estimated to be 262 lakh metric tonnes (LMT) and the rice procured in KMS 2023-24 was 385 LMT. The combined stock position of wheat and rice in the Central Pool is over 579 LMT (Wheat 312 LMT and Rice 267 LMT).

### **Government Initiatives:**

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

- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- In order to enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

### **Road Ahead:**

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

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

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

Source - [Indian Economy Growth Rate & Economic System Insights | IBEF](#)

## **FOOD PROCESSING SECTOR IN INDIA**

### **Introduction**

India is the fifth largest economy in the world and expected to be the fastest-growing economy among major G20 countries, with GDP growth estimated to be around 8% in FY24. The food processing sector has become a key contributor to India's economy over the past few years, thanks to progressive policy measures by the Ministry of Food Processing Industries (MoFPI). The sector has performed exceptionally well with an impressive average annual growth rate of 7.3% from 2015 to 2022. It has significantly contributed to Gross Domestic Product (GDP), employment, and investment, accounting for 10.54% of gross value added (GVA) in Manufacturing and 11.57% in Agriculture sector in 2020-21.

India's diverse agro-climatic conditions allow for abundant production of cereals, pulses, fruits, and vegetables, making it a leading producer of various foods. India was a global leader in milk production contributing ~25% to global milk production, in 2022-23. The country ranked second in vegetables and fruits and egg production and fifth in meat production, respectively, in 2022-23. Additionally, India is the largest producer of spices in the world, with 11.26 million tonnes of major spices produced in 2022-23, as per the third advanced estimate by spices board of India.

The food processing industry in India is still in its early stages, contributing less than 10% to the total food output. According to a Deloitte study on Level of Food Processing in India, processing levels were at 2.7% for vegetables, 4.5% for fruits, 15.4% for fishery, 21.1% for milk, and 34.2% for meat in 2020-21.

A strong food processing industry is essential for our nation to tackle food and nutritional security issues. Processed food offers convenience, extended shelf life, easy transport to remote areas, and improved accessibility, serving as a valuable source of nourishment. Additionally, it offers our farmers increased opportunities for better price realization and expanded selling prospects.

Source – [www.ibef.com](http://www.ibef.com)

## OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” on page 23 of this Draft Red Herring Prospectus 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 Position and Results of Operations” beginning on page 31 and 241 for a discussion of certain factor 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 12 months ended March 31 of the year. Unless otherwise indicated for the context otherwise requires, in this section, references to “Company”, “Our Company”, “we” or “us” mean Crazy Snacks 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.*

## OVERVIEW

Our Company, Crazy Snacks Limited offers a wide range of bakery products to meet the everyday needs of Indian consumers. Our portfolio includes bread, buns, cakes, and rusks, with 150 products priced between ₹2 and ₹170. We focus on providing affordable, high-quality options that cater to different tastes, making our products a reliable choice for households. Our rusks, produced under both Crazy Snacks and Crazy Bakery Udyog, are a key part of our range, offering a convenient snack for customers. In our subsidiary, Crazy Bakery Udyog Private Limited, we specialise in a variety of snacks, including namkeen, chips, popcorn, and potato sticks, with 147 products priced between ₹2 and ₹150. We aim to offer snacks that blend traditional and new flavours to suit different preferences. With a strong presence in North India, we ensure our products are widely available to meet the snacking needs of customers.

Our Company was originally incorporated as “Crazy Snacks Private Limited” on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to “Crazy Snacks Limited”, and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC. The Corporate Identification Number of our Company is U51224UP1995PLC019164. For details of incorporation, change of name and registered office of our Company.

We primarily operate in Uttar Pradesh and Bihar, which together account for nearly 97% of our consolidated revenue from operations in FY2024, highlighting their importance to our business. Our two manufacturing facilities are strategically located to serve customers effectively across these regions. Our extensive distribution network consisting of 999 distributors helps us in covering urban and rural areas of North India extensively. Additionally, our extensive distribution network, supported by a fleet of 35 vehicles, enables timely and reliable delivery of our snacks and bakery products to meet growing consumer demand.

We offer our products under three brands: Crazy, Bity, and Baked Gold. Under Crazy, we offer affordable products in all categories, providing everyday snacks and bakery items at affordable prices that provide value for money. Bity focuses on premium cakes, breads, and buns, offering higher-quality products for customers who want something better. Baked Gold specialises in premium cookies and rusks, providing a more refined selection for those looking for a richer experience. Each brand is designed to serve different customer preferences while maintaining good quality.

We are led by a qualified and experienced individual Promoter and a senior management team, who have the expertise and vision to manage and grow our business. Our Promoter, Navin Kumar Agarwal, holds a Chartered Accountant degree from the Institute of Chartered Accountants of India, which he obtained in 1991. He is ably supported by our management team, who bring experience in their respective domains of sales, marketing, strategy, and finance. This expertise allows us to understand and anticipate market trends, manage our business operations and growth, and leverage customer relationships. We believe that the knowledge and experience of our

Promoter, along with the senior management team, provide us with a competitive advantage as we seek to expand our production capacities, grow in existing markets, and enter new markets.

The table below sets forth certain key financial metrics for the periods indicated on a consolidated basis:

(₹ in lakhs)

Metric	For the period ended June 30, 2024*	As of and for the Fiscal		
		2024	2023	2022
Revenue from Operations (₹ in Lakhs)	2,599.01	12,759.32	8,912.52	7,440.71
Revenue from Operations Growth (%)	-	43.16%	19.72%	-
Total Income (₹ in Lakhs)	2,602.57	12,907.54	8,916.78	7,797.12
EBITDA (₹ in Lakhs)	376.96	1,428.83	1,083.88	297.04
EBITDA Margin (%)	14.50%	11.20%	12.16%	3.99%
Profit/(loss) after tax for the year/ period (₹ in Lakhs)	128.29	531.56	355.85	211.39
Net profit Margin (%)	4.94%	4.17%	3.99%	2.84%
Net Profit Growth (%)	-	49.38%	68.34%	-
Return on Equity (ROE) (%)	3.96%	17.08%	13.52%	10.85%
Return on Capital Employed (ROCE) (%)	3.20%	14.16%	10.45%	8.88%
Debt to Equity Ratio	1.52	1.45	1.82	1.34
Current Ratio	1.27	1.31	1.27	1.32

**Notes:**

- a) As certified by HCO & Co, Chartered Accountants pursuant to their certificate dated December 20, 2024. The Audit committee in its resolution dated December 18, 2024 has confirmed that the Company has not disclosed any KPIs to any investors at any point of time during the three years preceding the date of this Draft Red Herring Prospectus other than as disclosed in this section.
- b) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- c) EBITDA refers to earnings before interest, taxes, depreciation, amortization.
- d) EBITDA Margin refers to EBITDA during a given period as a percentage of total income during that period.
- e) Net Profit Ratio/Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by revenue from operations.
- f) Return on equity (RoE) is equal to profit for the year divided by the total equity and is expressed as a percentage.
- g) RoCE (Return on Capital Employed) (%) is calculated as EBIT divided by capital employed. Capital employed is calculated as total equity + total debt – intangible Assets – deferred tax asset + deferred tax liability.
- h) Debt to Equity ratio is calculated by dividing the total debt by total equity.
- i) Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the current assets by current liabilities.
- j) Revenue from Operations Growth (%) is the growth of Revenue of Operations of the current year over the previous fiscal year
- k) Net Profit Growth (%) is the growth of Net Profit of the current year over the previous fiscal year

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**Crazy Snacks Limited**  
**DL-1 & DL-2, Sector-13, GIDA, Gorakhpur (U.P.)- 273209:**

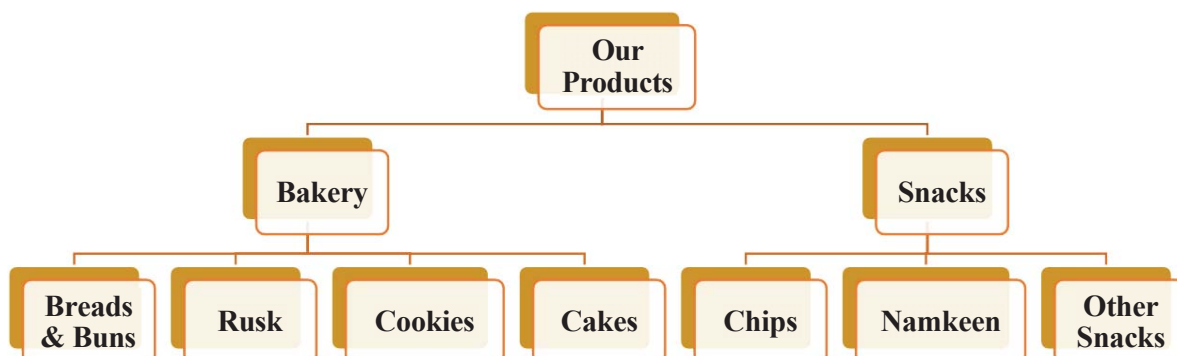


**Crazy Bakery Udyog Private Limited**  
**Manufacturing Unit G-3 & 3A, Sector-15, GIDA, Gorakhpur (U.P.)- 273209:**



## OUR PRODUCT PORTFOLIO

This highlights the variety of products offered across categories by our company on a consolidated basis:



Below is our breakup of product wise revenue of previous 3 financial years including the stub period on consolidated basis:

Product	For the period ended		For the year ended					
	30-Jun-24		March 31,2024		March 31,2023		March 31,2022	
	Amount (₹ in lakhs)	% of revenue of operation	Amount (₹ in lakhs)	% of revenue of operations	Amount (₹ in lakhs)	% of revenue of operations	Amount (₹ in lakhs)	% of revenue of operations
Rusk	653.91	25.16%	5,386.63	42.21%	2,949.75	33.10%	2,875.97	38.65%
Breads	1,048.84	40.36%	3,922.07	30.76%	2,356.88	26.44%	2,417.93	32.50%
Buns	62.93	2.42%	1,524.42	11.94%	1,522.66	17.08%	1,573.75	21.15%
Chips	130.98	5.04%	567.27	4.44%	406.44	4.56%	-	-
Snacks	515.46	19.83%	850.85	2.50%	997.66	11.19%	-	-
Namkeen	81.26	3.13%	265.00	2.08%	286.79	3.22%	-	-
Cookies	38.56	1.48%	138.07	1.08%	178.42	2.00%	180.11	2.42%
Cakes	67.07	2.58%	105.01	0.83%	213.92	2.40%	392.95	5.28%
<b>Total revenue of operations</b>	<b>2,599.01</b>	<b>100.00%</b>	<b>12,759.32</b>	<b>100.00%</b>	<b>8,912.52</b>	<b>100.00%</b>	<b>7,440.71</b>	<b>100.00%</b>

### Rusk

Our rusks cater to a range of consumer needs, offering both a basic, everyday snack and a premium indulgence. The basic range, sold under the Crazy brand, provides quality rusks well-suited for regular enjoyment. Our rusk are sold within the price range of ₹5 to ₹75. The premium variety, available under the Baked Gold brand, is made with superior ingredients, offering a richer experience for those seeking something special. Our offerings are designed to appeal to both everyday snackers and those looking for a more indulgent treat. With their long shelf life and quality packaging, they are ideal for retail distribution and bulk sales. As one of our best-selling products, rusks make a significant contribution to our overall revenue.



## Breads and Buns

Our bread and buns are made to meet the needs of diverse consumer preferences. Ideal for sandwiches, breakfasts, or quick meals, our products offer a balance of quality and freshness. We manufacture and sell over 8 varieties of breads. Some of our popular flavours are brown, multigrain and milk. Our breads are priced from ₹12 to ₹60. Similarly our buns are priced from ₹5 to ₹40. The manufacturing process of our bread and buns begins with key ingredients such as flour, water, and yeast, which are combined to create a consistent and well-kneaded dough. This dough undergoes thorough mixing to ensure uniform texture and quality. Once prepared, the dough is carefully shaped and placed into molds. The baking process is closely monitored to achieve the desired shape, texture, and flavour, ensuring a high-quality final product that meets customer expectations.



## Cookies

Our cookies come in two ranges: Crazy and Baked Gold. Crazy offers an affordable option for those looking for a simple yet tasty snack, while Baked Gold provides a more premium experience with superior ingredients for a special treat. Prices range from ₹10 to ₹170 helps us in catering to both everyday snackers and those seeking something more special. We use traditional baking methods with attention to detail to ensure consistent flavour in every batch. After baking, the cookies are carefully packaged to keep them fresh, offering a satisfying treat for every customer.





## Namkeen

Our namkeen is a savoury snack made with ingredients like lentils, spices, and other raw materials. It comes in various flavours and is available in packs priced from ₹5 to ₹150, suitable for both individuals and families. Smaller packs are ideal for personal use, while larger ones are great for family sharing. The production process starts with sorting and preparing the ingredients to remove impurities. The ingredients are then ground, sieved for consistency, and mixed with seasonings for balanced flavour. After frying, the namkeen is cooled and packed to keep it fresh before being distributed to urban, semi-urban, and rural areas.



## Chips

Our chips range provides a selection of flavourful and crispy snacks, available in options like salted, masala munch, cream n onion, and tomato. Made from quality potatoes, these chips are crafted for both individual snacking and sharing. Packaged for convenience, they ensure freshness and appeal to a wide audience. Available in both affordable and premium options, they cater to a range of price points ranging from ₹5 to ₹30, making them accessible to a broad customer base. These chips are a popular choice for customers seeking consistency and quality in their snacking options. The chip manufacturing process begins with transferring potatoes to a hopper, where they are washed, peeled, and sliced with precision. The slices undergo thorough washing and separation before being fried at an optimal oil temperature. Following frying, the chips are carefully inspected, seasoned to specification, and efficiently packed with batch codes for quality assurance.



## Other Snacks

In addition to our chips and namkeen, we manufacture and sell a variety of snacks such as popcorn, masala sticks, fun puffs, and more. These products help us expand our reach, particularly among the younger generation, who are embracing these snacks due to rapid westernization. The products in this category are priced from the range of ₹2 to ₹15. Our production process starts with the careful sorting of raw materials like lentils, spices, and other ingredients, removing impurities to ensure high quality. The ingredients are then ground, sieved, and blended with

seasonings to achieve a consistent texture and flavour. The mixture is fried to a crisp, cooled to preserve freshness, and packed into bags with clear labelling. Finally, the packaged snacks are boxed and dispatched to distributors and retailers, ensuring they reach customers in excellent condition.

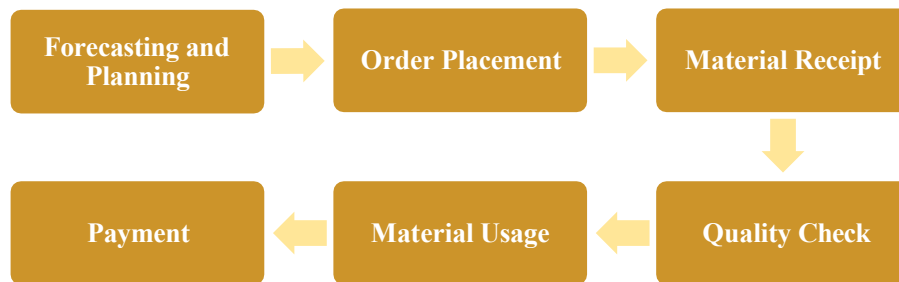


## KEY BUSINESS OPERATIONS

### RAW MATERIAL PROCUREMENT PROCESS

Our raw material procurement process focuses on sourcing high-quality ingredients from trusted suppliers. We carefully select materials based on strict quality standards, ensuring consistency and reliability throughout our production process.

Our raw material procurement process follows these key steps:



#### Forecasting and Planning

The process begins with forecasting product requirements based on market demand and production schedules. We assess inventory levels and identify the raw materials required to ensure continuous operations without overstocking or shortages. By maintaining multiple approved vendors, we secure a consistent supply of high-quality materials, reducing the risk of disruptions and enhancing our ability to meet production timelines.

#### Order Placement

After determining the material requirements, detailed purchase orders are prepared and shared with vendors. These orders specify the quantities, quality standards, and delivery schedules to ensure clarity and accuracy. Management reviews and approves all orders before issuance to maintain compliance with procurement policies and budgetary guidelines. Clear communication with vendors helps establish expectations and facilitates timely deliveries.

#### Material Receipt

When raw materials are delivered, they are first inspected at the main gate, and the details are recorded in the Inward Register. After initial verification, the shipment moves to the main store before a thorough quality check is conducted to ensure material fits the required specifications.

## Quality Check

Each batch of received materials goes through a thorough quality inspection to ensure it meets the required standards. This includes checking consistency, performance, and adherence to specifications. Materials that do not meet the standards are returned to the supplier, ensuring only high-quality materials are used in production. This careful process protects the quality of the final products.

## Material Usage

Once the raw materials pass quality checks, they are stored properly to keep them fresh and ready for use. These materials are then measured and prepared according to the needs of each batch. This helps ensure that every product meets our quality standards.

## Payment

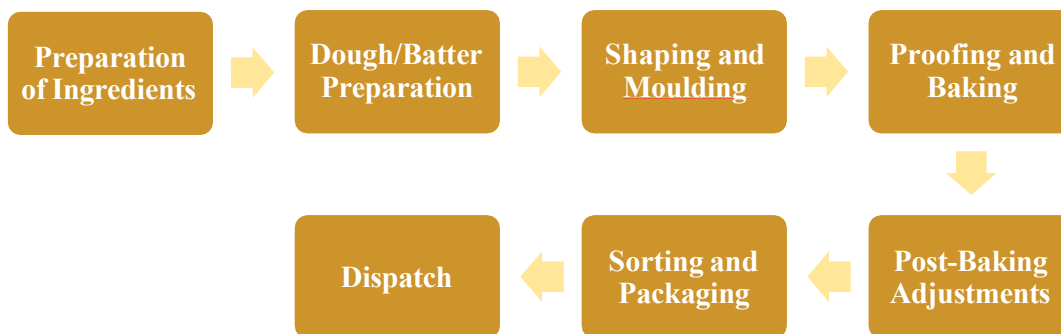
Vendor payments are made after the materials pass quality checks. This helps verify the shipments and ensure all documents are complete. Following these practices supports smooth payments and builds strong relationships with our suppliers.

## KEY MANUFACTURING PROCESS

After procuring the raw materials, our team initiates the manufacturing process. Our bakery and snack production processes are designed to address the specific needs of each category. Bakery products focus on the art of baking, ensuring texture and flavour through careful mixing and baking techniques. In contrast, snack production focusses on achieving the perfect crunch and flavour through frying and seasoning, with a focus on maintaining crispness and freshness. While both processes prioritise quality, they are designed to suit the distinct characteristics of each product type. During the manufacturing process, we ensure that each product undergoes the quality checks decided by our team.

The following flowcharts provide an overview of the detailed manufacturing process of our snacks and bakery products:

### A. BAKERY PRODUCTS



#### Preparation of Ingredients

The manufacturing process begins with gathering and preparing key ingredients such as flour, sugar, yeast, baking soda, water, and other components specific to the product. All dry ingredients are sifted to remove lumps, impurities, and inconsistencies, ensuring a fine texture and a clean base for production. Wet ingredients like butter, cream, and eggs are measured and prepared for mixing.

#### Dough/Batter Preparation

The prepared ingredients are mixed thoroughly to create a consistent and smooth dough or batter, depending on the product. The mixture is carefully kneaded or stirred to evenly distribute the components, forming the

foundation for the final product. For dough-based products, the dough is divided into portions and shaped, while batter-based products are portioned directly into moulds or trays.

### Shaping and Moulding

The prepared dough or batter is shaped according to the desired product specifications. Dough portions are shaped into balls, placed into greased moulds, or cut using cookie cutters, while batter is poured into appropriately sized moulds or trays. This ensures precision and uniformity across all products.

### Proofing and Baking

For dough-based items like bread and buns, the portions undergo proofing, allowing them to rise and develop texture. Once ready, all products are baked at carefully controlled temperatures. Baking ensures the development of a golden-brown finish, bringing out the desired texture and flavour unique to each product.

### Post-Baking Adjustments

After baking, the products are allowed to cool in a controlled environment to room temperature, preventing condensation and preserving their texture. Specific post-baking processes may include light pressing for shape adjustments, adding cream or fillings, or preparing the product for further finishing, such as slicing.

### Sorting and Packaging

Cooled products are sorted to meet quality and size standards. Irregular or substandard pieces are removed. The sorted products are then packaged in secure, airtight containers or bags to maintain freshness and protect them during storage and transport. Labels with product information, branding, and regulatory details are applied.

### Dispatch

Finally, the finished and packaged goods are organized for distribution. They are dispatched to stores or directly to consumers, ensuring timely delivery while maintaining product quality and appeal.

## B. SNACKS



### Preparation and Sorting of Raw Materials

The process begins by carefully sorting raw materials like lentils, spices, and other essential ingredients to remove impurities and non-conforming items. This ensures that only quality materials are used, forming the foundation for the final product.

### Grinding and Sieving

The sorted ingredients are ground to achieve the desired particle size, ensuring a consistent texture in the namkeen. The ground spices and lentils are then sieved to remove any large or uneven particles, creating a smooth and uniform mixture.

### **Mixing and Seasoning**

The ground and sieved ingredients are combined with seasonings and spices to create mixture as per the requirements. This step ensures even distribution of flavours and ingredients, resulting in a consistent taste throughout the batch.

### **Shaping, Frying and Roasting**

The mixture is shaped into the desired form for snacks like chips or pellets. It is then fried or roasted at the right temperature until perfectly crispy or crunchy. After cooking, the snacks are cooled to maintain their freshness and texture.

### **Packaging and Labelling**

Once cooled, the snacks are packed into individual containers or bags to maintain freshness. Labels containing product information, branding, and regulatory details are printed and applied to the packaging, ensuring that the product is ready for retail.

### **Boxing and Dispatch**

The labelled and packed namkeen is organized into shipping boxes for safe transportation. These boxes are loaded and dispatched for delivery to distributors and retailers, ensuring the products reach customers in excellent condition

## **DISTRIBUTION NETWORK**

### **Bakery Products with Short Shelf Life**

Our distribution model is built on a large and expanding network of distributors, helping us deliver our bakery products to a wide range of consumers across various regions. This network ensures improved visibility and availability of our products, allowing us to reach customers in urban, semi-urban, and even remote areas. By leveraging this extensive distribution setup, we ensure that our products are consistently available to meet consumer demand. This approach enables us to provide reliable and efficient delivery, strengthening trust and satisfaction among our customers.

As of March 31, 2024, our distribution network includes 1,795 distributors, reflecting consistent growth from 1,425 distributors in 2023 and 680 in 2022. Uttar Pradesh, our largest market, now has 1,379 distributors, showcasing significant expansion in this key region. We also maintain a strong presence in Bihar with 240 distributors, along with operations in other states like West Bengal, Jharkhand, and Odisha. This robust network ensures that our bakery products are available across diverse markets, enabling us to deliver quality and freshness while catering to the everyday needs of our consumers effectively.

### **Snacks and Other Bakery Products**

Our snacks and other bakery products are distributed through a distributor model, enabling us to reach a wide range of consumers in urban and rural areas. Large distributors purchase products in bulk and supply them to smaller distributors, who then distribute the products to local retailers such as kirana stores, supermarkets, and convenience shops. This distribution structure ensures our products are available in diverse locations, from major cities to remote towns.

Leveraging the extensive networks of our distributors enhances product visibility and expands our reach into distant regions. This model efficiently meets consumer demand across the region, ensuring our products are within easy reach of customers. It lets us focus on product development while benefiting from a robust distribution system that brings our offerings to more people in more places.

**List of our state wise distributors for Crazy Snacks Ltd for previous 3 financial years on consolidated basis:**

Crazy Snacks Ltd (Consolidated Basis)					
Sr No.	Name of State	No of Distributors			
		For the year ended March 31,2024	For the year ended March 31,2023	For the year ended March 31,2022	
1	Uttar Pradesh	1379	1058	575	
2	Bihar	240	209	74	
3	West Bengal	72	65	16	
4	Jharkhand	31	28	3	
5	Haryana	19	19	2	
6	Delhi	12	11	1	
7	Assam	9	5	2	
8	Madhya Pradesh	7	6	0	
9	Punjab	6	6	1	
10	Himachal Pradesh	5	5	0	
11	Uttarakhand	5	4	0	
12	Odisha	4	4	4	
13	Rajasthan	2	1	1	
14	Chandigarh	1	1	0	
15	Chhattisgarh	1	1	1	
16	Ladakh	1	1	0	
17	Maharashtra	1	1	0	
	<b>Total</b>	<b>1795</b>	<b>1425</b>	<b>680</b>	

The table below sets forth a break-up of the revenue earned by our Company from top ten customers (distributors) during the preceding three years and stub period on consolidated basis:

Sr No	Party Name	For the period ended June 30,2024		For the year ended March 31,2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
		Amount (₹ in lakhs)	% of Total Revenue from Operations	Amount (₹ in lakhs)	% of Total Revenue from Operations	Amount (₹ in lakhs)	% of Total Revenue from Operations	Amount (₹ in lakhs)	% of Total Revenue from Operations
1	Customer 1	78.38	3.02	368.22	2.89	402.67	4.52	290.16	3.90
2	Customer 2	34.72	1.34	156.25	1.22	174.88	1.96	199.85	2.69
3	Customer 3	30.03	1.16	142.34	1.12	162.85	1.83	152.96	2.06
4	Customer 4	28.39	1.09	105.12	0.82	128.30	1.44	152.09	2.04
5	Customer 5	26.16	1.01	104.81	0.82	117.97	1.32	135.75	1.82
6	Customer 6	25.10	0.97	100.89	0.79	105.61	1.19	113.19	1.52
7	Customer 7	24.94	0.96	100.23	0.79	101.90	1.14	104.73	1.41
8	Customer 8	24.83	0.96	98.69	0.77	91.23	1.02	102.41	1.38
9	Customer 9	24.64	0.95	97.16	0.76	82.32	0.92	96.36	1.30
10	Customer 10	24.32	0.94	96.34	0.76	75.65	0.85	81.59	1.10
	<b>Total</b>	<b>321.51</b>	<b>12.37</b>	<b>1370.05</b>	<b>10.74</b>	<b>1443.40</b>	<b>16.20</b>	<b>1429.09</b>	<b>19.21</b>

## OUR STRENGTHS

We believe that the following competitive strengths have contributed to our business growth and will continue to drive our success:

### Diverse Product Portfolio

At Crazy Snacks Limited, we offer a focused range of bakery products, including bread, buns, and rusks. Our portfolio features over 150 products, priced between ₹2 and ₹170, designed to meet the everyday needs of Indian consumers. From affordable bread and buns ideal for daily meals to rusks that cater to both regular and premium

preferences, we deliver consistent value through high-quality offerings. With a focus on reliability and affordability, our products are crafted to ensure a practical and satisfying option for households across North India, catering to diverse consumer needs.

In our subsidiary, Crazy Bakery Udyog Private Limited, we offer a broad range of snacks, including namkeen, chips, popcorn, and fries, alongside our rusks. With over 147 products priced between ₹2 and ₹150, we blend traditional flavours with new, exciting options to cater to the varied tastes of our consumers. From crispy chips in multiple flavours to the comforting crunch of namkeen and the indulgent crunch of rusks, we strive to offer both enjoyment and value for everyday snacking needs. Our products are accessible to a wide customer base, ensuring that consumers find something they can enjoy.

Below is our product portfolio across both our companies Crazy Snacks and Crazy Bakery Udyog:

Company	Category	Number	Brands
Crazy Snacks Limited	Bread	26	Crazy and Bity
	Bun	17	Crazy and Bity
	Cake	47	Crazy and Bity
	Cookies	41	Crazy and Baked Gold
	Rusk	19	Crazy
Crazy Bakery Udyog Private Limited	Chips	26	Crazy
	Namkeen	54	Crazy
	Other Snacks	53	Crazy
	Rusk	14	Crazy and Baked Gold
	<b>Total</b>	<b>297</b>	

### Quality Control

We use modern technology and strict quality control to ensure our products are consistent and of the highest quality. Our advanced equipment helps us maintain high standards and enhances production efficiency. We integrate the latest technologies to improve precision and reliability at every stage of production. To further ensure quality, we adhere to industry regulations, including the ISO 22000:2018 certification for food safety management, the FSSAI license for compliance with food safety standards, and the Legal Metrology registration to ensure accurate packaging and labelling. Rigorous quality checks are applied at each stage to identify and address any issues before the products reach our customers. This thorough approach ensures that every item is safe, meets stringent requirements, and is delivered to exceed customer expectations.

### Inclusive offerings across all price segments

We offer a wide range of products to suit different customer tastes. Our bakery selection includes breads, buns, rusks, cakes and cookies, while our snack range features chips, pellets, namkeen, and more. With products priced between ₹2 and ₹170, we cater to both value-driven customers and those seeking premium options. This broad price range allows us to serve various market segments while upholding the quality and consistency our brand is known for. By combining affordable and premium offerings, we can appeal to a diverse customer base and support growth across all categories. Our varied product mix helps us stay aligned with changing market needs, strengthening our position and driving long-term growth.

Table set forth below indicates our revenue bifurcation MRP wise for preceding financial years on a consolidated basis:

MRP	As of June 30, 2024		As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	Amount (₹ in lakhs)	% of Revenue from operations	Amount (₹ in lakhs)	% of Revenue	Amount (₹ in lakhs)	% of Revenue from operations	Amount (₹ in lakhs)	% of Revenue from operation
2 TO 5	811.12	31.21%	3,089.73	24.22%	1,939.02	21.75%	1,433.51	19.27%
6 TO 10	223.29	8.59%	1,215.15	9.52%	763.64	8.57%	466.87	6.27%

MRP	As of June 30, 2024		As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	Amount (₹ in lakhs)	% of Revenue from operations	Amount (₹ in lakhs)	% of Revenue	Amount (₹ in lakhs)	% of Revenue from operations	Amount (₹ in lakhs)	% of Revenue from operation
11 TO 15	317.68	12.22%	2,119.14	16.61%	1,374.90	15.42%	1,235.79	16.61%
16 TO 20	40.71	1.57%	457.08	3.58%	192.06	2.15%	116.82	1.57%
21 TO 30	675.27	25.98%	3,384.61	26.53%	2,794.99	31.35%	2,332.63	31.35%
31 TO 40	332.99	12.81%	1,859.48	14.57%	878.61	9.85%	1,084.37	14.57%
41 TO 50	172.29	6.63%	376.3	2.95%	880.10	9.87%	620.35	8.34%
51 TO 170	25.67	0.99%	257.83	2.02%	92.21	1.03%	150.36	2.02%
<b>Total Revenue from Operations</b>	<b>2,599.01</b>	<b>100.00%</b>	<b>12,759.32</b>	<b>100.00%</b>	<b>8,915.52</b>	<b>100.00%</b>	<b>7,440.71</b>	<b>100.00%</b>

### Innovative Recipes and Flavours

Our company consistently refining recipes to craft distinctive and appealing flavours in the snacks and bakery segment. By closely monitoring market trends and understanding consumer preferences, we deliver products that align with the dynamic tastes of our audience. Each creation is designed to stand out, offering flavours that delight a wide range of preferences. Our focus remains on developing offerings that keeps up with evolving customer demands, ensuring our presence stays strong in the competitive FMCG sector. Through this, we continually reinforce our reputation for originality and excellence.

With a dedication to quality and creativity, we maintain a diverse product range that connects with customers across North India. Every offering is crafted to meet evolving preferences while reflecting our commitment to staying relevant in a fast-changing market. Our proactive approach ensures we not only keep up with industry trends but also set benchmarks that inspire trust and loyalty. By consistently delivering memorable experiences through our products, we strengthen our ability to attract new customers and maintain lasting relationships with our existing clientele, solidifying our standing in snacks and bakery manufacturing and distribution.

### In-House Packaging and Distribution

Owning a packaging machine and dedicated vehicles for product distribution within Uttar Pradesh gives us a clear operational advantage. Our in-house packaging ensures consistent quality, minimises errors, and allows us to create tailored packaging that reflects our brand identity. This approach simplifies production processes, improves inventory management, and helps us stay adaptable to changing packaging trends. Our vehicles add to this efficiency by ensuring prompt and reliable deliveries, giving us full control over our distribution network. These strategic investments enable us to respond quickly to market needs, maintain high standards, and strengthen our position as a trusted provider of quality products. Together, they highlight our commitment to excellence and customer satisfaction.

### Experienced Promoter and Management Team

Our promoter, Navin Agarwal is a Chartered Accountant with over 20 years of experience, provides strong leadership and expert guidance in managing our business operations. His extensive knowledge of financial and operational management ensures that we operate efficiently and grow steadily. With his clear vision and deep understanding of the industry, he has laid a solid foundation for our brand's ongoing success. His focus on quality, innovation, and customer satisfaction drives us to continually strengthen our position in the market. As a dedicated and skilled leader, he inspires confidence and helps us build a trusted name in the snacks and bakery industry.

## OUR STRATEGIES

### Enhancing Our Market Presence in Core Regions i.e. Uttar Pradesh and Bihar

Over the years we have established a strong presence in North India, particularly in Uttar Pradesh and Bihar, where we have seen consistent growth over the past few years. In FY24, our consolidated revenue from operations in these two states combined accounted for Rs. 12,436.34 lakhs, forming 97.47% of our revenue from operations. This represents a significant increase from Rs. 8,584.24 lakhs in FY23, forming 96.32% of our revenue from



operations, and Rs. 6,950.70 lakhs in FY2022, forming 93.41% of our revenue from operations on a consolidated level. Our well-established distribution network in these states enables us to effectively reach new customers and deepen our market share.

The growth we have experienced in Uttar Pradesh and Bihar, shows the strength of our operations in these regions. As we continue to expand, we are committed to leveraging our distribution network to strengthen our position even further. Our ability to consistently increase sales in these key markets demonstrates our commitment to delivering high-quality products and maintaining a competitive edge in both Uttar Pradesh and Bihar.

### Expanding into New Markets

We are focused on expanding into new geographical markets to bring our bakery and snack products to a wider audience. This expansion will enter in untapped regions, ensuring our products continue to meet the high standards of quality and freshness that our customers expect. By entering these new markets, we are positioning our brand for significant growth and making our products more accessible to a larger consumer base across diverse regions.

Our strategy is centred on identifying areas with growing demand and forging strong, lasting relationships with customers and retailers. We will leverage our industry experience to tailor our offerings to local preferences, while remaining committed to delivering the exceptional quality that has earned us customer trust. This expansion is a strategic move that will drive our growth, extend our reach, and enhance our competitive advantage in new regions.

### Modernization and Automation of Manufacturing Processes

Automation plays a vital role in enhancing efficiency, reducing errors, and ensuring consistent product quality in the food industry. Our company currently operates semi-automated production lines for bread, buns, and rusk. While these systems are effective, they still involve a considerable amount of manual input, which can slow down production and result in occasional variations in product quality. This approach is functional, but as market demands grow, there is a clear need to streamline and improve our processes further.

To address this, we are advancing our production lines with more automated technology. These upgrades will boost production speed, improve consistency, and help eliminate inefficiencies caused by manual processes. By increasing automation, we will not only reduce costs but also ensure the delivery of high-quality products that meet customer expectations. This shift towards greater automation is a key part of our strategy to meet rising demand and maintain our competitive advantage in the industry.

### Entering New Product Line

We plan to expand our offerings by introducing new product line to meet changing customer needs. By understanding market trends, we aim to introduce health focussed products that could match evolving demands of the customers who want both good taste and healthy products. Our existing distribution network could support a smooth launch, and we plan to use marketing strategies to create interest in the new range. Partnering with trusted collaborators is expected to help us reach more customers and support growth. This step reflects our intention to adapt to market changes and explore opportunities for the future.

### GEOGRAPHICAL MARKET PRESENCE

The table below outlines the breakdown of our revenue by state on a consolidated basis:

Geography	For the period ended June 30, 2024		For the year ended					
			March 31, 2024		March 31, 2023		March 31, 2022	
	Revenue From Operations	% of Total Revenue from Operations	Revenue From Operations	% of Total Revenue from Operations	Revenue From Operations	% of Total Revenue from Operations	Revenue From Operations	% of Total Revenue from Operations
Uttar Pradesh	2,326.79	89.53%	11327.99	88.78%	7379.18	82.80%	6141.84	82.54%
Bihar	214.73	8.26%	1108.45	8.69%	1205.06	13.52%	808.88	10.87%
Delhi	8.47	0.33%	120.27	0.94%	9.35	0.10%	5.83	0.08%

Jharkhand	11.75	0.45%	114.12	0.89%	125.93	1.41%	100.09	1.35%
Rajasthan	1.72	0.07%	35.87	0.28%	47.66	0.53%	253.51	3.41%
West Bengal	9.37	0.36%	32.50	0.25%	103.88	1.17%	67.16	0.90%
Assam	6.18	0.24%	6.52	0.05%	11.71	0.13%	52.66	0.71%
Madhya Pradesh	-	-	4.66	0.04%	0.06	0.00%	-	-
Uttarakhand	-	-	1.37	0.01%	-	-	-	-
Chhattisgarh	-	-	-	-	9.07	0.10%	8.00	0.11%
Maharashtra	-	-	-	-	4.10	0.05%	-	-
Gujarat	20.00	0.77%	-	-	-	-	-	-
Others	-	-	7.57	0.06%	16.52	0.19%	2.73	0.04%
<b>Total</b>	<b>2,599.01</b>	<b>100.00%</b>	<b>12,759.22</b>	<b>100.00%</b>	<b>8,912.52</b>	<b>100.00%</b>	<b>7,440.71</b>	<b>100.00%</b>

## INSTALLED CAPACITY, ACTUAL PRODUCTION AND CAPACITY UTILISATION

As of December 10,2024, our manufacturing facilities are equipped with the following installed capacities:

Our manufacturing facilities are equipped with advanced machinery and handling equipment to ensure an efficient and smooth manufacturing process.

The table below provides details on the capacity utilization of our units. It is calculated based on the total installed production capacity and actual production for the periods indicated in metric tonnes (MT).

### Crazy Snacks Limited DL-1 & DL-2, Sector-13, GIDA, Gorakhpur (U.P.)- 273209:

Products	Capacity (MT)	As on March 31, 2024		As on March 31, 2023		As on March 31, 2022	
		Utilization (MT)	Utilization (%)	Utilization (MT)	Utilization (%)	Utilization (MT)	Utilization (%)
Bread	7,500	7,234	96.45%	6,249	83.32%	6,272	83.63%
Bun	3,000	2,833	94.42%	2,284	76.13%	1,957	65.23%
Rusk	9,000	7,490	83.22%	4,531	50.35%	5,177	57.52%
Cakes	480	50	10.33%	104	21.65%	235	48.85%
Cookies	300	120	39.98%	178	59.30%	145	48.21%
<b>Total</b>	<b>20,280</b>	<b>17,727</b>	<b>87.41%</b>	<b>13,346</b>	<b>65.81%</b>	<b>13,785</b>	<b>67.98%</b>

\*As certified by Abhay Kumar, Independent Chartered Engineer, by certificate dated December 10,2024

### Crazy Bakery Udyog Private Limited G-3 & 3A, Sector-15, GIDA, Gorakhpur (U.P.)- 273209:

Products	Capacity (MT)	As on March 31, 2024		As on March 31, 2023		As on March 31, 2022	
		Utilization (MT)	Utilization (%)	Utilization (MT)	Utilization (%)	Utilization (MT)	Utilization (%)
Chips	1080.00	240	22.22%	263	24.35%	267	24.75%
Namkeen	900.00	171	19.00%	232	25.78%	338	37.57%
Rusk	1800.00	1707	94.83%	826	45.89%	1060	58.87%
Snacks	1800.00	219	12.17%	338	18.78%	448	24.91%
<b>Total</b>	<b>5580.00</b>	<b>2,337</b>	<b>41.88%</b>	<b>1,659</b>	<b>29.73%</b>	<b>2,113</b>	<b>37.87%</b>

\*As certified by Abhay Kumar, Independent Chartered Engineer, by certificate dated December 10,2024

## INFORMATION TECHNOLOGY

An appropriate information technology infrastructure is important to support the growth of our business. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods and orders from distributors.

With Tally as our ERP solution, we can efficiently manage accounting, inventory, sales, purchase orders, and payroll. This solution enhances our ability to make informed decisions, improve operational efficiency, and ensure compliance with regulatory requirements.

## PROCUREMENT OF RAW MATERIALS

We use a variety of raw materials such as wheat flour, sugar, edible oils, spices, salt, dairy products, and other ingredients in the production of our bakery and snack products. Additionally, we utilise packaging materials including plastic films, paper, metal foils, and laminated packaging. We also source various types of food additives, preservatives, emulsifiers, and flavouring agents. The raw materials are procured from our suppliers based on purchase orders, and we do not have any long-term purchase agreements or firm commitments executed with them. We reserve the right to claim for rejections that result from raw material issues.

The table set forth below provides the raw materials purchased for the period ended June 30, 2024, and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 on a consolidated basis:

Sr No.	Items	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
1	Maida	503.43	2,537.43	2,431.95	1,830.36
2	Sugar	64.95	491.71	433.26	536.71
3	Refined & Vanaspati Oils	43.65	240.58	264.44	387.20
4	Yeast	29.11	189.04	169.99	216.66
5	Chana Dal	188.43	159.09	231.03	-
6	Potato	49.05	107.83	85.30	-
7	Other Raw Materials	126.55	222.75	862.07	328.83
	<b>Total</b>	<b>1,005.18</b>	<b>3,948.42</b>	<b>4,478.03</b>	<b>3,299.76</b>

The table set forth below provides the Top 10 Suppliers for the period ended June 30, 2024, and for the year ended March 31, 2024, March 31, 2023, and March 31, 2022 on a consolidated basis:

Sr No.	Party Name	For the period ended June 30, 2024		For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
		Amount (₹ in lakhs)	% of Total Purchases	Amount (₹ in lakhs)	% of Total Purchases	Amount (₹ in lakhs)	% of Total Purchases	Amount (₹ in lakhs)	% of Total Purchases
1	Supplier 1	188.10	12.53	589.53	8.12	785.15	11.53	713.31	12.88
2	Supplier 2	140.64	9.37	405.94	5.59	412.75	6.06	531.09	9.59
3	Supplier 3	93.90	6.26	283.69	3.91	382.61	5.62	495.41	8.94
4	Supplier 4	78.15	5.21	274.31	3.78	242.70	3.56	288.61	5.21
5	Supplier 5	58.70	3.91	251.48	3.46	197.18	2.89	216.66	3.91
6	Supplier 6	49.04	3.27	244.28	3.37	164.21	2.41	215.44	3.89
7	Supplier 7	38.98	2.60	234.19	3.23	149.64	2.20	185.29	3.35
8	Supplier 8	27.88	1.86	178.56	2.46	142.34	2.09	184.60	3.33
9	Supplier 9	25.48	1.70	163.83	2.26	106.95	1.57	183.72	3.32
10	Supplier 10	24.27	1.62	155.36	2.14	100.54	1.48	173.35	3.13
	<b>Total</b>	<b>725.14</b>	<b>48.32</b>	<b>2,781.16</b>	<b>38.32</b>	<b>2,684.08</b>	<b>39.40</b>	<b>3,187.49</b>	<b>57.55</b>

## PACKAGING

Packaging is a key aspect of how we ensure the quality and freshness of our products. For our dry snacks, we use laminates as the primary packaging material, which effectively extends the shelf life to three to six months. Automated machines pack our snacks into various sizes with consistency and precision. For secondary packaging, we rely on impact and moisture-resistant Low-Density Polyethylene (LDPE) bags to protect the primary packs during shipping and distribution, ensuring they reach customers in perfect condition.

For our bakery products, such as bread, we use specialised packaging to maintain their freshness. Polyethylene film is our preferred material, as it prevents oxygen exposure and can be filled with nitrogen to avoid oxidation.

To preserve the quality of our bakery items, we carefully maintain optimal packaging conditions, including a humidity level of 75%-80% and a temperature of 22-26°C. By aligning our packaging methods with the unique needs of our products, we ensure they remain fresh, safe, and ready for our customers to enjoy.

## LOGISTICS

We operate our own fleet of 35 transportation vehicles which are suitable for the transportation of bakery goods, ensuring timely and efficient day-to-day dispatch of shorter shelf-life products, including bread, buns, and cakes. We also use our transportation vehicles to distribute our snacks in Uttar Pradesh and Bihar. This dedicated fleet allows us to maintain the freshness and quality of our products while meeting the demands of our customers.

In addition to our in-house transportation capabilities, we also engage third-party carrier vehicles to deliver products over long distances and distribute other items, such as namkeen, chips, snacks, cookies, and cakes, as needed. This flexible logistics approach ensures that we can effectively meet customer demands across various locations while maintaining high standards of service and product quality.

As on November 30, 2024, the various types of vehicles used by the company and its subsidiaries are:

Sr No.	Type of Vehicles	Number
1	Goods Carrier	14
2	Light Goods Vehicle	7
3	Medium Goods Vehicle	5
4	Motor Car	3
5	Other (E-Rickshaw and Three-Wheeler)	6
	<b>Total</b>	<b>35</b>

## EXPORTS AND EXPORT OBLIGATION

Our Company does not have any export/export obligation as on the date of this Draft Red Herring Prospectus.

## COMPETITION

We face tough competition in the Indian snack food market from both local and international companies. There are also many small, unorganized players in our area. We compete mainly on quality, services, price, and how reliably we can supply and distribute our products. However, we believe the quality and selling price of our products, extensive distribution network in our core markets and the wide variety of offered products enables us to gain an edge over our competitors.

To compete effectively, we focus on maintaining high product quality, delivering on time, and offering competitive prices. This approach helps us build and strengthen our brand over time, expanding our customer base.

## MARKETING

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. We also use expos, newspapers, and social media to promote our products during festive events, ensuring they reach a wider audience.

## COLLABORATIONS

As on date of this Draft Red Herring Prospectus, we have not entered into any technical or financial collaborations or agreements.

## UTILITIES AND INFRASTRUCTURE FACILITIES

### Power and Fuel

Due to the scale of our manufacturing operations, we require substantial amounts of power and fuel. We need specific power to process raw ingredients and package products at the right temperatures. Currently, we are dependent on State electricity supply from Purvanchal Vidyut Vitaran Nigam Limited and utilize diesel generators to maintain operations during power outages or emergencies. Additionally, we have installed energy-efficient equipment at our manufacturing units.

### Electricity

We have two electricity connections for our manufacturing facility at Sector-13, GIDA, Sahjanwa, Gorakhpur 273209: one for 200 KVA and another for 150 KVA, respectively. Additionally, we have a 400 KVA electricity connection for our facility at G-3 Sector-15, GIDA, Sahjanwa, Gorakhpur 273209, all provided by Purvanchal Vidyut Vitaran Nigam Limited.

### Water

The manufacturing facilities have multiple borewells on-site, with water extracted via pumps for production and consumption. Two heavy-duty RO plants, each with a capacity of 500 LPH, are installed at each manufacturing facility for water purification and TDS (Total Dissolved Solids) level reduction. Additionally, wastewater generated during operations is treated on-site, and the treated water is repurposed to irrigate trees and plants around the factory premises.

### Power Backup: -

The manufacturing facility located at DL-2, Sector-13, GIDA, Sahjanwa, Gorakhpur 273209 has installed

Particulars	Capacity	Quantity
Diesel Generator	200 KW	2
Diesel Generator	400 KW	1
Diesel Generator	45 KW	1
Diesel Generator	5 KW	1

The manufacturing facility located at G-3, Sector-15, GIDA, Sahjanwa, Gorakhpur 273209 has installed:

Particulars	Capacity	Quantity
Diesel Generator	120 KW	1
Diesel Generator	500 KW	1

These generators guarantee that our machinery operates continuously and support essential processes such as temperature control in baking, mixing, and packaging, which are vital for maintaining the integrity and quality of our products. By providing a stable energy source, these generators facilitate smooth production workflows, enabling us to meet customer demands efficiently and uphold our commitment to delivering high-quality snacks and baked goods.

### PLANT & MACHINERY:

To maintain the standard of our products, we have installed the following quality plants and equipments at our manufacturing facilities:

Sr. No	Description of Plant & Machinery	Number of Pcs
1	Baking Trolley	16
2	Cooling Trolley	13
3	Spiral Mixer	26
4	Slicer	16
5	Chilling plant	9
6	Cooling Air Washer	2
7	Deep Freezer	1
8	Dividing Table	17
9	Dropping Machine	1

10	High Speed Mixer	2
11	Oven	20
12	Planetary mixer	1
13	Rolling Machine	1
14	Shifter	2
15	Water Measuring tank	2
16	Packaging Machine	12
17	Trolley	2

## HUMAN RESOURCES

As of November 30, 2024, our Company employs a total of 225 individuals whose contributions are instrumental in sustaining our competitive edge in the market. Recognizing the importance of a skilled workforce, we implement comprehensive human resource policies that prioritise training and development of our staff. These policies are designed not only to enhance the skill sets of our employees but also to promote retention and foster a supportive work environment. By investing in our employees, we aim to cultivate a dedicated and proficient team that is aligned with our organisational goals.

The following table sets forth a breakdown of our employees by department wise.

Sr. No.	Department	Number of employees
1	Sales & Marketing	76
2	Production, Research & Development	42
3	Dispatch	27
4	Logistic-Transport	23
5	Maintenance	23
6	Accounts	8
7	Admin	6
8	Packing and Printing	6
9	Mess	4
10	Quality Control	4
11	Store	4
12	Security	2
	<b>Total</b>	<b>225</b>

In addition, we contract with third-party manpower and services firms for the supply of contract labour for certain services at our manufacturing units. As on November 30, 2024, there are 218 contract labourers who are working at our factories hired from independent contractors supplying manpower services.

## INSURANCE

We maintain insurance policies standard for our industry, which are periodically reviewed to ensure adequate coverage. While we take steps to limit and mitigate liability, our insurance may not always be enforceable, and liability limitations may not fully protect us from all damages. For further details, please refer to “*Risk Factors*” of this Draft Red Herring Prospectus.

We have secured insurance coverage for various risks, including fire, earthquake and machinery breakdown. This coverage is obtained through an industrial all-risk policy, along with burglary insurance for our factory building, plant, machinery, and stock.

The table below provides a breakdown of our insurance policies for the building, stock, and plant and machinery.

Address	Policy Number	Insurer	Validity		Insured Item	Sum Insured (₹ in lakhs)
			From	To		
Crazy Snacks Limited	OG-25-1303-	Bajaj Allianz	May 18,	May 17,	Plant & Machinery	1,200.00

DL-2 Sector-13, Gida, Sahjanwa, Gorakhpur 273209	4057-00000009	General Insurance Company Limited.	2024	2025	Building	256.19
					Stock	1,250.00
					Furniture & Fittings	10.00
					<b>Total Insured Sum</b>	<b>2,716.19</b>
Crazy Bakers Private Limited, DL-1 Sector - 13, Gida, Sahjanwa, Gorakhpur 273209	OG-25-1303-4057-00000010	Bajaj Allianz General Insurance Company Limited.	May 16, 2024	May 15, 2025	Building	610.38
					<b>Total Insured Sum</b>	<b>610.38</b>
Shri Pramodaay Bhawan, 10 Park Road, Civil Line, Gorakhpur-273001	12754191	IFFCO-TOKIO General Insurance Co. Ltd	April 24, 2024	April 28, 2025	Office Premises	128.53
					<b>Total Insured Sum</b>	<b>128.53</b>
Crazy Bakery Udyog Private Limited, G-3 & G-3A, Sector 15 Gida, Sahjanwa, Gorakhpur - 273209	OG-25-1303-4057-00000011	Bajaj Allianz General Insurance Company Limited.	May 24, 2024	May 24, 2024	Building	1,000.00
					Inventory	1,400.00
					Furniture, Fixture and Fittings	10.00
					Plant and Machinery	1,355.00
					<b>Total Insured Sum</b>	<b>3,765.00</b>

Details of our total insurance coverage vis-à-vis our net assets as on March 31, 2024, on consolidated basis, is set out below:

Particulars	As on June 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Insurance coverage* (A)	6,481.19	5,759.87	4,033.93	1,989.87
Net assets** as per Restated Consolidated Financial Information (B)	4,861.15	4,830.14	4,990.47	1,806.17
Net tangible assets*** (C)	4,856.58	4,824.73	4,988.84	1,806.05
Insurance expenses as per Restated Consolidated Financial Information	4.26	14.83	9.49	14.19
Insurance coverage times the net assets (A/B)	1.33	1.19	0.81	1.10
Insurance coverage times the net tangible assets (A/C)	1.33	1.19	0.81	1.10

\* Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance

\*\*Net assets = Property, Plant and Equipment (net block) + Capital Work in Progress + Intangibles (net block) + Investment Property (Buildings net block) + Inventories

\*\*\* 'Net Tangible Assets' means net block of Property, Plant and Equipment, capital work in progress for fixed assets (including capital advances), Current Assets, Non-current assets (other than Net block of Property, Plant and Equipment, Intangible Assets and Deferred Tax) and excludes Borrowings (secured loans and unsecured loans) and current and non-current liabilities and provisions.

#### PLACE OF BUSINESS OF THE COMPANY

Our registered office is situated at Shri Pramodaay Bhawan, 10, Park Road Officers Residence Lane, Near Sahara Press, Gorakhpur, Uttar Pradesh-273 001.

Our two manufacturing facilities are situated at:

Crazy Snacks Limited DL-1, Sector-13, GIDA, Sahjanwa, Gorakhpur (U.P.)- 273209, and DL-2, Sector-13, GIDA, Gorakhpur (U.P.)- 273 209 (Construction on both lands are combined).


Crazy Bakery Udyog Private Limited, Plot No. G-3 & 3A, Sector-15, GIDA, Gorakhpur (U.P.)- 273 209 (Construction on both lands are combined).

As of the date of this Draft Red Herring Prospectus, we are conducting our operations from the following listed properties:


Sr. No	Owner/Lessee	Use	Property Location	Area	Status
1	M/s Crazy Snacks Private Limited	Factory Premises	DL-2, Sector-13, GIDA, Sahjanwa, Gorakhpur-273209	4800 sq. Meters	Lease Hold
2	M/s Crazy Bakers Private Limited	Factory Premises	DL-1, Sector-13, GIDA, Sahjanwa, Gorakhpur-273209	9603 sq. meters	Rented
3	M/s Crazy Bakery Udyog Private Limited	Factory Premises	G-3, Sector 15 Gida, Sahjanwa, Gorakhpur – 273209	6000 sq. Meters	Leasehold
4	M/s Crazy Bakery Udyog Private Limited	Factory Premises	G-3A, Sector 15 Gida, Sahjanwa, Gorakhpur – 273209	7833 sq. Meters	Leasehold
5	Navin Kumar Agrawal & Upma Agrawal	Registered Office	Shri Pramodaay Bhawan,10 Park Road, Civil Line, Gorakhpur-273001	2328 sq. ft	Rented

#### INTELLECTUAL PROPERTY: -





Our commitment to safeguarding intellectual property ensures the protection of our brand and business interests. As of date of Draft Red Herring Prospectus, we have registered the following trademarks in India under multiple trademark classes:

Sr. No.	Trademark	Trademark Ownership	Class Registration No.	Application No./Trademark No.	Date of Application	Valid Upto
1.	<b>BECRAZY</b>	Crazy Snacks Private Limited	30	3686382	November 24, 2017	November 24, 2027
2.		Crazy Snacks Private Limited	29	4280276	August 30, 2019	August 30, 2029
3.	<b>BEACRAZYWHATABITE</b>	Crazy Snacks Private Limited	30	4671498	September 24, 2020	September 24, 2030



4.	<b>BEACRAZY</b>	Crazy Snacks Private Limited	35	5122540	September 08, 2021	September 08, 2031
5.	<b>CRAZY</b>	Crazy Snacks Private Limited	35	5122541	September 08, 2021	September 08, 2031
6.	<b>BITYMAJICALCAKES</b>	Crazy Snacks Private Limited	30	5122542	September 08, 2021	September 08, 2031
7.	<b>CRAZYDOUBLEDIP</b>	Crazy Snacks Private Limited	30	5122543	September 08, 2021	September 08, 2031
8.		Crazy Snacks Private Limited	30	5122544	September 08, 2021	September 08, 2031

As of the date of this Draft Red Herring Prospectus, the following trademarks have been applied for registration in India, and the applications are currently pending approval:

Sr. No.	Trademark	Owner of Trademark	Class Registration No.	Application No./Trademark No.	Date of Application	Status of Application
1.		Crazy Snacks Private Limited	30	3577764	June 23, 2017	Opposed
2.		Crazy Snacks Private Limited	30	3577765	June 23, 2017	Opposed
3.	<b>BAKED GOLD</b>	Crazy Snacks Private Limited	30	3686380	November 24, 2017	Opposed
4.	<b>BITY</b>	Crazy Snacks Private Limited	30	4169952	May 07, 2019	Opposed
5.		Crazy Snacks Private Limited	30	4280275	August 30, 2019	Opposed
6.		Crazyfun Foods Private Limited	30	4499904	May 12, 2020	Opposed

7.		Crazy Bakery Udyog (Partnership firm)	29	4625257	August 26, 2020	Opposed
8.		Crazy Bakery Udyog (Partnership firm)	30	4625258	August 26, 2020	Accepted and advertised
9.		Crazy Snacks Private Limited	30	5155090	September 30, 2021	Objected
10.		Crazy Snacks Private Limited	30	5155091	September 30, 2021	Accepted and advertised

*\*The Company has made application for change in the name of company from Private Limited to Public Limited*

**The details of Domain Name registered in the name of the Company are: -**

Sr. No	Domain Name and ID	Sponsoring Registrar	Registrant	Creation Date	Registration Expiry Date
1	<a href="http://www.crazy.org.in">www.crazy.org.in</a>	PDC International	PDC International	July 20, 2024	July 19, 2025

## PRODUCT DEVELOPMENT

Our product development team continuously focuses on market research and analysis into evolving customer trends and preferences, for the purpose of introducing new products in the market to maintain our competitive position in the industry. Such product development work is manifested through changes in product composition, launching of new flavours and varieties of existing snacks, amongst others.

## HEALTH AND SAFETY

Our activities are subject to pollution control laws and various regulations which govern, among other matters, the storage and handling of raw materials and finished goods. For further information, please refer to the chapter titled “Key Industry Regulations and Policies” of this DRHP. We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations.

We have complied, and will continue to comply, with all applicable laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, please see the chapter titled “Government and Other Approvals” of this Draft Red Herring Prospectus.

## QUALITY CONTROL

We place significant emphasis on quality control. We have a quality control team which ensures raw materials and finished goods are in line with our quality standards. Our quality control lab within our facilities is used to carry out the tests. We have implemented internal procedures to ensure quality control at various stages of production, from procurement and processing of raw material to inventory storage. Our manufacturing unit has

personnel responsible for monitoring the parameters of raw materials, semi-finished and finished products, reporting any irregularities in the production process and making corrections accordingly.

Our manufacturing facilities at DL-2, Sector-13, GIDA, Sahjanwa, Gorakhpur-273209 and G-3 & G-3A, Sector 15 Gida, Sahjanwa, Gorakhpur – 273209 have been granted quality certifications including:

We have obtained requisite licenses and registration from Food Safety and Standards Authority of India, Legal Metrology Department, International Organization for Standardization and Factory Licenses to ensure our products are quality.

The detailed list of certifications taken by the company are: -

Sr. No	Particulars of Certification	Certificate No.	Initial Certificate Date	Validity End Date
1	ISO 22000:2018	QVA-CLHV-23-1418190	January 14, 2023	January 13, 2026
2	ISO 22000:2018	QVA-CLHV-23-1418189	January 14, 2023	January 13, 2026
3	Certificate of Registration under Legal Metrology (Packed Commodities), Rules, 2011	006377	April 30, 2024	May 03, 2025
4	License under Food Safety and Standards Authority Act, 2006	10012051000073	March 15, 2024	April 16, 2029
5	Registration and License to work a factory under the Factories Act, 1948	UPFA59000087	January 01, 2021	December 31, 2025

## KEY REGULATIONS AND POLICIES

*The following description is a summary of certain sector-specific laws currently in force in India, which are applicable to our Company. The information detailed in this chapter has been obtained from various legislations including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities and publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and administrative interpretations are subject to modification or clarification by subsequent legislative, judicial or administrative decisions. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain.*

*The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For information on regulatory approvals obtained by us, see “**Government and Other Approvals**” on page 261. We are required to obtain and regularly renew certain licenses / registrations / sanctions / permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned authorities under the relevant central and state legislations and local byelaws.*

*Following is an overview of some of the important laws and regulations, which are relevant to our business.*

### **INDUSTRY-SPECIFIC LAWS**

#### ***The Food Safety and Standards Act, 2006 (“FSSA”) and the regulations framed thereunder***

The FSSA was enacted on August 23, 2006, repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA pursues to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for laying down 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, and for matters connected therewith or incidental thereto. The standards prescribed by the FSSAI include specifications for food additives, flavourings, processing aids and materials in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. Under the provisions of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

In exercise of powers under the FSSA, the FSSAI has also framed the Food Safety and Standards Rules, 2011 (“FSSR”). The FSSR sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA also lays down penalties for various offences, including recall procedures. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various food business operators (“FBOs”), including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.

In terms of the Food Safety and Standards (Food Recall Procedure) Regulations, 2017, every FBO engaged in manufacture, importation or wholesale supply of food is required to have a food recall plan. The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of pre-packaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.

According to the Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

#### ***Legal Metrology Act, 2009 (“Legal Metrology Act”)***

The Legal Metrology Act came into effect on January 13, 2010 and has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks 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 for prescribed specifications for all weights and measures used by an entity to be based on metric system based on the international system of units only.

#### ***Legal Metrology (Packaged Commodities) Amendment Rules, 2017 (“Packaged Commodity Rules”)***

The Packaged Commodity Rules have amended the Legal metrology (Packaged Commodities) Rules, 2011 and lays down specific provisions applicable to packages intended for retail sale, whole-sale and for export and import. Pursuant to the packaged Commodity Rules, any pre-packaged commodity sold for use and consumption by the citizens must properly mention several details such as, the description and quantity of ingredients, date of manufacturing, date of expiry (for items prone to expiration), weight, statutory warnings, manufacturer address, contact and some other info like consumer care details, country of origin, etc.

#### ***The Agricultural and Processed Foods Products Export Development Authority Act, 1985 (the APEDA Act)***

The APEDA Act provides for establishment of Agricultural and Processed Food Products Export Development Authority (the “APEDA”) for the development and promotion of export of certain agriculture and processed food products. Persons exporting any one or more of the products specified in the schedules to the APEDA Act are required to be registered under the APEDA Act and are required to adhere to specified standards and specifications. The APEDA Act provides for imprisonment and monetary penalties for breach of its provisions. Further, the 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.

#### ***Bureau of Indian Standards Act, 1986 (the “BIS Act”)***

The BIS Act provides for the establishment of a bureau for the standardisation, marking and quality certification of goods. The BIS Act provides for the functions of the Bureau of Indian Standards which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify a standard mark to be called the, Bureau of Indian Standards Certification Mark, which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make such inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

#### ***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations 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. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

#### ***The Micro, Small and Medium Enterprises Development Act, 2006 (the “MSME Act”)***

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

#### ***Motor Vehicles Act, 1988 (“Motor Vehicles Act”) R/w Central Motor Vehicle Rules, 1989***

The Motor Vehicles Act imposes liability on every owner or person responsible for a motor vehicle to ensure that every person who drives the motor vehicle holds an effective driving license. No motor vehicle can be used as a transport vehicle unless the owner of the vehicle has obtained the required permit granted or countersigned by a Regional or State Transport Authority or any prescribed authority authorizing him the use of the vehicle in that place in the manner in which the vehicle is being used.

### ***Local Municipal Laws***

Our Company is subject to various laws framed by the municipal corporations of the states in which our stores and distribution and packing centers are located, which regulate and require us to obtain licenses for, among others, selling certain kinds of food products, quantity of products which can be stocked, sold and packed and usage of hoardings.

## **TAX RELATED LAWS**

### ***Income Tax***

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. 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 30th September of each assessment year.

### ***Goods and Service Tax (GST)***

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017(UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made there under. It replaces following indirect taxes and duties at the central and state levels.

## **ENVIRONMENT RELATED LAWS**

### ***Environment Protection Act, 1986***

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. The EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both.

### ***Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)***

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

### ***Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)***

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants

laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

## **LABOUR LAWS**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Equal Remuneration Act, 1976, Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, Public Liability Insurance Act, 1991, Trade Union Act, 1926, Child Labour (Prohibition and Regulation) Act, 1986 and the Maternity Benefit Act, 1961.

### ***Factories Act, 1948 (the "Factories Act")***

The Factories Act defines a "factory" to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, even while there may not be an electrically aided manufacturing process being carried on. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions.

### ***Payment of Wages Act, 1936 ("POW Act")***

The POW Act was enacted with a view to ensuring that wages payable to employed persons covered by the Act were disbursed by the employers within the prescribed time limit and that no deductions other than those authorised by law were made by them. It applies to the persons employed in a factory, industrial or other establishment, where the monthly wages payable are less than Rs.21,000/- whether directly or indirectly, through a sub-contractor and provides for the imposition of fines on persons responsible for payment of wages and deductions and lays down wage periods. Employers have to compulsorily maintain register of wages, register of fines, register of deduction for damages or loss, and register of advances in the prescribed forms.

### ***Workmen's Compensation Act, 1923 ("WCA")***

Workmen's Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

### ***Contract Labour (Regulation And Abolition) Act, 1970***

The Contract Labour (Regulation and Abolition) Act, 1970 has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or to any contractor who employed 20 or more workmen were on any day of the preceding 12 months as contract labour. Every contractor to whom the CLRA applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages.

### ***Employees' State Insurance Act, 1948***

It Employees' State Insurance Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make

provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

***Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF ACT")***

The EPF Act applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013***

The POSH Act was enacted to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The POSH Act mandates every employer to provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace. The POSH Act provides that employers must formulate a policy against sexual harassment at workplace and that policy needs to be disseminated. The POSH Act defines sexual harassment to include any unwelcome acts or a sexually determined behaviour (whether directly or by implication). Workplace under the POSH Act has been defined very broadly to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and any place visited by the employee arising out of or during the course of employment.

***Industrial Disputes Act, 1947 ("ID Act")***

The ID Act was enacted to make provisions for, inter alia, the investigation and settlement of industrial disputes. Industrial dispute under the ID Act means any dispute or difference between employers and employees, or between employers and workmen, or between workmen and workmen, which is connected with the employment or non-employment or the terms of employment or with the conditions of labour, of any person. The ID Act enumerates the contingencies when a strike or lock-out can be lawfully resorted to, when they can be declared illegal or unlawful, conditions for laying off, retrenching, discharging or dismissing a workman, circumstances under which an industrial unit can be closed down and other matters related to industrial employees and employers.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

***a) The Code on Social Security, 2020 ("Social Security Code")***

The Government of India enacted The Code on Social Security, 2020 which received the assent of the President of India. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. The code proposes to subsume, inter alia, the Employees 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 Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employees Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security, 2020 were notified on November 13, 2020. The draft rules propose to subsume, inter alia, the Employees State Insurance (Central) Rules, 1950 and the Payment of Gratuity (Central) Rules, 1972.

***b) The Industrial Relations Code, 2020***

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

***c) The Code on Wages, 2019 (the "Wage Code")***

The Government of India enacted The Code on Wages, 2019 which received the assent of the President of India. The code proposes to subsume the Equal Remuneration Act, 1976, the Minimum Wages Act, 1948, the



Payment of Bonus Act, 1965 and the Payment of Wages Act, 1936. The provisions of this code will be brought into force on a date to be notified by the Central Government, with certain of the provisions thereunder notified already. 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.

***d) The Occupational Safety, Health and Working Conditions Code, 2020***

The Act consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

These provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

**Certain other Labour laws and regulations that may be applicable to our Company include the following:**

- Child Labour (Prohibition and Regulation) Act, 1986;
- Equal Remuneration Act, 1976;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961;
- Trade Union Act, 1926;
- Public Liability Insurance Act, 1991

**INTELLECTUAL PROPERTY LAWS**

Certain laws relating to intellectual property rights applicable to us are as follows:

***The Trade Marks Act, 1999 (“Trade Marks Act”)***

The Trade Marks Act governs the law pertaining to the protection of trademarks in India. It 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. Once a mark is registered, it is valid in India only for a period of 10 years and can be renewed from time to time in perpetuity. The Trade Marks Act also prohibits any registration of deceptively similar trademarks or compounds, among others. It also provides for infringement, falsifying and falsely applying for trademarks.

***The Copyright Act, 1957 (“Copyright Act”)***

The Copyright Act serves to create property rights for certain kinds of intellectual property, generally called works of authorship. The intellectual property protected under the Copyright Act includes copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as prima facie evidence of the particulars entered therein and may help expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Upon registration, the copyright protection for a work exists for a period of 60 years following the demise of the author. Reproduction of a copyrighted work for sale or hire and issuing of copies to the public, among others, without consent of the owner of the copyright are acts which expressly amount to an infringement of copyright.

**GENERAL LAWS**

***Indian Contract Act***

The Indian Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract.

***Sale of Goods Act, 1930 (the “Sale of Goods Act”)***

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based

on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### ***The Companies Act, 2013***

The Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between the set of competing factors, namely, management autonomy and investor protection.

### ***Competition Act, 2002***

The Competition Act, 2002 (“Competition Act”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anticompetitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“Competition Commission”) which became operational from May 20, 2009, has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising, or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### ***The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder***

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

### ***Negotiable Instruments Act, 1881***

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

### ***Industrial (Development and Regulation) Act, 1951***

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

#### ***Customs Act, 1962 ("Customs Act")***

The Customs Act, as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any company intending to import or export goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, Government of India.

#### ***The Specific Relief Act, 1963***

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. "Specific performance" means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

#### ***The Registration Act, 1908***

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose. The purpose of Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. Evidence of registration is available through an inspection of relevant land records, which usually contains details of the registered property.

#### ***The Indian Stamp Act, 1899 ("Stamp Act")***

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one State to another. Certain State in India have enacted their own legislation in relation to stamp duty while the other State have adopted and amended the Stamp Act, as per the rates applicable in the State. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from State to State.

#### ***Consumer Protection Act, 2019 ("Consumer Protection Act") AND Rules Made Thereunder***

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding

compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The ECommerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

### ***Code of Civil Procedure, 1908***

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised. The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

### ***Bhartiya Nyaya Sanhita, 2023***

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

### ***Bhartiya Nagrik Suraksha Sanhita Act, 2023***

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

### ***Bhartiya Sakshya Adhinyam Act, 2023***

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

### ***Arbitration & Conciliation Act, 1996***

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### **FDI POLICY**

#### ***The Foreign Trade (Regulation and Development) Act, 1992 And The Rules Framed Thereunder (“FTA”)***

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with 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. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the FTA, including formulation and implementation of the Export-Import (“EXIM”) Policy. The FTA prohibits anybody from undertaking any import or export except under an Importer-Exporter Code number (“IEC”) granted by the Director General of Foreign Trade pursuant to Section 7 of the FTA. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. Failure to mention IEC number attracts a penalty of not less than ₹10,000 and not more than five times the value of the goods or services or technology in respect of which any contravention is made or is attempted to be made, whichever is made. The IEC shall be valid until it is cancelled by the issuing authority.

#### ***Foreign Trade Policy***

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP. Under the Foreign Trade (Development and Regulation) Act, 1992, the Central Government is empowered to periodically formulate the Export Import Policy (the —EXIM Policy) and amend it thereafter whenever it deems fit. All exports and imports must be in compliance with the EXIM Policy. The iron and steel industry has been extended various schemes for the promotion of exports of finished goods and imports of inputs. The major schemes available are the Duty Exemption and Remission Scheme and the Export Promotion of Capital Goods (—EPCG) Scheme. The Duty Exemption Scheme enables duty free imports of inputs required for the production of exports by obtaining an advance license. The Duty Remission Scheme enables post export replenishment/remission of duty on inputs used in the export product. This scheme consists of a Duty Free Import Authorisation Scheme (—DFIA), the Duty Drawback Scheme (—DBK) and the Duty Entitlement Pass Book (the —DEPB). DFIA enables duty free replenishment of inputs used in manufacture of exports. Under the DEPB Scheme, exporters on the basis of notified entitled rates are granted duty credit, which would entitle them to import goods, except capital goods, without duty.

#### ***Foreign Exchange Management Act, 1999 (“FEMA”) And Regulations Framed Thereunder.***

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India)

Regulations, 2000 (“FEMA Regulations”), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

**OTHER LAWS:**

In addition to the above, our Company is also required to comply with the provisions of the SEBI regulations and rules framed thereunder, and other applicable statutes enacted by the Government of India or relevant state governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief History of our Company

Our Company was originally incorporated as “Crazy Snacks Private Limited” on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to “Crazy Snacks Limited”, and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC. The Corporate Identification Number of our Company is U51224UP1995PLC019164. For details of incorporation, change of name and registered office of our Company.

### Corporate Profile of our Company

For information on our Company’s profile, activities, products/services, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapters titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 114, 93, 153, 174, and 241 respectively of this Draft Red Herring Prospectus. Our Company has sixteen shareholders as on the date of filing of this Draft Red Herring Prospectus.

### Changes in the Registered Office of our Company since Incorporation

We set out below the changes in the registered office of our Company since inception till filing of this Draft Red Herring Prospectus.

Date of Change	Particulars of Registered Office	Reason(s) for Change
December 13, 1995	Shorewala Kothi, Gandhi Park, Townhall, Gorakhpur, Uttar Pradesh-273001	Operational and Administration convenience
April 20, 2002	Kansal House, Dewan Bazar, Gorakhpur, Uttar Pradesh-273001	Operational and Administration convenience
January 23, 2017	Shri Pramodaay Bhawan, 10, Park Road, Officers Residence Lane, Near Sahara Press, Gorakhpur, Uttar Pradesh-273001	Operational and Administration convenience

### Major Events in the History of our Company

Year	Key Events / Milestone / Achievements
1995	Started our journey by manufacturing breads in the name and style of ‘Crazy Snacks Private Limited’.
2019	Launched New Product ‘Layer Cake’ and ‘Cupcake’ under the brand name “BITY” with Fully Automated Production.
2024	Change in constitution of our Company from Private into Public Limited.

### Main objects of Our Company

The main objects of our Company as set forth in the Memorandum of Association are as follows:

1. To carry on the business processors, producers, traders, importers, importers, exporters, agents and dealers in all kinds of breads, cakes, biscuits, chocolates, confectionery, glucose, baked foods, ice products, milk products, aerated or mineral water, alcoholic drinks, processed foods and preparations from fruits, dry fruits, coffee, cocoa, tea, vegetable or other agricultural or similar products anywhere in India or elsewhere India.
2. To carry on business as producers, agents, dealers and traders in all types of raw material, packing materials or any other item required to manufacture any of the above items.

### Amendments to the Memorandum of Association of our Company since incorporation

Since incorporation, the following changes have been made to the Memorandum of Association of our Company:

Sr. No.	Particulars of Amendment	Date of Shareholders' approval
<b>1.</b>	<b>Change in Capital Clause</b>	
i.	Increase in authorized share capital of our Company from ₹ 5,00,000 divided into 5,000 Equity shares of ₹ 100 each to ₹ 50,00,000 divided into 50,000 Equity shares of ₹ 100 each	September 09, 1996
ii.	Increase in authorized share capital of our Company from ₹ 50,00,000 divided into 50,000 Equity shares of ₹ 100 each to ₹ 55,00,000 divided into 55,000 Equity shares of ₹ 100 each	March 25, 2014
iii.	Increase in authorized share capital of our Company from ₹ 55,00,000 divided into 55,000 Equity shares of ₹ 100 each to ₹ 1,50,00,000 divided into 1,50,000 Equity shares of ₹ 100 each	March 27, 2015
iv.	Increase in authorized share capital of our Company from ₹ 1,50,00,000 divided into 1,50,000 Equity shares of ₹ 100 each to ₹ 2,00,00,000 divided into 2,00,000 Equity shares of ₹ 100 each	March 28, 2017
v.	Increase in authorized share capital of our Company from to ₹ 2,00,00,000 divided into 20,00,000 Equity shares of ₹ 10 each to ₹ 3,00,00,000 divided into 30,00,000 Equity shares of ₹ 10 each	October 30, 2021
vi.	Increase in authorized share capital of our Company from to ₹ 3,00,00,000 divided into 30,00,000 Equity shares of ₹ 10 each to ₹ 20,00,00,000 divided into 2,00,00,000 Equity shares of ₹ 10 each	December 18, 2023
vii.	Increase in authorized share capital of our Company from to ₹ 20,00,00,000 divided into 2,00,00,000 Equity shares of ₹ 10 each to ₹ 25,00,00,000 divided into 2,50,00,000 Equity shares of ₹ 10 each	April 19, 2024
2.	Sub-division of the face value of equity share of the company from Rs. 100/- (Rupees one hundred only) each to face value of Rs. 10/- (Rupees Ten only) each.	October 30, 2021
3.	Adoption of New Set of Memorandum of Association of the Company pursuant to the provisions of section 13 of the Companies Act, 2013	October 30, 2021
4.	Conversion of Private company into Public company and subsequent change of name of our Company from 'Crazy Snacks Private Limited' to "Crazy Snacks Limited".	April 19, 2024

#### **Capital Raising (Debt/Equity)**

For details of the equity capital raising of our Company, please refer to the chapter titled "Capital Structure" on page 72 of this Draft Red Herring Prospectus.

#### **Injunctions or Restraining Orders**

There are no injunctions/ restraining orders that have been passed against the Company.

#### **Details regarding acquisition of business/undertakings, mergers, amalgamation, revaluation of assets etc.**

Our Company has not made any acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last ten years preceding the date of this Draft Red Herring Prospectus.

#### **Defaults or rescheduling of borrowing with financial institutions/banks**

As on the date of this Draft Red Herring Prospectus, there have been no defaults or rescheduling of borrowings with any financial institutions/banks in respect of borrowings of our Company.

#### **Changes in the activities of our Company during the last five years**

There has been no change in the business activities of our Company during the last five years from the date of this Draft Red Herring Prospectus.

#### **Promoters of our Company**

The Promoters of our Company are Navin Kumar Agarwal and Upma Agrawal. For details, see "Our Promoters and Promoter Group" beginning on page 165 of this Draft Red Herring Prospectus.



**Details of holding company**

The Company has no holding company as on the date of this Draft Red Herring Prospectus.

**Details of Subsidiary Companies**

Our Company has two subsidiaries as on date of this Draft Red Herring Prospectus, namely- Crazy Bakery Udyog Private Limited and Crazyfun Foods Private Limited. For detailed information about our Subsidiaries Companies, please refer to Chapter “*Our Subsidiaries*” on Page 169.

**Details of Associate Company**

As on the date of this Draft Red Herring Prospectus, our Company does not have any Associate Company.

**Number of shareholders of our Company**

Our Company has sixteen shareholders as on the date of filing of this Draft Red Herring Prospectus.

**Shareholders Agreements**

As on date of this Draft Red Herring Prospectus, there are no shareholders agreement executed.

**Other Agreements**

Our Company has not entered into any specific or special agreements except those that have been entered into in the ordinary course of business as on the date of filing of this Draft Red Herring Prospectus.

**Material Agreements**

The Company confirms that, there are no other agreements and clauses / covenants which are material and which need to be disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the public shareholders.

The Company further confirms that as per the Articles of Association (‘AoA’) of the Company as amended from time to time, there are no articles/provisions in the AoA enabling a person to exercise or be entitled to any special rights of any nature.

**Joint Ventures and Collaborations**

As on date of this Draft Red Herring Prospectus, our Company is not a party to any joint venture or collaboration agreements.

**Competition**

For details on the competition faced by our Company, please refer to the chapter titled “*Our Business*” beginning on Page 114 of this Draft Red Herring Prospectus.

**Strategic and financial partnerships**

Our Company has no strategic and financial partners as on the date of filing of this Draft Red Herring Prospectus. For details related to business activity please refer to the chapter titled “*Our Business*” on page 114 of this Draft Red Herring Prospectus.

**Non-Compete Agreement**

Our Company has not entered into any Non-compete Agreement, as on the date of filing this Draft Red Herring Prospectus.

**Launch of key products or services, entry or exit in new geographies**

We have global customer base. For details of launch of key products or services, please refer to the chapter “*Our Business*” on page 114 and “*Objects of the Offer*” on page 85 of this Draft Red Herring Prospectus.

### **Time and Cost Overruns in Setting-up Projects**

As of the date of this Draft Red Herring Prospectus, our company operates in the logistics services. Consequently, there have been no instances of time and cost overruns in the setup of projects.

### **Lock-out or strikes.**

There have been no lock-outs or strikes in our Company since inception.

### **Corporate Profile of our Company**

For details on the description of our Company's activities, the growth of our Company, please see "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis of Offer Price*" on page 114, 241 and 96 of this Draft Red Herring Prospectus.

### **Changes in the Management**

For details of change in management, please see chapter titled "*Our Management*" on page 153 of the Draft Red Herring Prospectus.

### **Changes in accounting policies in last three (3) years**

There have been changes in the accounting policies of our Company in last three years. for more details please refer "Restated Financial Statements" on page 174 of the Draft Red Herring Prospectus.

### **Guarantees provided by our Promoters**

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoters have not given any guarantees to third parties that are outstanding as on the date of filing of this Draft Red Herring Prospectus. Please refer to the chapter titled "*Financial Indebtedness*" beginning on page 249 of this Draft Red Herring Prospectus.

### **Key terms of other subsisting material agreements**

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any subsisting material agreements other than in the ordinary course of business of our Company.

### **Other confirmations**

Neither our Promoters nor any of the Key Managerial Personnel, nor Directors nor any other 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.

## OUR MANAGEMENT

### Board of Directors

As on the date of filing DRHP, our Company has 5 (Five) directors on our Board, of whom one Managing Director, one Non-executive, one Executive Director and other two are Independent Director including two women directors.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term.	Age (years)	Other directorships
<p><b>Navin Kumar Agarwal</b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>DIN:</i> 06957945</p> <p><i>Date of birth:</i> April 19, 1967</p> <p><i>Address:</i> 10 Park Road, Civil Lines, Post office-Sadar, Gorakhpur—273001, Uttar Pradesh, India.</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of Directorship:</i> Managing Director since December 12, 2014</p> <p><i>Current Term:</i> For a term of Five Years with effect from June 11, 2024 to June 10, 2029</p>	57	<p><b>Public Limited Companies:</b></p> <p style="text-align: center;">NIL</p> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>● Monitor Vincom Private Limited</li> <li>● Crazy Bakers Private Limited</li> <li>● Crazy Bakery Udyog Private Limited</li> <li>● Crazyfun Foods Private Limited</li> </ul> <p><b>Foreign Companies:</b> NIL</p> <p><b>Limited Liability Partnership:</b> NIL</p>
<p><b>Upma Agrawal</b></p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>DIN:</i> 00859037</p> <p><i>Date of birth:</i> October 04, 1968</p> <p><i>Address:</i> 202, Saraf Residency, Betiya Hata, Gorakhpur-273001, Uttar Pradesh, India</p> <p><i>Occupation:</i> Business</p> <p><i>Nationality:</i> Indian</p> <p><i>Period of Directorship:</i> Director since April 24, 2002</p> <p><i>Current Term:</i> Non- Executive director since April 17, 2024 liable to retire by rotation.</p>	56	<p><b>Public Limited Companies:</b></p> <ul style="list-style-type: none"> <li>● Ambalika Viniyog Limited</li> </ul> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>● Crazy Bakery Udyog Private Limited</li> <li>● Crazy Bakers Private Limited</li> <li>● Crazyfun Foods Private Limited</li> <li>● Shrinavin India FMCG Brands Private Limited</li> </ul> <p><b>Foreign Companies:</b> NIL</p> <p><b>Limited Liability Partnership:</b> NIL</p>
<p><b>Swedit Garg</b></p> <p><i>Designation:</i> Executive Director and Chief Executive Officer (CEO)</p> <p><i>DIN:</i> 08588697</p>	37	<p><b>Public Limited Companies:</b></p> <p>Nil</p> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>● Grainoes India Private Limited</li> </ul>

Name, Designation, DIN, Date of Birth, Address, Occupation, Nationality, Original Date of Appointment and Current Term.	Age (years)	Other directorships
<p><b>Date of birth:</b> August 28, 1987</p> <p><b>Address:</b> 512/26, 27, 7th lane, Behind Goel Complex, Nishatganj, New Hyderabad, Lucknow, 226007, Uttar Pradesh, India</p> <p><b>Occupation:</b> Business</p> <p><b>Nationality:</b> Indian</p> <p><b>Period of Directorship:</b> Director Since January 01, 2024</p> <p><b>Current Term:</b> Executive Director since August 24, 2024 Liable to Retire by Rotation</p>		<p><b>Foreign Companies:</b> Nil</p> <p><b>Limited Liability Partnership:</b> Nil</p>
<p><b>Roopali Mittal</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>DIN:</b> 02045584</p> <p><b>Date of birth:</b> June 19, 1980</p> <p><b>Address:</b> KH-219, New Kavi Nagar, Ghaziabad-201002, Uttar Pradesh, India.</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Period of Directorship:</b> Director since May 10, 2024</p> <p><b>Current Term:</b> For a term of Five years with effect from May 10, 2024 to May 09, 2029.</p>	44	<p><b>Public Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• Advance Metering Technology Limited</li> </ul> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• Greenhat Consultants Private Limited</li> <li>• Sterling Compliances Private Limited</li> </ul> <p><b>Foreign Companies:</b> NIL</p> <p><b>Limited Liability Partnership:</b></p> <ul style="list-style-type: none"> <li>• AGLT Consultants LLP</li> </ul>
<p><b>Vandana Gupta</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>DIN:</b> 00013488</p> <p><b>Date of birth:</b> August 08, 1981</p> <p><b>Address:</b> A-29, Welcome Apartment Rohini Sector-9, Rohini Sector -7, Narela North-West 110085 Delhi, India</p> <p><b>Occupation:</b> Professional</p> <p><b>Nationality:</b> Indian</p> <p><b>Period of Directorship:</b> August 23, 2024</p> <p><b>Current Term:</b> For a term of five years with effect from August 23, 2024, to August 22, 2029.</p>	43	<p><b>Public Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• KRA Leasing Limited</li> <li>• Bharat Ekansh Limited</li> <li>• Skyline India Limited</li> <li>• Confidence Petroleum India Limited</li> <li>• Avro India Limited</li> </ul> <p><b>Private Limited Companies:</b></p> <ul style="list-style-type: none"> <li>• Himachal Energy Private Limited</li> </ul> <p><b>Foreign Companies:</b> NIL</p> <p><b>Limited Liability Partnership:</b> NIL</p>

#### Brief profiles of our directors

**Navin Kumar Agarwal**, aged about 57 Years, is the Promoter, Chairman and Managing Director of the Company. He is appointed in the board of the company as Executive Director on December 12, 2014 . He holds degree of Chartered Accountant from Institute of Chartered Accountants of India in 1991, he spent two decades building a successful practice in N K Agarwal & Co. He is involved in formulation of corporate strategy and implementation of the strategies. He is responsible for planning and overall execution and management of our Company. He looks after public relations and brand image of our Company.

**Upma Agrawal**, aged 56 years, is the Promoter and Non-Executive Director of our Company. She holds the degree of Master of Science from Gorakhpur University. She has more than 20 years of experience in the board of the Company from April 24, 2002 on various directorship positions. She is heading administration and human resources department in the Company from past one decade to till date and also she held various directorship positions in Crazy Bakers Private Limited on October 29, 2007 as additional director, Surplus Plastics Private Limited on June 10, 2014 as additional director, Crazyfun Foods Private Limited on March 30, 2016, Shrinavin India FMCG Brands Private Limited on June 09, 2016 as additional director, Crazy Bakery Udyog Private Limited on April 29, 2022 as Director.

**Swedit Garg**, aged 37 years, is the Executive Director and Chief Executive Officer of our Company. He holds the degree of master’s in business administration in Marketing Management from Indira Gandhi Open University in December 2010. Before joining our company from June 2008 to May 2015, he worked in Garg Sales as Regional Sales Manager as Regional Sales Manager. He worked in subsidiary company namely Crazy Funfoods Private Limited from June 2015 to July 2018 as Assistant Sales Manager, he further got promoted as Sales Head from 2018 to 2019. Further, he was appointed as Sales Head in Crazy Snacks Limited from August 2019 to December 2023 Further, he was promoted to position of Executive Director in January, 2024. Since then, he is actively working on the position taking responsibilities for end to end management of sales of manufactured products of the Company.

**Roopali Mittal**, aged 44 years, is an Independent Director of our Company. She is a qualified Company Secretary from the Institute of Company Secretaries of India. She has more than 18 years of experience in the field of corporate laws, compliance services and providing consultancy services for start ups. She is also a Certified POSH Trainer. She is also regular visiting Faculty in the Institute of Company Secretaries of India.

**Vandana Gupta**, aged 43 years, is an Independent Director of our Company. She is a qualified Company Secretary and fellow member of Institute of Company Secretaries of India with over two decades of experience in corporate governance and compliance. She holds a Bachelor of Law from Chaudhary Charan Singh University, Meerut. She is practicing Company Secretary in name and style of M/s Vandana Gupta & Associates, since 2010.

**Confirmations:**

**a) Details of directorship in companies suspended or delisted**

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, none of our directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

**b) Family Relationship between the Directors**

Except as stated below, none of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013:

Name	Relationship
Navin Kumar Agarwal and Upma Agrawal	Spouse

**c) Arrangements with major Shareholders, Customers, Suppliers or Others**

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 a senior management as on the date of this Draft Red Herring Prospectus.

**d) None of the Directors are categorized as a wilful defaulter or Fraudulent Borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.**

- e) None of the abovementioned Directors have been declared a Fugitive Economic Offender under section 12 of the Fugitive Economic Offender Act, 2018.
- f) None of the Promoter or 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.

#### **Service contracts with Directors**

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

#### **Borrowing Powers**

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution of our Shareholders at an Extra-Ordinary General Meeting held on April 19, 2024, our Board including the committee of Board is authorised to borrow monies from time to time in excess of aggregate of paid up share capital and free reserves (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed ₹ 100 Crores.

#### **Terms of employment**

##### **Navin Kumar Agarwal, Managing Director**

Pursuant to a resolution passed by the Board of Directors at the meeting held on April, 17, 2024, Navin Kumar Agarwal was re-designated as the Managing Director of our Company for a period of five years with effect from June, 11, 2024 to June, 10, 2029, the terms of remuneration, including his salary, allowances and perquisites were approved in accordance with the provisions of Sections 197, 198, Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. The terms of remuneration have been summarized below:

<b>Basic Salary</b>	Maximum of ₹ 3,50,000/- (Three Lakh Fifty Thousand only) per month, with such increments as may be decided by the Board from time to time.
<b>Commission/ Performance linked incentive</b>	Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.
<b>Perquisites</b>	Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company from time to time.
<b>Earned Leave/ Medical Leave</b>	As per Rules of the Company Reimbursement of expenses incurred for self and family as per the policy of the Company.
<b>Leave Travel Concession</b>	Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company. <b>Explanation:</b> Family means the spouse, the dependent children and dependent parents of the Managing Director.

#### **Sitting fees and commission to Non-Executive Directors and Independent Directors**

Non-Executive Directors of the company - both Independent and Non-Independent - may be paid sitting fee, commission, and any other amounts as may be decided by our board in accordance with the provisions of the Articles of Association, the Companies Act, and other applicable laws & regulations. None of our Non-Executive Directors (both Independent and Non-Independent) have received any remuneration/ compensation during the preceding financial year.

#### **Payments or benefits to our directors**

##### **Executive Directors**

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors for the preceding three years:  
(₹ in Lakhs)

Name of the Executive Director	Remuneration for the period ended June 30, 2024	Remuneration for Fiscal 2024	Remuneration for Fiscal 2023	Remuneration for Fiscal 2022
Navin Kumar Agarwal	10.50	24.00	24.00	24.00
Upma Agrawal	Nil	24.00	24.00	24.00
Swedit Garg	3.00	3.00*	Nil	Nil

\*Swedit Garg was promoted as Executive Director in January, 2024

#### Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

#### Bonus or profit-sharing plan for our directors

Our Company does not have any performance-linked bonus or a profit-sharing plan in which our directors have participated.

#### Shareholding of Directors in our Company

Except as disclosed, none of our directors hold any shares of the company as on the date of this Draft Red Herring Prospectus:

Particulars	Number of shares held	Percentage of Pre issue paid up share capital holding
Navin Kumar Agarwal	1,26,15,505	70.33%
Upma Agrawal	8,30,130	4.63%

#### Interests of our Directors

Our Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or a committee thereof and as well as to the extent of reimbursement of expenses payable to them under the Articles.

Our Executive Directors are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an officer or employee of the Company, shares received through conversion of loan into shares, rent deposit paid, rent received, reimbursement of expenses, loan received and loan paid.

The Directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the 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. For the shareholding of the Directors, please refer "Our Management - Shareholding of Directors in our Company" beginning on page 157 of this Draft Red Herring Prospectus.

Other than our promoter, none of the other Directors have any interest in the promotion of our Company other than in the ordinary course of business.

#### 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 filing 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.

#### Changes in our Company's Board of Directors during the last three (3) years

Following are the changes in the Board of Directors during the last three (3) years

Name of Directors	Date of Appointment	Date of Change in designation	Date of cessation	Reasons for changes in the Board
Upma Agrawal	June 30, 2023	September 30, 2023	-	Appointed as an Executive Director
Sachin Agarwal	December 12, 2014	June 11, 2021	July 1, 2023	Resigned as a Non-Executive Director
Upma Agrawal	September 30, 2023	April 17, 2024	-	Appointed as a Non-executive Director
Swedit Garg	January 01, 2024	August 24, 2024	-	Appointed as Executive Director
Roopali Mittal	May 10, 2024	August 24, 2024	-	Appointment as Non-Executive Independent Director
Avanindra Kumar Sinha	May 10, 2024	August 24, 2024	September 16, 2024	Resignation as Non-Executive Independent Director
Vandana Gupta	August 23, 2024	-	-	Appointment as Non-Executive Independent Director

## COMPLIANCE WITH 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 to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to our company immediately upon the listing of Equity Shares on the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI ICDR Regulations and the Companies Act in respect of corporate governance including the constitution of the Board and committees thereof.

The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law. Our Board of Directors is constituted in compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations.

### Constitutions of Committees

Our Company has constituted the following committees:

#### 1. Audit Committee

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on August 23, 2024, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). The Audit Committee comprises of following members.

Name of the Directors	Category	Designation in Committee
Vandana Gupta	Independent Director	Member & Chairperson
Roopali Mittal	Independent Director	Member
Navin Kumar Agarwal	Managing Director	Member

The Company Secretary of our Company shall act as Secretary of the Audit Committee. The Chairperson of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to financial statements. The scope and function of the Audit Committee and its terms of reference shall include the following:

#### Terms of reference:

#### Role of Audit Committee

The scope of audit committee shall include, but shall not be restricted to, the following:



1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, particularly with respect to;
  - a. Changes, if any, in accounting policies and practices and reasons for the same,
  - b. Major accounting entries involving estimates based on the exercise of judgment by management,
  - c. Significant adjustments made in the financial statements arising out of audit findings,
  - d. Compliance with listing and other legal requirements relating to financial statements,
  - e. Disclosure of any related party transactions,
  - f. Modified opinion(s) / Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party, subject following conditions;
  - The Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;
  - In case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
  - In case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;
5. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document/ prospectus, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;
7. Reviewing and discussing 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;
8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
9. Valuation of undertakings or assets of the company, where ever it is necessary;
10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
11. 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;
12. To monitor the end use of fund invested or given by the Company to Subsidiary Companies;
13. Carrying out any other function as assigned by the Board of Directors from time to time.

#### **Review of information by Audit Committee**

The audit committee shall mandatorily review the following information:

1. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses; and
4. The appointment, removal and terms of remuneration of the Internal Auditor.
5. Quarterly / half yearly statement of deviation(s), if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
6. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus.

#### **Powers of the Audit Committee:**

The audit committee shall have the powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employees;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. 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.
6. To investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013 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.

## 2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 23, 2024. The constituted Stakeholders Relationship Committee comprises of following members:

Name of the Directors	Category	Designation in Committee
Vandana Gupta	Independent Director	Member & Chairperson
Upma Agrawal	Non-Executive Director	Member
Navin Kumar Agarwal	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee.

The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

### Terms of Reference

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
2. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
3. Issue duplicate/split/consolidated share certificates;
4. Dematerialization/Rematerialization of Share;
5. Review of cases for refusal of transfer / transmission of shares and debentures;
6. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
7. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

## 3. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated August 23, 2024. The Nomination and Remuneration Committee comprises of following members:

Name of the Directors	Category	Designation in Committee
Ms. Vandana Gupta	Independent Director	Chairperson
Mrs. Upma Agrawal	Non-Executive Director	Member
Ms. Roopali Mittal	Independent Director	Member

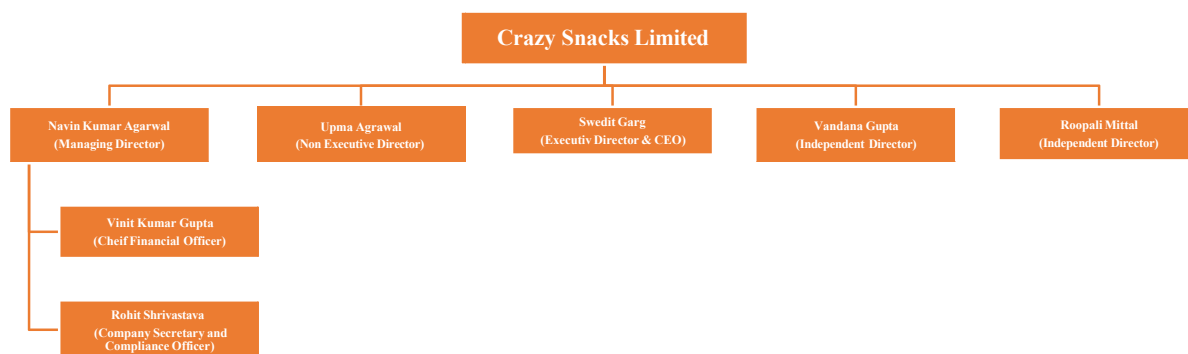
The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

### The terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
4. 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 of Directors their appointment and removal and shall carry out evaluation of every Director's performance.
5. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

## Management Organization Structure

The following chart depicts our Management Organization Structure



## Profiles of our Key Managerial Personnel

The Key Managerial Personnel of our Company are as follows: -

1. **Vinit Kumar Gupta** aged 30 years is the Chief Financial Officer of our Company. He holds a Master of Commerce degree from Dr. Ram Manohar Lohia Awadh University and a Bachelor of Commerce degree from Deen Dayal Upadhyay Gorakhpur University. He possesses over five years of experience as Accounts and Finance Head. Currently, he oversees financial management, audit and taxation.
2. **Rohit Shrivastava**, aged 33 years is the Company Secretary and Compliance Officer of our Company. He holds a Bachelor of Laws from Silver Law College, Bareilly (2023), a Master of Commerce (2014) and Bachelor of Commerce (2012) from M.J.P Rohilkhand University. He is the associate member of Institute of Company Secretaries of India. Before joining our Company, he has previously worked a Company Secretary at Horizon Luminous Limited in New Delhi and before that he worked as Company Secretary cum Compliance Officer in Creative Graphics Solutions India Limited. He is responsible and accountability in corporate governance within the organisation.

## Relationship amongst the Key Managerial Personnel of our Company

None of our Directors and Key Managerial Personnel of our Company are related to each other.

## Status of Key Management Personnel in our Company

All our Key Managerial Personnel are permanent employees of our Company.

## Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus.

### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Our Company does not have a profit sharing plans for Key Management Personnel.

### **Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### **Loans availed by Directors / Key Managerial Personnel of our Company**

None of the Key Managerial Personnel have availed loan from our Company which is outstanding as on the date of this Draft Red Herring Prospectus.

### **Shareholding of Key Management Personnel in our Company**

None of our Key Managerial Personnel holds Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to section titled “*Capital Structure*” beginning on page 72 of this Draft Red Herring Prospectus.

### **Interest of Key Managerial Personnel**

Except as disclosed in this Draft Red Herring Prospectus, the Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

### **Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Draft Red Herring Prospectus.

### **Contingent and deferred compensation payable to Key Management Personnel**

The Key Management Personnel are not entitled to any contingent or deferred compensation.

### **Payment of Benefits to of our KMPs (non-salary related)**

Except as disclosed in this Draft Red Herring Prospectus other than any statutory payments made by our Company to its KMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees.

For further details, please refer section titled “*Restated Financial Statements*” beginning on page 174 of this Draft Red Herring Prospectus.

### **Changes in Our Company’s Key Managerial Personnel during the last three years**

<b>Name of KMPs</b>	<b>Date of Appointment</b>	<b>Reasons for change in Board</b>
Swedit Garg	June 10, 2024	Appointed as Chief Executive Officer
Vinit Kumar Gupta	June 10, 2024	Appointed as Chief Financial Officer
Rohit Shrivastava	May 10, 2024	Appointed as Company Secretary and Compliance Officer

There has been no change in our Company’s Key Managerial Personnel during the last three years

### **Profiles of our Senior Management Team**

The strength of our core team defines our growth and capability. We are proud to have a strong leadership team of senior management people adding value to our Company and business operations. A brief profile of these personnel is as under:

**Abhaya Jha**, aged 37 years is General Manager of our Company. He holds a Bachelor's degree in Mechanical Engineering from UP. Tech and Post Graduate Diploma in Management (International Business) from the Institute of Management Technology, Ghaziabad. He has been associated with our Company since 2021 as General Manager. He excels in financial oversight, vendor management, and ensuring compliance with food safety standards. He is responsible to guide managers and enhance productivity systems.

**Mantosh Sahai**, aged 56 years is the Zonal Sales Manager of our Company. He holds a Master's degree in Business Management from L.N.Mishra College of Business Management, Muzaffapur. He has been associated with our Company from June 2024. He is responsible for sales and distribution of our products in the Indian states of Bihar, Jharkhand, West Bengal and Northeast areas.

#### **Relationship amongst the Senior Managerial Personnel of our Company**

For details of the Relationship amongst Senior Managerial Personnel, see "*Our Management*" beginning on page 153 of this Draft Red Herring Prospectus.

#### **Status of Senior Management Personnel in our Company**

All our senior management personnel are permanent employees of our Company.

#### **Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Senior management Personnel have entered into to any arrangement/ understanding with major shareholders/customers/suppliers as on the date of this Draft Red Herring Prospectus.

#### **Bonus or profit-sharing plan of the Senior Management Personnel**

Our Company does not have a profit sharing plans for the Senior Management Personnel.

#### **Service Contracts of the Senior Management Personnel**

Except for the terms set forth in the appointment letters, the Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

#### **Loans availed by Senior Management Personnel of our Company.**

None of the Senior Management Personnel have availed loan from our Company which is outstanding as on the date of this Draft Red Herring Prospectus.

#### **Interest of Senior Management Personnel**

Except as disclosed in this Draft Red Herring Prospectus, the Senior Management Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **Employee Stock Option Plan**

As on the date of Draft Red Herring Prospectus, Company has not implemented any Employee Stock Option Plan.

#### **Contingent and deferred compensation payable to Senior Management Personnel**

The Senior Management Personnel are not entitled to any contingent or deferred compensation.

#### **Payment of Benefits to of our SMPs (non-salary related)**

Except as disclosed in this Draft Red Herring Prospectus other than any statutory payments made by our Company to its SMPs, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or

to its employees. For further details, please refer section titled “*Restated Financial Statements*” beginning on page 174 of this Draft Red Herring Prospectus.

**Changes in our Key Managerial Personnel and Senior Management in the last three years from the date of filing of this Draft Red Herring Prospectus**

The changes in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

<b>Name</b>	<b>Designation</b>	<b>Date of Appointment/ Change in designation</b>	<b>Reason for Change</b>
Rohit Shrivastava	Company Secretary and Compliance Officer	May 10, 2024	Appointment as Company Secretary and Compliance Officer
Vinit Kumar Gupta	Chief Financial Officer	June 10, 2024	Appointment as Chief Financial Officer
Swedit Garg	Chief Executive Officer	June 10, 2024	Appointment as Chief Executive Officer

## OUR PROMOTERS AND PROMOTERS GROUP

### Promoters

Navin Kumar Agarwal and Upma Agrawal are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our promoters hold 1,26,15,505 Equity Shares of 10/- each in aggregate, representing 70.33% of the issued, subscribed, and paid-up Equity Share capital of our Company. For details pertaining to our Promoters shareholding, please refer to chapter titled “*Capital Structure*” beginning on page 72 of this Draft Red Herring Prospectus.

The details of our individual promoters are as under:

<b>Navin Kumar Agarwal</b>	
	<p><b>Navin Kumar Agarwal</b>, aged 57 years, is the Promoter and Managing Director of our Company.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 153.</p>
	<p><b>Date of Birth:</b> April 19, 1967</p>
	<p><b>Address:</b> 10, Park Road, Civil Lines, post office-Sadar, Gorakhpur, Uttar Pradesh - 273001, India.</p>
	<p><b>PAN:</b> ABLPA0882A</p>
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>● Crazy Bakers Private Limited</li> <li>● Crazyfun Foods Private Limited</li> <li>● Crazy Bakery Udyog Private Limited</li> <li>● Monitor Vincom Private Limited</li> <li>● NKA Digital Centre (Partnership Firm)</li> <li>● Tech Testing Solutions (Partnership firm)</li> <li>● Navin K Agarwal (HUF)</li> <li>● Pramod Prasad Agarwal (HUF)</li> </ul>
<b>Upma Agrawal</b>	
	<p><b>Upma Agrawal</b> aged 56 years, is the promoter and non-executive director of our Company.</p> <p>For further details in respect of his date of birth, address, educational qualifications, professional experience, positions/ posts held in the past and other directorships and special achievements, see “<i>Our Management</i>” on page 153.</p>
	<p><b>Date of Birth:</b> October 04, 1968</p>
	<p><b>Address:</b> 202, Saraf Residency Betiya Hata, Gorakhpur, Uttar Pradesh -273001, India</p>
	<p><b>PAN:</b> ABLPA0874E</p>
	<p><b>Interest in other entities:</b></p> <ul style="list-style-type: none"> <li>● Crazyfun Foods Private Limited</li> <li>● Crazy Bakery Udyog Private Limited</li> <li>● Crazy Bakers Private Limited</li> <li>● Ambalika Viniyog Limited</li> <li>● Shrinavin India FMCG Brands Private Limited</li> <li>● NKA Digital Centre (Partnership Firm)</li> <li>● Navin K Agarwal (HUF)</li> </ul>

**Other Undertakings and Confirmations**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number and Passport Number of the Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus to the BSE for listing of the securities of our Company on SME Platform of BSE.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as a willful defaulter or a fraudulent borrower by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoters or members of our Promoter Group in the past or are currently pending against them. None of (i) our Promoters 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 Promoters are or were associated as a promoters, 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.

**Change in Control of our Company:**

Our Company, originally incorporated as "Crazy Snacks Private Limited" on December 13, 1995, in Uttar Pradesh, India, is registered under the Companies Act, 1956. The initial subscribers to the Company were Hari Mohan Agrawal and Rajeev Shorewala. Following the passing of Hari Mohan Agrawal, his shares were transferred to Sunil Agrawal, who subsequently transferred them to Sachin Agrawal and Samta Agrawal. In 2021, our current promoters purchased the adequate shareholding of our Company including subsidiaries and group company. For further details of:

- our subsidiaries and group companies, please refer to the chapter titled "*Our Subsidiaries*" and "*Our Group Company*" beginning on pages 169 and 171 of this Draft Red Herring Prospectus respectively
- the abovementioned transfers, please see "*Capital Structure*" of our Company on page 72.

In accordance with a resolution passed by the Board of Directors at their meeting held on November 9, 2024, Navin Kumar Agarwal and Upma Agrawal have been formally recognized as promoters of the Company based on their shareholding.

Our Company was subsequently converted into a public limited company under the Companies Act, 2013, and as a result, the name of the Company was changed to 'Crazy Snacks Limited'. A fresh certificate of incorporation was issued by the Registrar of Companies (RoC) in Kanpur on July 10, 2024

**Experience of our Promoters in the business of our Company**

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled "*Our Management*" beginning on page 153 of this Draft Red Herring Prospectus.

**Interest of Promoters**

None of our Promoters have any interest in our Company except to the extent of compensation payable/ paid, loans repaid by the Company, commission and reimbursement of expenses, if applicable and to the extent of any equity shares held by them or their relatives to the extent of benefits arising out of such shareholding. For further details please refer the chapters titled "*Capital Structure*", "*Financial Information*" and "*Our Management*" beginning on page 72, 174 and 153 of this Draft Red Herring Prospectus.

Our Promoters are interested to the extent of remuneration payable to them pursuant to the Articles of Company and resolution approved by the Board of Directors/Members of the Company as the case may be, time to time for the services rendered as an officer or employee of the Company, shares received through conversion of loan into shares, rent deposit paid, rent received, reimbursement of expenses, loan received and loan paid.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

**Interest of Promoters in the Promotion of our Company**



Our Company is currently promoted by the promoters in order to carry on its present business. Our promoters are interested in our Company to the extent of their shareholding and shareholding of their relatives and directorship in our Company and the dividend declared, if any, by our Company. For further details, see “*Capital Structure*”, “*Our Management*”, “*Summary of the Offer Document - Related Party Transactions*” and “*Restated Financial Statements*” beginning on pages 72, 153, 25 and 174 respectively of this Draft Red Herring Prospectus.

#### **Interest of Promoters in the Property of our Company**

Except mentioned herein, the Registered Office taken on rent by virtue of rent agreement from our Promoters Navin Agarwal and Upma Agrawal does not have any interest in any property or proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For further details, please refer to chapter titled “*Our Management*” beginning on page 153 respectively of this Draft Red Herring Prospectus.

#### **Interest of Promoters in our Company other than as a Promoters**

The Promoters of our Company are also interested in our Company as Managing Director Navin Kumar Agarwal is interested in the remuneration payable to him and the reimbursement of expenses incurred by them in the said capacity. For further details, see “*Our Management*” on page 153.

#### **Related Party Transactions**

Except as stated in the Chapter titled “*Financial Information*” on page 174 of this Draft Red Herring Prospectus, our Company has not entered related party transactions with our Promoters.

#### **Common Pursuits of Promoters and Promoter Group Companies**

Our Promoters are interested in Promoter Group Entities i.e. Crazy Bakery Udyog Private Limited, and Crazy Funfoods Private Limited being a subsidiary no other entities are engaged in similar line of business. For further information on common pursuits and risks associated, please refer risk factor on ‘conflicts of interest’ in chapter titled “*Risk Factors*” beginning on page 31 of this Draft Red Herring Prospectus.

#### **Payment of amounts or benefits to the Promoters or Promoter Group during the last two years**

Except as stated in the Chapter titled “*Financial Information*” on page 174 of this Draft Red Herring Prospectus, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus.

#### **Guarantees provided by our Promoters**

Except as stated in the chapter titled “*Financial Indebtedness*” and section titled “*Restated Financial Statements*” beginning on page 249 and 174 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

#### **OUR PROMOTER GROUP**

In addition to our Promoters, the following individuals, companies, partnerships and HUFs, etc. Form part of our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

##### **A) Natural Persons who are part of the Promoter Group:**

<b>Relationship with the Promoters</b>	<b>Navin Kumar Agarwal</b>	<b>Upma Agrawal</b>
Father	Late. Pramod Prasad Agarwal	Late. Sushil Kumar Agarwal
Mother	Asha Agarwal	Krishna Agarwal
Spouse	Upma Agrawal	Navin Kumar Agarwal
Brother	Praveen Kumar Agarwal	Ashish Agarwal
Sister(s)	-	Gunjan Agarwal Sharma
Son	Prakhar Navin Agarwal	Prakhar Navin Agarwal
Daughter	Tanya Agarwal	Tanya Agarwal
Spouse’s Father	Late. Sushil Kumar Agarwal	Late. Pramod Prasad Agarwal
Spouse’s Mother	Krishna Agarwal	Asha Agarwal
Spouse’s Brother	Ashish Agarwal	Praveen Kumar Agarwal

Relationship with the Promoters	Navin Kumar Agarwal	Upma Agrawal
Spouse's Sister(s)	Gunjan Agarwal	-

## B) Companies / entities forming part of the Promoter Group

Sr. No.	Name of the entities
1.	Crazy Bakers Private Limited
2.	Crazy Bakery Udyog Private Limited
3.	Crazyfun Foods Private Limited
4.	NKA Digital Centre (Partnership Firm)
5.	Tech Testing Solutions (Partnership firm)
6.	Navin K Agarwal (HUF)
7.	Navin K Agarwal & Co. (Partnership firm)
8.	Pramod Prasad Agarwal (HUF)
9.	Monitor Vincomm Private Limited
10.	Ambalika Viniyog Limited
11.	Shrinavin India FMCG Brands Private Limited
12.	The Canvesser (Partnership Firm)
13.	Surplus Plastics Private Limited

Other than as disclosed here, our Company has no companies or entities that form part of our Promoter Group.

### Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Red Herring Prospectus, please refer the chapter titled “Capital Structure” beginning on page 72 of this Draft Red Herring Prospectus.

### Companies with which the Promoters have disassociated in the last three years

As on date of Draft Red Herring Prospectus, our promoters have not been disassociated from any of the entities in preceding three years.

### Other Ventures of our Promoters:

Except as disclosed in this section titled “*Our Promoters and Promoter Group*” beginning on page 165 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests/ other interests as on date of this Draft Red Herring Prospectus.

### Collaboration Agreements

Our Company is not a party to any collaboration agreements.

### Material Agreement

Our Company has not entered into any material agreements other than the agreements entered into by it in the ordinary course of business.

### Details of guarantees given to third parties by our Promoters

Except as stated in the “*Financial Indebtedness*” and “*Financial Information*” beginning on page 249 and 174 of this Draft Red Herring Prospectus respectively, our Promoters, have not issued guarantees on behalf of our Company to third parties.

### Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and “*Outstanding Litigation and Material Developments*” beginning on page 31 and 253 of this Draft Red Herring Prospectus.

## OUR SUBSIDIARIES

### Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint venture or associates. our company has two subsidiary, the details of which are stated below-

#### 1. CRAZY BAKERY UDYOG PRIVATE LIMITED (CBUPL)

##### *Corporate Information*

Our Company was initially formed as a partnership firm as “Crazy Bakery Udyog” at Gorakhpur, India with effect from August 15, 2017. The partnership firm was subsequently converted into a joint stock company and registered as a private limited company under the Companies Act, 2013 under the name “Crazy Bakery Udyog Private Limited” pursuant to a certificate of incorporation dated April 29, 2022, issued by the Registrar of Companies, Kanpur.

##### *Nature of business*

Established as a partnership firm in 2017 and subsequently business was taken over by Crazy Bakery Udyog Private Limited in 2022. We are a fast-moving consumer goods company in India, offering ethnic snacks, western snacks and other products in States and Union Territories of India. We offer a wide variety of savoury products under our brand 'Crazy', including ethnic snacks we offer a broad range of snacks, including namkeen, chips, popcorn, and fries, alongside our rusks.

##### *Capital Structure*

The Authorised Share Capital of the Company is Rs. 8,50,00,000 (Rupees Eight Crore Fifty Lakhs) Equity Shares divided into 85,00,000 (Eighty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

##### *Shareholding Pattern*

Sr. No.	Name of Shareholder	Number of equity shares	Percentage of total Capital
1.	Crazy Snacks Private Limited	81,08,100	99.00%
2.	Upma Agrawal	42,588	0.52%
3.	Navin Kumar Agarwal	39,312	0.48%
<b>Total</b>		<b>81,90,000</b>	<b>100%</b>

#### 2. CRAZYFUN FOODS PRIVATE LIMITED (CFPL)

##### *Corporate Information*

CFPL (CIN: U15122UP2014PTC067836) is a Private Limited Company incorporated on 26 December 2014, under the Companies Act, 2013, having registered office at Sri. Pramodaay Bhawan 10 Park Road Officers Residence Lane, Gorakhpur, Uttar Pradesh, India, 273001.

##### *Nature of business*

Established as a Private Limited company in 2014, we were a fast-moving consumer goods company in India, offering ethnic snacks, western snacks and other products in States and Union Territories of India. We offered a wide variety of savoury products under our brand 'Crazy', including ethnic snacks such as namkeens, western snacks such as extruded snacks and snack pellets.

##### *Capital Structure*

The Authorised Share Capital of the Company is Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs) Equity Shares divided into 25,00,000 (Twenty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

##### *Shareholding Pattern*

Sr. No.	Name of Shareholder	Number of equity shares	Percentage of total Capital
1.	Crazy Snacks Limited	23,62,000	100%

Sr. No.	Name of Shareholder	Number of equity shares	Percentage of total Capital
	<b>Total</b>	<b>23,62,000</b>	<b>100%</b>

## OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of 'group companies', our Company has considered (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards; and (ii) any other companies which are considered material by our Board.

In respect of item (ii) above, our Board in its meeting held on November 09, 2024, has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in this Draft Red Herring Prospectus. In terms of the Materiality Policy, a company shall be considered 'material' and will be disclosed as a 'Group Company' in the Issue Documents, if a company is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and has entered into one or more transactions with the Company (on a consolidated basis) in the most recent financial year and/or the relevant stub period (covered in the restated consolidated financial information included in the Issue documents) that cumulatively exceed 10% of the total consolidated revenue of the Company, as per the Restated Consolidated Financial Information of the Company for the most recent financial year and/ or the relevant stub period.

Based on the above criteria, laid out by the SEBI ICDR Regulations and our Materiality Policy, our Board has determined that our Company have following as group companies:

Crazy Bakers Private Limited (CBPL)

**The Details in relation to Group Companies are provided below:**

**1. Crazy Bakers Private Limited (CBPL)**

**Corporate Information**

CBPL is a company incorporated on October 29, 2007, under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Its registered office is situated at 7 Park Road Golghar, Gorakhpur, Uttar Pradesh, India, 273001.

The Crazy Bakers Private Limited has following directors on its Board:-

1. Upma Agrawal
2. Navin Kumar Agarwal

Objects: -

1. To carry on the business as processors, producers, traders, importers, exporters, agents and dealers in all kinds of breads, cakes, biscuits, chocolates, confectionery, glucose, baked foods, namkeen products, ice products, milk products, aerated or mineral water, alcoholic drinks, processed foods, and preparations from fruits, dry fruits, coffee, cocoa, tea, vegetable or other agricultural or similar products, anywhere in India or elsewhere India.
2. To carry on the business as producers, agents, dealer and traders in all types of raw material, packing materials or any other item required to manufacture any of the above items.

**Nature and extent of Promoters: -**

Our Promoter Navin Kumar Agarwal and Upma Agrawal are Directors of the company and shareholding pattern is as follows: -

**Shareholding Pattern: -**

Sr. No.	Name Of Shareholder	No Of Shares	Nominal Value (₹)	Value Of Shares (₹)
1	Navin K Agarwal (HUF)	1,00,000	10	10,00,000
2	Upma Agrawal	1,00,000	10	10,00,000
3	Asha Agarwal	50,000	10	5,00,000

4	Samta Agarwal	7,51,470	10	75,14,700
<b>TOTAL</b>		<b>10,01,470</b>		<b>1,00,14,700</b>

***Financial Information: -***

Accordingly, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and Net Asset Value (NAV) Per Share derived from the audited financial statements of CBPL March 31, 2024, March 31, 2023 and March 31, 2022 in terms of the SEBI ICDR Regulations are available on the website of our Company at [www.crazy.org.in](http://www.crazy.org.in).

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and 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 our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on Equity Shares since Incorporation.

**SECTION VI- FINANCIAL INFORMATION  
RESTATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED FINANCIAL  
STATEMENT**

**To,**  
**The Board of Directors**  
**Crazy Snacks Limited**  
Shri Pramodaay Bhawan,  
10, Park Road Officers Residence Lane  
Near Sahara Press Gorakhpur  
Gorakhpur, Uttar Pradesh-273001

**Report on Restated Financial Statement**

1. We have examined the attached Restated Consolidated Statement of Assets and Liabilities of **Crazy Snacks Limited** for the period ended 30<sup>th</sup> June 2024, and the years ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March 2022 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flows for the period ended on 30<sup>th</sup> June 2024, and years ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March 2022 (collectively the “Restated Summary Statements” or Restated Financial Statements”). These Restated summary Statements have been prepared by the Company and as approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) on the SME Platform of Stock Exchange.
2. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus to be filed with Stock Exchange, Registrar of Companies Kanpur, Uttar Pradesh in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the company on the basis of preparation stated in note [1-50] to the Restated Consolidated Financial Information. The Board of Directors of the Crazy Snacks Limited [subsidiaries Crazy Bakery Udyog Private Limited, Crazyfun Foods Private Limited] [unconsolidated associates Crazy Bakers Private Limited] responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the company and its associates complies with the Act, ICDR Regulations.
3. We have examined such Restated Consolidated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 6<sup>th</sup> August 2024 in connection with the proposed IPO of equity shares of the Issuer/company Crazy Snacks Limited;
  - 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 Consolidated Financial Information; and
  - d) The requirements of Section 26 of the Act read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013, as amended (hereinafter referred to as 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.
  - e) Part-I of Chapter-IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, as amended (The “SEBI Regulation”) issued by the SEBI.
  - f) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of Stock Exchange and
  - g) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“Guidance Note”).



- h) In terms of Schedule-VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, **HCO & Co.**, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold valid **Certificate No. 017472 dated 18.07.2024** issued by the “Peer Review Board” of the ICAI.
4. These Restated Consolidated Financial Information have been compiled by the management from:
- a) Special purpose interim consolidated AS financial statements of the Crazy Snacks Limited, its subsidiaries Crazy Bakery Udyog Private Limited, Crazyfun Foods Private Limited as at and for the three month period ended June 30, 2024 prepared in accordance with Accounting Standard 25 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the “Special Purpose Interim Consolidated AS Financial Statements”) which have been approved by the Board of Directors at their meeting held on 18<sup>th</sup> December 2024.
- b) Audited Consolidated AS financial statements of the Crazy Snacks Limited, its subsidiaries Crazy Bakery Udyog Private Limited, Crazyfun Foods Private Limited for the years ended March 31<sup>st</sup>, 2024, March 31<sup>st</sup> 2023 and March 31<sup>st</sup> 2022 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 04<sup>th</sup> September 2024, 02<sup>nd</sup> September 2023, 07<sup>th</sup> September 2022 respectively. The comparative information for the year ended March 31, 2024 included in such financial statements have been prepared by making AS adjustments to the audited consolidated financial statements of the Company as at and for the year ended March 31, 2024, prepared in accordance with the accounting standards notified under the section 133 of the Act (“Indian GAAP”) which was approved by the Board of directors at their meeting held on 04<sup>th</sup> September 2024.
- c) The Restated Consolidated Financial Information also contains the proforma consolidated AS financial information as at and for the year ended March 31<sup>st</sup>, 2024, 2023 and 2022. The proforma consolidated AS financial information has been prepared by making AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31<sup>st</sup>, 2024, 2023 and 2022, which have been approved by the Board of Directors at their meeting held on 18<sup>th</sup> December 2024.
5. We M/s HCO & Co. have audited the special purpose consolidated financial information of the Crazy Snacks Limited, its subsidiaries Crazy Bakery Udyog Private Limited, Crazyfun Foods Private Limited for the year ended March 31, 2024 prepared by the Company in accordance with the AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the “Peer Review Board” of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated 04<sup>th</sup> September 2024 on this special purpose consolidated financial information to the Board of Directors who have approved these in their meeting held on 04<sup>th</sup> September 2024.
6. Financial Information as per Audited Financial Statements:
- We have examined:
- a) The attached Restated Statements of Assets and Liabilities of the Company, as at 31st March 2024, 31st March 2023 and 31st March 2022
- b) The attached Restated Statement of Profits and Losses of the Company for the period ended on 31st March 2024, 31st March 2023 and 31st March 2022
- c) The attached Restated Statement of Cash Flows of the Company for period ended on 31st March 2024 31st March 2023 and 31st March 2022.
- d) The Significant Accounting Policies adopted by the Company and notes to Restated Financial Statements along with adjustments on account of audit qualifications/ adjustments /regroupings. (Note 1-50);
7. For the purpose of our examination, we have relied on:
- a) Auditors’ reports issued by us dated 04<sup>th</sup> September 2024 and 04<sup>th</sup> September 2024 on the consolidated financial statements of the Group as at and for the ended March 31<sup>st</sup>, 2024 as referred in Paragraph [4] above; and
- b) Auditors’ Report issued by the Previous Auditors dated 02<sup>nd</sup> September 2023, 07<sup>th</sup> September 2022 and on the consolidated financial statements of the Group as at and for the years ended March 31, 2023 and 2022, as referred in Paragraph [4] above.

The audits for the financial years ended March 31, 2023 and 2022 were conducted by the Company's previous auditors, M/s Manish Ratnesh & Associates, (the "Previous Auditors"), and accordingly reliance has been placed on the restated consolidated statement of assets and liabilities and the restated [consolidated] statements of profit and loss (including other comprehensive income), statements of changes in equity and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the "2023 and 2022 Restated Consolidated Financial Information") examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Previous Auditors.

- a) The "Restated Statement of Assets and Liabilities", of the Company period ended 30<sup>th</sup> June 2024, and year ended 31st March 2024, 31st March 2023 and 31st March 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2023 and 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three-month period ended June 30, 2024 and in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
- b) The "Restated Statement of Profit and Loss", of the Company for the period ended on 30<sup>th</sup> June 2024, and years ended 31st March 2024, 31st March 2023 and 31st March 2022, are prepared by the Company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
- c) The "Restated Statement of Cash Flow", of the Company for the period ended on 30<sup>th</sup> June 2024, and years ended 31st March 2024, 31st March 2023, and 31st March 2022 are prepared by the Company and approved by the Board of Directors. This Statement of Cash flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements.
- d) The above financial information has been prepared after incorporating proforma AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2024 as described in Note [1-50] to the Restated Consolidated Financial Information;
- e) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

Based on the above and also as per the reliance placed by us on the audited financial statements of the Company and Auditors Report thereon which have been prepared by the Statutory Auditor of the Company for the year ended 31st March 2024, 31st March 2023 and 31st March 2022 we are of the opinion that "Restated Financial Statements" or "Restated Summary Statements" have been made after incorporating:

- a) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all reporting periods.
  - b) Adjustments for any prior period material amounts in the respective financial years have been made to which they relate; and
  - c) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped 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 the Restated Summary Statements.
  - d) Adjustments in Financial Statements have been made in accordance with the correct accounting policies.
  - e) There is no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements". There is no revaluation reserve, which needed to be disclosed separately in the Restated Financial Statement in the respective financial years.
  - f) The Company has not paid any dividend on its equity shares till 31st March 2024.
8. As indicated in our audit reports referred above we did not audit the financial statements of Crazy Bakers Private Limited whose share of total assets, total revenues, net cash inflows / (outflows) and share of profit/ loss in its associates not included in the consolidated financial statements, for the relevant years is tabulated

below, which have been audited by other auditors, M/s Manish Ratnesh & Associates and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

<b>(Rs in lakhs)</b>	
<b>Particulars</b>	<b>As at/ for the year ended March 31, 2024</b>
Total assets	321.64
Total revenue/ income	2.49
Net cash inflows/ (outflows)	N.A.
Share of profit/ loss in its associates	N.A.
Share of profit/ loss in its joint ventures	N.A.

**Note: -**

The above-mentioned associate will not be consolidated as Director of Crazy Snacks Limited Mr. Naveen Kumar Agarwal is holding investment in his individual capacity. Crazy Snacks Limited do does not hold any shares in Crazy Bakers Private Limited.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated AS financial statements and audited consolidated financial statements mentioned in paragraph [4] above.
10. 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.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP/RHP/Prospectus to be filed with Securities and Exchange Board of India, SME Platform of Stock Exchange and Registrar of Companies, Kanpur Uttar Pradesh 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor 's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

- a) In the case of Restated Statement of Assets and Liabilities of the Company for period ended June 30,2024 and as at 31st March 2024, 31st March 2023 and 31st March 2022.;
- b) In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the Years/Period ended on that date; and
- c) In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the Years/Period ended on that date.

**For, HCO & Co.**

Chartered Accountants

Firm Registration No.: 001087C

Sd/-

**Vivek Agarwal (Partner)**

**Membership No.:** 400733

**Date:** December 18, 2024

**Place:** Gorakhpur

**UDIN:** 24400733BKBOJV8766

**CONSOLIDATED RESTATED BALANCE SHEET OF CRAZY SNACKS LIMITED**

*(Amount in Lakhs)*

Particulars	Note	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I. EQUITY AND LIABILITIES</b>					
<b>1. Shareholder's Funds</b>					
a) Share Capital	1	1,793.88	170.85	170.85	170.85
b) Reserves and Surplus	2	1,446.18	2,941.21	2,459.16	1,778.07
<b>Total Shareholder Fund</b>		<b>3,240.06</b>	<b>3,112.06</b>	<b>2,630.01</b>	<b>1,948.92</b>
c) Minority Interest		12.84	12.81	12.77	-
<b>Total Equity</b>		<b>3,252.90</b>	<b>3,124.86</b>	<b>2,642.78</b>	<b>1,948.92</b>
<b>2. Non-Current Liabilities</b>					
a) Long-Term Borrowings	3	1,515.34	1,674.28	1,744.29	1,634.87
b) Deferred Tax Liabilities (Net)	4	-	-	0.03	-
c) Long-Term Provisions	5	48.29	48.97	49.80	57.81
<b>Total Non-Current Liabilities</b>		<b>1,563.63</b>	<b>1,723.24</b>	<b>1,794.12</b>	<b>1,692.67</b>
<b>3. Current liabilities</b>					
a) Short-Term Borrowings	6	3,405.84	2,847.51	3,057.01	983.49
b) Trade Payables	7				
i. Total Outstanding Dues of Micro and Small Enterprises		135.60	179.58	-	-
ii. Total Outstanding Dues Other than Micro and Small Enterprises		313.41	335.00	564.07	583.42
c) Other Current Liabilities	8	212.14	197.79	697.29	236.68
d) Short-Term Provisions	9	224.24	182.43	106.19	78.55
<b>Total Current Liabilities</b>		<b>4,291.23</b>	<b>3,742.31</b>	<b>4,424.56</b>	<b>1,882.14</b>
<b>TOTAL</b>		<b>9,107.76</b>	<b>8,590.42</b>	<b>8,861.45</b>	<b>5,523.73</b>
<b>II. ASSETS</b>					
<b>1. Non-Current Assets</b>					
a) Property, Plant & Equipment and Intangible Assets	10				
i. Property, Plant & Equipment		3,269.45	3,378.92	3,118.04	1,347.84

ii. Intangible Assets		4.57	5.41	1.63	0.12
iii. Capital Work-in-Progress		209.19	120.25	-	-
b) Non-Current Investment	11	21.88	22.88	22.88	817.81
c) Deferred Tax Assets (Net)	4	22.96	18.99	-	13.29
d) Long-Term Loan and Advances	13	128.92	128.49	114.60	853.21
<b>Total Non-Current Assets</b>		<b>3,656.98</b>	<b>3,674.95</b>	<b>3,257.16</b>	<b>3,032.27</b>
<b>2. Current Assets</b>					
a) Current Investments	12	-	-	-	-
b) Inventories	14	1,377.94	1,325.56	1,870.80	458.21
c) Trade Receivables	15	3,294.44	2,757.70	1,520.13	897.49
d) Cash and Cash Equivalents	16	390.42	491.63	937.09	217.56
e) Short-Term Loan and Advances	17	322.24	279.31	1,200.19	550.13
f) Other Current Assets	18	65.74	61.27	76.07	368.08
<b>Total Current Assets</b>		<b>5,450.78</b>	<b>4,915.47</b>	<b>5,604.29</b>	<b>2,491.46</b>
<b>TOTAL</b>		<b>9,107.76</b>	<b>8,590.42</b>	<b>8,861.45</b>	<b>5,523.73</b>

“For Significant accounting policies (Refer Note. 38), The accompanying Notes 1 to 50 form an integral part of Financial Statements.”

As per our Annexed Audit Report of Even Date

**For HCO & Co.**  
Chartered Accountants  
FRN: 001087C

For Crazy Snacks Limited  
(Formerly known as Crazy Snacks Private Limited)

**CA VIVEK AGARWAL**  
Partner  
Membership No.: 400733  
UDIN: 24400733BKBOJV8766  
Date: 18<sup>th</sup> December 2024  
Place: Gorakhpur

**UPMA AGARWAL**  
Director  
DIN: 00859037

**NAVIN KUMAR AGARWAL**  
Director  
DIN: 06957945

**VINIT KUMAR GUPTA**  
Chief Financial Officer  
PAN: BBAPG3861M

**SWEDIT GARG**  
Chief Executive Officer  
PAN: ANGPG2071E

**ROHIT SHRIVASTAVA**  
Company Secretary  
PAN: DDAPS5051M

**CONSOLIDATED RESTATED STATEMENT OF**  
**PROFIT AND LOSS OF CRAZY SNACKS LIMITED**

(Amount in Lakhs)

Particulars	Note	For the period ending June 30, 2024	For the year ending March 31, 2024	For the year ending March 31, 2023	For the year ending March 31, 2022
		Rs.	Rs.	Rs.	Rs.
<b>I. REVENUE FROM OPERATIONS</b>					
Revenue from Operations	19	2,599.01	12,759.32	8,912.52	7,440.71
<b>II. Other Income</b>	20	3.56	148.22	4.26	356.41
<b>III. Total Revenue (I + II)</b>		<b>2,602.57</b>	<b>12,907.54</b>	<b>8,916.78</b>	<b>7,797.12</b>
<b>IV. EXPENSES</b>					
1. Cost of Material Consumed	21	1,459.16	7,762.99	5,491.96	5,501.83
2. Manufacturing Cost	22	335.99	1,826.51	933.30	927.06
3. Change in Inventories of Finished Goods, Work in Progress and Stock-in-Trade	23	(10.70)	40.56	113.55	40.98
4. Employee Benefit Expense	24	157.69	661.93	456.81	367.80
5. Finance Cost	25	100.26	409.65	343.12	162.33
6. Depreciation and Amortization Expense	10	118.59	494.58	309.90	247.67
7. Other Expense	26	275.43	991.72	792.82	289.05
<b>Total Expense</b>		<b>2,436.43</b>	<b>12,187.93</b>	<b>8,441.46</b>	<b>7,536.71</b>
<b>V. Profit before Exceptional and Extraordinary Items and Taxes (III-IV)</b>		166.14	719.61	475.32	260.41
<b>VI. Exceptional Items / Prior Period Items (Income)</b>		-	-	-	-
<b>VII. Profit before Extraordinary Items and Taxes (V -VI)</b>		166.14	719.61	475.32	260.41
<b>VIII. Prior Period Items (Income) / Expenses</b>		-	24.65	(0.33)	-
<b>IX. Extraordinary Items</b>		-	-	-	-
<b>X. Profit Before Tax (VII – VIII)</b>		<b>166.14</b>	<b>694.96</b>	<b>475.65</b>	<b>260.41</b>
<b>XI. Tax Expenses</b>					
a) Current Tax		41.81	182.43	106.19	78.55
b) Deferred Tax Liability / (Assets)		(3.96)	(19.02)	13.32	(43.97)
Short Provision of Earlier Years		-	-	0.48	-

Income tax Paid for Previous Years		-	-	1.60	14.43
<b>Profit/(Loss) for the period from continuing operations (IX - X)</b>		<b>128.29</b>	<b>531.56</b>	<b>354.07</b>	<b>211.39</b>
<b>XII. Restated Profit / (Loss) after Tax (XI+XIV)</b>		<b>128.29</b>	<b>531.56</b>	<b>354.07</b>	<b>211.39</b>
<b>XIII. Profit for the year attribute to</b>					
Minority Interest		0.03	0.04	0.48	-
Profit attribute to Shareholder		128.26	531.52	353.59	211.39
<b>XIV. Earning per Equity Share (in Rs.)</b>					
a) Basic		0.71	2.96	1.97	1.18
b) Diluted		0.71	2.96	1.97	1.18

“For Significant accounting policies (Refer Note 38), The accompanying Notes 1 to 50 form an integral part of Financial Statements.”

As per our Annexed Audit Report of Even Date

**For HCO & Co.**  
Chartered Accountants  
FRN: 001087C

For Crazy Snacks Limited  
(Formerly known as Crazy Snacks Private Limited)

**CA VIVEK AGARWAL**  
Partner  
Membership No.: 400733  
UDIN: 24400733BKBOJV8766  
Date: 18<sup>th</sup> December 2024  
Place: Gorakhpur

**UPMA AGARWAL**  
Director  
DIN: 00859037

**NAVIN KUMAR AGARWAL**  
Director  
DIN: 06957945

**VINIT KUMAR GUPTA**  
Chief Financial Officer  
PAN: BBAPG3861M

**SWEDIT GARG**  
Chief Executive Officer  
PAN: ANGPG2071E

**ROHIT SHRIVASTAVA**  
Company Secretary  
PAN: DDAPS5051M



**CONSOLIDATED RESTATED STATEMENT OF**  
**CASH FLOW STATEMENT OF CRAZY SNACKS LIMITED**

(Amount in Lakhs)

Particulars	As at June 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Tax and after Prior Period Items	166.14	694.96	475.65	260.41
Adjustment for Non-Cash Expenses:				
<b>Add.:</b> Depreciation	118.59	494.58	309.90	247.67
Profit / Loss on Sale of Fixed Assets	-	(1.10)	46.65	-
Interest on Income Tax Refund	-	(2.84)	(0.64)	(0.02)
Interest Income	-	-	(0.37)	(0.04)
Prior Period Item	-	(24.65)	-	-
Provision for Gratuity	(0.06)	(0.06)	(3.74)	-
Other Provision Written off	-	8.09	-	-
Provision for Taxes	(41.81)	-	-	-
Interest on Security Deposit	-	(0.50)	(0.15)	-
Interest on Fixed Deposit	(0.08)	(0.36)	(3.07)	(0.31)
Finance Cost	100.26	409.65	343.12	162.33
Minority Interest	(0.03)	(0.04)	(0.48)	-
<b>Operating profit before working capital changes</b>	<b>343.01</b>	<b>1,577.73</b>	<b>1,166.87</b>	<b>670.04</b>
<b>Adjustment for:</b>				
(Increase) / Decrease in Inventories	(52.38)	545.25	(1412.60)	29.08
(Increase) / Decrease in Trade Receivables	(537.85)	(1,237.57)	(622.64)	(320.95)
(Increase) / Decrease in Short term Loan & Advances	(42.93)	920.88	(650.06)	(400.58)
(Increase) / Decrease in Other Current Assets	(4.47)	14.80	292.01	675.61
(Increase) / Decrease in Trade Payables	(65.58)	(49.49)	(19.35)	171.47
(Increase) / Decrease in Other Current Liabilities	14.35	(499.49)	460.60	(47.94)
(Increase) / Decrease in Other Long-Term Liabilities	0.68	(0.83)	8.01	(292.15)
(Increase) / Decrease in Short Term Provision	41.81	76.23	27.64	(7.61)
	<b>(646.37)</b>	<b>(230.22)</b>	<b>(1916.39)</b>	<b>(193.07)</b>

	<b>Cash Generated from / (used) in Operations</b>	<b>(303.37)</b>	<b>1347.51</b>	<b>(749.52)</b>	<b>476.96</b>
	Income Tax Paid	-	171.02	107.79	92.99
	<b>Net Cash generated from / (used in) Operating Activities (A)</b>	<b>(303.37)</b>	<b>1,176.49</b>	<b>(857.31)</b>	<b>383.98</b>
	<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Property, Plant & Equipment	(97.23)	(1,042.65)	(2,407.09)	(126.68)
	Proceeds on Sale of Property, Plant and Equipment	-	120.00	187.14	18.02
	Purchase / Sale of Long-Term Investment	1.00	-	794.93	(243.78)
	Interest on Loans	-	-	-	-
	Interest Income	-	-	0.37	0.04
	Interest on Income Tax Refund	-	2.84	0.64	0.02
	Interest on FDR	0.08	0.36	3.07	0.31
	Interest on Security Deposit	-	0.50	0.15	-
	Reserve & Surplus t/f from Crazy Bakery Udyog	-	-	406.44	-
	Proceeds / (Investment) in Long Term Loans and Advances	(0.43)	-	738.61	(754.47)
	<b>Net Cash generated from / (used in) Investing Activities (B)</b>	<b>(96.59)</b>	<b>(918.95)</b>	<b>(275.75)</b>	<b>(1,106.54)</b>
	<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Proceeds on issuance of Share Capital	-	-	-	3.35
	Proceeds from Security Premium	-	-	-	496.65
	Proceeds / (Repayment) of Long-Term Borrowing	(158.94)	(70.01)	109.43	(119.12)
	Proceeds / (Repayment) of Short-Term Borrowing	558.33	(209.50)	2,073.52	252.02
	Long Term Loans & Advances Given	(0.43)	(13.89)	-	-
	Proceeds from Receipts of Government Subsidy	-	-	-	76.31
	Minority Interest	0.03	0.04	12.77	-
	Finance Cost	(100.26)	(409.65)	(343.12)	(162.33)
	<b>Net Cash generated from / (used in) Financing Activities (C)</b>	<b>298.74</b>	<b>(703.01)</b>	<b>1,852.60</b>	<b>546.88</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>(101.22)</b>	<b>(445.46)</b>	<b>719.53</b>	<b>(175.68)</b>

	Cash and Cash Equivalents at the Beginning of the year	491.63	937.09	217.56	393.24
	Cash and Cash Equivalents at the End of the year	390.41	491.63	937.09	217.56
	Cash and Cash Equivalents at the end of the year comprises:	390.41	491.63	937.09	217.56
	Cash on Hand	364.74	437.65	906.52	205.81
	Balances with Bank:				
	- In Current Accounts	25.68	53.98	30.57	11.75
	- In Fixed Deposit Accounts	-	-	-	-
	<b>TOTAL</b>	<b>390.42</b>	<b>491.63</b>	<b>937.09</b>	<b>217.56</b>

“For Significant accounting policies (Refer Note 38), The accompanying Notes 1 to 50 form an integral part of Financial Statements.”

As per our Annexed Audit Report of Even Date

**For HCO & Co.**  
Chartered Accountants  
FRN: 001087C

For Crazy Snacks Limited  
(Formerly known as Crazy Snacks Private Limited)

**CA VIVEK AGARWAL**  
Partner  
Membership No.: 400733  
UDIN: 24400733BKBOJV8766  
Date: 18<sup>th</sup> December 2024  
Place: Gorakhpur

**UPMA AGARWAL**  
Director  
DIN: 00859037

**NAVIN KUMAR AGARWAL**  
Director  
DIN: 06957945

**VINIT KUMAR GUPTA**  
Chief Financial Officer  
PAN: BBAPG3861M

**SWEDIT GARG**  
Chief Executive Officer  
PAN: ANPG2071E

**ROHIT SHRIVASTAVA**  
Company Secretary  
PAN: DDAPS5051M

## COMPANY INFORMATION

Crazy Snacks Limited ('the Company') is a limited Company incorporated in India. The address of its registered office is at Shri Pramoday Bhawan, Officers Residence Lane, 10 Park Road, Gorakhpur, Uttar Pradesh-273009 and the principal place of business is Shri Pramoday Bhawan, Officers Residence Lane, near Sahara Press, 10 Park Road, Civil Lines, Gorakhpur, Uttar Pradesh-273009. The company has its manufacturing facilities at GIDA, Gorakhpur, Uttar Pradesh

### Details of Subsidiaries Consolidated in Crazy Snacks Limited

Crazy Bakery Udyog Private Limited ('the Company') is a limited Company incorporated in India. The Crazy Snacks Limited holds 99% Shares of this company. The address of its registered office is at Shri Pramoday Bhawan, Officers Residence Lane, 10 Park Road, Gorakhpur, Uttar Pradesh-273009 and the principal place of business is Shri Pramoday Bhawan, Officers Residence Lane, 10 Park Road, Civil Lines, Gorakhpur, Uttar Pradesh-273009. The company has its manufacturing facilities at GIDA, Gorakhpur, Uttar Pradesh.

CrazyFun Foods Private Limited ('the Company') is a private company incorporated in India. The Crazy Snacks Limited holds 100% Shares of this company. The address of its registered office is at FE-5, Sector-13, Gida, Gorakhpur-273209 and the principal place of business is at FE-5, Sector-13, Gida, Gorakhpur-273209. The Company has its manufacturing facilities at GIDA, Gorakhpur, Uttar Pradesh.

### Details of Associate Company not Consolidated in Crazy Snacks Limited.

Crazy Bakers Private Limited ('the Company') is a limited company incorporated in India. The Director Naveen Kumar Agrawal holds 75% shares of this company. The address of its registered office is at Shri Pramoday Bhawan, Officers Residence Lane, 10 Park Road, Gorakhpur, Uttar Pradesh-273009 and the principal place of business is Shri Pramoday Bhawan, Officers Residence Lane, near Sahara Press, 10 Park Road, Civil Lines, Gorakhpur, Uttar Pradesh-273009.

## Notes forming part of the Consolidated Restated Financial Statements

### NOTE "1" SHARE CAPITAL

(Amount in Lakhs unless otherwise stated)

Share Capital Authorised	As at 30th June 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	No. of share	Amount	No. of share	Amount	No. of share	Amount	No. of share	Amount
2,50,00,000 Equity Share of Rs.10/- each	2,50,00,000	2,500.00	30,00,000	300.00	30,00,000	300.00	20,00,000	200.00
Previous Year 30,00,000 Equity Shares of Rs. 10/- each								
Preceding Previous Year 20,00,000 Equity Shares of Rs. 10/- each								

Issued, Subscribed & Fully Paid - Up Capital	As at 30th June 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	No. of share	Amount	No. of share	Amount	No. of share	Amount	No. of share	Amount
1,79,38,830 Equity Shares of Rs.10/- each	1,79,38,830	1,793.88	17,08,460	170.85	17,08,460	170.85	17,08,460	170.85
Previous Year 17,08,460 Equity Shares of Rs. 10/- each								
<b>TOTAL</b>	<b>1,79,38,830</b>	<b>1,793.88</b>	<b>17,08,460</b>	<b>170.85</b>	<b>17,08,460</b>	<b>170.85</b>	<b>17,08,460</b>	<b>170.85</b>

	30	8	0		0	5	0	5
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\* Refer Note 1.1

Reconciliation Of Shares Outstanding:	As at 30th June 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	No. of share	Amount	No. of share	Amount	No. of share	Amount	No. of share	Amount
Equity Shares at the beginning of the Year	17,08,460	170.85	17,08,460	170.85	17,08,460	170.85	1,67,497	167.50
Add: Paid Issue	-	-	-	-	-	-	33,490	3.35
Add: Bonus Issue	1,62,30,370	1,623.04	-	-	-	-	-	-
Add: Splitting of face value of shares	-	-	-	-	-	-	15,07,473	-
<b>Equity Shares at the end of the Year</b>	<b>1,79,38,830</b>	<b>1,793.88</b>	<b>17,08,460</b>	<b>170.85</b>	<b>17,08,460</b>	<b>170.85</b>	<b>17,08,460</b>	<b>170.85</b>

The Company has issued Bonus Shares in the Ratio of 2:19 to each shareholder.

Terms/Rights attached to Equity Shares

The Company has only one class of equity shares of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity share will be entitled to receive the realized value of the assets of the Company, remaining after payment of preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

List Of the Share Holder Holding More Than 5 % Shares:	As at 30th June 2024		As at 31st March 2024		As at 31st March 2023		As at 31st March 2022	
	In Nos	In %	In Nos	In %	In Nos	In %	In Nos	In %
Sri Navin Kumar Agarwal	1,26,15,505	70.33%	15,75,510	92.23%	7,28,430	42.64%	7,28,430	42.64%
Smt. Sunil Agarwal	-	-	-	-	2,50,000	14.63%	2,50,000	14.63%
Sri Sachin Agarwal	-	-	-	-	5,28,420	30.93%	5,28,420	30.93%
	<b>1,26,15,505</b>	<b>70.33%</b>	<b>15,75,510</b>	<b>92.23%</b>	<b>15,06,850</b>	<b>88.20%</b>	<b>15,06,850</b>	<b>88.20%</b>

As per the records of the Company, including its register of members and other declaration received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

#### PROMOTERS AND PROMOTER GROUP SHAREHOLDING PATTERN

Promoters and Promoter Group Shareholding Pattern	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Sri Navin Kumar Agarwal</b>				
No. of Shares at the beginning of the year	15,75,710	7,28,430	7,28,430	72,843
Change during the year	1,10,39,795	8,47,280	-	6,55,587
No. of Shares at the end of the year	1,26,15,505	15,75,710	7,28,430	7,28,430
% of total shares	70.33%	92.23%	42.64%	42.64%
% change during the year	(21.90) %	49.49%	-	(0.85) %
<b>Smt. Sunil Agarwal</b>				

No. of Shares at the beginning of the year	-	2,50,000	2,50,000	25,000
Change during the year	-	(2,50,000)	-	2,25,000
No. of Shares at the end of the year	-	-	2,50,000	2,50,000
% of total shares	-	-	14.63%	14.63%
% change during the year	-	(14.63) %	-	(0.30) %
<b>Sri Sachin Agarwal</b>				
No. of Shares at the beginning of the year	-	5,28,420	5,28,420	52,842
Change during the year	-	(5,28,420)	-	4,75,578
No. of Shares at the end of the year	-	-	5,28,420	5,28,420
% of total shares	-	-	30.93%	30.93%
% change during the year	-	(30.93) %	-	(0.62) %
<b>Navin Kumar Agarwal (HUF)</b>				
No. of Shares at the beginning of the year	20,000	20,000	20,000	2,000
Change during the year	1,90,000	-	-	18,000
No. of Shares at the end of the year	210,000	20,000	20,000	20,000
% of total shares	1.17%	1.17%	1.17%	1.17%
% change during the year	-	-	-	(0.02) %
<b>Upma Agarwal</b>				
No. of Shares at the beginning of the year	79,060	79,060	79,060	7,906
Change during the year	7,51,070	-	-	71,154
No. of Shares at the end of the year	8,30,130	79,060	79,060	79,060
% of total shares	4.63%	4.63%	4.63%	4.63%
% change during the year	-	-	-	(0.09) %
<b>Pramod Agarwal</b>				
No. of Shares at the beginning of the year	-	10,000	10,000	1,000
Change during the year	-	(10,000)	-	9,000
No. of Shares at the end of the year	-	-	10,000	10,000
% of total shares	-	-	0.59%	0.59%
% change during the year	-	(0.59) %	-	(0.00) %
<b>Samta Agarwal</b>				
No. of Shares at the beginning of the year	-	59,060	59,060	5,906
Change during the year	-	(59,060)	-	53,154
No. of Shares at the end of the year	-	-	59,060	59,060
% of total shares	-	-	3.46%	3.46%
% change during the year	-	(3.46) %	-	(0.07) %

<b>Prakhar Navin Agarwal</b>				
No. of Shares at the beginning of the year	100	-	-	-
Change during the year	950	100	-	-
No. of Shares at the end of the year	1,050	100	-	-
% of total shares	0.01%	0.01 %	-	-
% change during the year	-	0.01 %	-	-
<b>Tanya Agarwal</b>				
No. of Shares at the beginning of the year	100	-	-	-
Change during the year	950	100	-	-
No. of Shares at the end of the year	1,050	100	-	-
% of total shares	0.01%	0.01 %	-	-
% change during the year	-	0.01 %	-	-
<b>Asha Agarwal</b>				
No. of Shares at the beginning of the year	-	-	-	-
Change during the year	100	-	-	-
No. of Shares at the end of the year	100	-	-	-
% of total shares	0.00 %	-	-	-
% change during the year	0.00 %	-	-	-

**AGGREGATE NUMBER OF SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH, BONUS SHARES ISSUED, AND SHARES BOUGHT BACK DURING THE PERIOD OF 5 YEARS IMMEDIATELY PRECEDING THE REPORTING DATE**

Particulars	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
	In Nos.	In Nos.	In Nos.	In Nos.
Fully Paid-up equity shares by way of bonus	1,62,30,370	-	-	-

**NOTE “2”**

**RESERVES & SURPLUS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Central Government Subsidy</b>				
Opening Balance	130.80	130.80	130.80	54.49
Add: Received	-	-	-	76.31
<b>Total</b>	<b>130.80</b>	<b>130.80</b>	<b>130.80</b>	<b>130.80</b>
<b>Securities Premium Account</b>				
Opening Balance	756.78	756.78	756.78	260.13
Add: Issue of Shares	-	-	-	496.65

Less: Capitalised as Bonus Shares	756.78	-	-	-
<b>Total</b>	-	<b>756.78</b>	<b>756.78</b>	<b>756.78</b>
<b>Statement of Profit &amp; Loss</b>				
Opening Balance	2,053.63	1,571.59	890.49	679.10
Add: Profit during the year	128.26	531.52	353.59	211.39
Add: Reserve & Surplus T/f from Crazy Bakery Udyog	-	-	406.44	-
Add: Effect due to change in accounting policy due to Dep.	(0.25)	(41.38)	(78.93)	-
Less: Bonus Shares issued to Shareholders	866.26	-	-	-
Less: Provision for F.Y. 2022-23 Crazyfun Food	-	8.09	-	-
<b>Closing Balance</b>	<b>1,315.39</b>	<b>2,053.63</b>	<b>1,571.59</b>	<b>890.49</b>
<b>Grand Total</b>	<b>1,446.18</b>	<b>2,941.21</b>	<b>2,459.16</b>	<b>1,778.07</b>

**\*Refer Note 2.1**

\* Effect due to change in accounting policy refers to the change in depreciation charged on Property, Plant & equipment & change in useful life as decided by the management. The management had the practice of charging Depreciation as per Income Tax Act which was changed to Companies Act from F.Y. 2023-2024 and restated was prepared from 2021-2022 charging depreciation as per Companies Act from F.Y. 2021-2022. The above effect also comprises of Tax effect due to change in Accounting Policy and Accounting Estimate due to change in useful life of asset as determined by the management.

\* Effect due to change in accounting policy also refers to as management was not charging Depreciation as per Companies Act in Crazyfun Foods Private Limited (Subsidiary) of Crazy Snacks Limited. Hence was fully depreciated in FY: 2023-2024.

<b>Minority Interest</b>	<b>As at 30th June 2024</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Opening Balance	-	-	-	-
Add: Acquisition Share Capital	12.81	12.77	8.19	-
Add: Acquisition Reserves & Surplus	-	-	4.10	-
Add: Share in Profit	0.03	0.04	0.48	-
<b>Closing Balance</b>	<b>12.84</b>	<b>12.81</b>	<b>12.77</b>	<b>-</b>

**NOTE "2.1"**

**STATEMENT OF RESERVES AND SURPLUS**

<b>Particulars</b>	<b>As at 30th June 2024</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Reserves and Surplus</b>				
<b>Central Government Subsidy</b>				
Opening Balance	130.80	130.80	130.80	54.49
Add: Addition during the year	-	-	-	76.31
<b>Closing Balance (A)</b>	<b>130.80</b>	<b>130.80</b>	<b>130.80</b>	<b>130.80</b>
<b>Securities Premium</b>				
Opening Balance	756.78	756.78	756.78	260.13
Add: Addition during the year	-	-	-	496.65
Less: Bonus shares issued	756.78	-	-	-
<b>Closing Balance (B)</b>	<b>-</b>	<b>756.78</b>	<b>756.78</b>	<b>756.78</b>



<b>Surplus/(Deficit) in Profit and Loss account</b>				
Opening Balance	2,053.63	1,571.59	890.49	679.10
Add: Profit during the year	128.26	531.52	353.59	211.39
Add: Reserve & Surplus T/f from Crazy Bakery Udyog	-	-	406.44	-
Add: Effect due to change in accounting policy due to Dep.	(0.25)	(41.38)	(78.93)	-
Less: Provision for F.Y. 2022-23 Crazyfun Food	-	8.09	-	-
Less:- Bonus Share Issued	866.26	-	-	-
<b>Closing Balance (C)</b>	<b>1,315.39</b>	<b>2,053.63</b>	<b>1,571.59</b>	<b>890.49</b>
<b>Total Reserve and Surplus (A+B+C)</b>	<b>1,446.18</b>	<b>2,941.21</b>	<b>2,459.16</b>	<b>1,778.07</b>

1. The figures mentioned in the bracket represent absolute number of shares.
2. Terms/rights attached to equity shares:
  - i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share.
  - ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
3. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
4. Company does not have any Revaluation Reserve.
5. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.
6. The reconciliation of the number of shares outstanding as at:

-

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Number of shares at the beginning	17,08,460	17,08,460	17,08,460	1,67,497
Add: Shares issued during the year	-	-	-	33,490
Add: Bonus Shares issued during the year	1,62,30,370	-	-	-
Add: Shares split during the year	-	-	-	15,07,473
<b>Number of shares at the end</b>	<b>1,79,38,830</b>	<b>17,08,460</b>	<b>17,08,460</b>	<b>17,08,460</b>

7. The detail of shareholders holding more than 5% of Shares as at: -

Name of Share Holder	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Sri Navin Kumar Agarwal	1,26,15,505	15,75,710	7,28,430	7,28,430
Smt. Sunil Agarwal	-	-	2,50,000	2,50,000
Sri Sachin Agarwal	-	-	5,28,420	5,28,420

**NOTE “3”**

**LONG TERM BORROWINGS**

Particulars	As at 30th June	As at 31st March	As at 31st March	As at 31st March
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	2024	2024	2023	2022
<b>Secured Loans:</b>				
Term Loan from State Bank of India (For Plant and Machinery) (Secured by Hypothecation / Mortgage)	-	-	-	377.57
Term Loan from SBI (Covid-19 Fund)	-	-	-	174.78
Term Loan from SBI	-	-	-	27.67
Term Loan from PNB - 363(Covid-19 Fund)	-	14.00	59.97	-
Term Loan from Punjab National Bank (Covid-19 Fund)	3.50	13.12	90.40	-
Term Loan from Punjab National Bank (For Plant and Machinery) (066)	370.32	386.57	-	-
Term Loan from Punjab National Bank (For Plant and Machinery)	143.52	168.09	266.37	-
Term Loan from Punjab National Bank (T/L Ac 057))	342.44	357.86	-	-
Term Loan from HDFC Commercial Vehicle	-	-	6.16	15.28
Term Loan from HDB Financial Services for Commercial Vehicle	-	-	15.82	48.29
Term Loan from Punjab National Bank (0039)	159.89	182.93	281.70	-
Term Loan from Punjab National Bank (0048)	66.08	74.42	111.48	-
Term Loan from Punjab National Bank (101)	34.55	-	-	-
Term Loan from Punjab National Bank (110)	11.25	-	-	-
Less: Current Maturities of Long-Term Debt	266.39	377.64	343.08	246.88
<b>Unsecured Loans:</b>				
From Directors	350.18	554.93	487.24	458.78
From company in which Directors are interested	300.00	300.00	534.13	734.13
From non-Directors	-	-	234.09	45.23
From Body Corporates	-	-	-	-
<b>Total</b>	<b>1,515.34</b>	<b>1,674.28</b>	<b>1,744.29</b>	<b>1,634.87</b>

\* Refer Note: 3.1

#### NOTE "3.1"

##### SECURITY DETAILS

Long Term Borrowings	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>State Bank of India</b> For Plant & Machinery " Term Loan taken for Business use, amounting to Rs. 592.00 Lacs, @ Effective Interest rate of 7.60% p.a. approx. <b>Primary Security -</b> Hypothecation of current assets (existing and future) of the unit consisting of stocks in transit, finished goods, and receivables & other current assets. <b>Collateral Security -</b> 1. Property of Crazy Bakers Private Limited (Associate) 2. Property of Crazy Snacks Limited.	-	-	-	377.57

<p><b>State Bank of India (Covid-19 Fund)</b>  ''' Term Loan taken for Business use, amounting to Rs. 232.00 Lacs, @ Effective Interest rate of 7.40% p.a. approx.</p> <p><b>Primary Security -</b>  Hypothecation of current assets (existing and future) of the unit consisting of stocks in transit, finished goods, and receivables &amp; other current assets.</p> <p><b>Collateral Security -</b>  1. Property of Crazy Bakers Private Limited (Associate)  2. Property of Crazy Snacks Limited.</p>	-	-	-	174.78
<p><b>State Bank of India</b>  ''' Term Loan taken for Business use, amounting to Rs. 0.74 Lacs, @ Effective Interest rate of 7.60% p.a. approx.</p> <p><b>Primary Security -</b>  Hypothecation of current assets (present and future) of the unit consisting of stocks in transit, finished goods, and receivables &amp; other current assets.</p> <p><b>Collateral Security -</b>  1. Property of Crazy Bakers Private Limited (Associate)  2. Property of Crazy Snacks Limited.</p>	-	-	-	27.67
<p><b>Punjab National Bank-363 Covid-19 Fund)</b>  ''' Term Loan taken for Business use, amounting to Rs. 59.50 Lacs, repayable in 17 months @ Effective Interest rate of 9.75% p.a. approx.</p> <p><b>Primary Security -</b>  Pari-pasu charge with the existing credit facilities on entire stocks, book debts, receipts and other current assets and Block of fixed assets created from bank finance and National credit guarantee Trustee Company limited shall provide 100% guarantee coverage on the outstanding amount for the credit facility provided under the scheme as on the date of NPA.</p> <p><b>Collateral Security -</b>  1. Property of Crazy Bakers Private Limited (Associate)</p>	-	14.00	59.97	-
<p><b>Punjab National Bank (Covid-19 Fund)</b>  ''' Term Loan taken for Business use, amounting to Rs. 116.70 Lacs, repayable in 16 months @ Effective Interest rate of 9.25% p.a. approx.</p> <p><b>Primary Security -</b>  Pari-pasu charge with the existing credit facilities on entire stocks, book debts, receipts and other current assets and Block of fixed assets created from bank finance and National credit guarantee Trustee</p>	3.50	13.12	90.40	-

<p>Company limited shall provide 100% guarantee coverage on the outstanding amount for the credit facility provided under the scheme as on the date of NPA.</p> <p><b>Collateral Security -</b></p> <p>1. Property of Crazy Bakers Private Limited (Associate)</p> <p>2. Property of Crazy Snacks Limited.</p>				
<p><b>Punjab National Bank (066)</b></p> <p>For Plant &amp; Machinery</p> <p>" Term Loan taken for Business use, amounting to Rs. 390.00 Lacs, repayable in 72 months @ Effective Interest rate of 9.85% p.a. approx.</p> <p><b>Primary Security -</b></p> <p>Hypothecation of entire Plant &amp; Machineries to be purchased with Bank Finance and margin of the borrower.</p> <p><b>Collateral Security -</b></p> <p>1. Property of Crazy Bakery Udyog Private Limited (Subsidiary)</p>	370.32	386.57	-	-
<p><b>Punjab National Bank</b></p> <p>For Plant &amp; Machinery</p> <p>" Term Loan taken for Business use, amounting to Rs. 301.34 Lacs, repayable in 43 months @ Effective Interest rate of 9.45% p.a. approx.</p> <p><b>Primary Security -</b></p> <p>Hypothecation of Block of fixed assets, Plant and Machinery and other fixed assets created from bank finance.</p> <p><b>Collateral Security -</b></p> <p>1. Property of Crazy Bakers Private Limited (Associate)</p> <p>2. Property of Crazy Snacks Limited.</p>	143.52	168.09	266.37	-
<p><b>Punjab National Bank (057)</b></p> <p>" Term Loan taken for Business use, amounting to Rs. 370.00 Lacs, repayable in 72 months @ Effective Interest rate of 9.60% p.a. approx.</p> <p><b>Primary Security -</b></p> <p>Hypothecation of entire Plant &amp; Machineries to be purchased with Bank Finance and margin of the borrower.</p> <p><b>Collateral Security -</b></p> <p>1. Property of Crazy Bakers Private Limited (Associate)</p> <p>2. Property of Crazy Snacks Limited.</p> <p>* Charge is duly registered with ROC.</p>	342.44	357.86	-	-
<p><b>HDFC Commercial Vehicle</b></p> <p>" Term Loan taken for Business use, amounting to Rs. 26.00 Lacs, repayable in 35 months @ Effective Interest rate of 8.76% p.a. approx.</p>	-	-	6.16	15.28

<b>Primary Security -</b> Finance and margin of the borrower.				
<b>HDB Financial Services for Commercial Vehicle</b> " Term Loan taken for Business use, amounting to Rs. 89.25 Lacs, repayable in 35 months @ Effective Interest rate of 12.50% p.a. approx. <b>Primary Security -</b> No. of 13 Commercial Vehicle	-	-	15.82	48.29
<b>Punjab National Bank (0039)</b> " Term Loan taken for Business use, amounting to Rs. 282.77 Lacs, repayable in 36 months @ Effective Interest rate of 9.85% p.a. approx. <b>Primary Security -</b> Hypothecation of Block of fixed assets, Plant and Machinery and other fixed assets created from bank finance. <b>Collateral Security -</b> 1- Property of Crazy Bakery Udyog Pvt Ltd, Plot No. G-3A, Sector-15, Gida, Sahjanwa Road Gorakhpur, U.P-273001	159.89	182.93	281.70	-
<b>Punjab National Bank (0048)</b> " Term Loan taken for Business use, amounting to Rs. 110.56 Lacs, repayable in 39 months @ Effective Interest rate of 9.85% p.a. approx. <b>Primary Security -</b> Hypothecation of Block of fixed assets, Plant and Machinery and other fixed assets created from bank finance. <b>Collateral Security -</b> 1- Property of Crazy Bakery Udyog Pvt Ltd, Plot No. G-3A, Sector-15, Gida, Sahjanwa Road Gorakhpur, U.P-273001	66.08	74.42	111.48	-
<b>Punjab National Bank (101)</b> " Term Loan taken for Business use, amounting to Rs. 70.50 Lacs, repayable in 60 months @ Effective Interest rate of 8.70% p.a. 195pprox.. <b>Primary Security -</b> Hypothecation/ Mortgage of the assets proposed to be purchased out of the term loan. In case no tangible security is being created , extension of charge on fixed asset/1 <sup>st</sup> charge on fixed asset be created. It should be insured that adequate security cover is available against the proposed loan. <b>Collateral Security -</b> 1. Property of Crazy Bakers Private Limited (Associate) 2. Property of Crazy Snacks Limited.	34.55	-	-	-

<b>Punjab National Bank (110)</b> "" Term Loan taken for Business use, amounting to Rs. 54.87 Lacs, repayable in 60 months @ Effective Interest rate of 8.70% p.a. 196pprox.. <b>Primary Security -</b> Hypothecation/ Mortgage of the assets proposed to be purchased out of the term loan. In case no tangible security is being created, extension of charge on fixed asset/1 <sup>st</sup> charge on fixed asset be created. It should be insured that adequate security cover is available against the proposed loan. <b>Collateral Security -</b> 1. Property of Crazy Bakers Private Limited (Associate) 2. Property of Crazy Snacks Limited.	11.25	-	-	-
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Unsecured Borrowings	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>From Directors</b>				
Naveen Kumar Agarwal	255.97	460.72	150.70	242.01
Upma Agarwal	94.22	94.22	160.22	84.21
Sachin Agarwal			176.33	97.41
Samta Agarwal				35.17
<b>From Companies in which Directors are Interested</b>				
Gravity Finance Ltd	38.00	38.00	38.00	38.00
Shree Kripa Industries			100.00	100.00
Kali Industrial Financial Consultant Pvt Ltd	10.00	10.00	10.00	10.00
Ambalika Viniyog Ltd			84.13	84.13
Monitor Vinicom	252.00	252.00	302.00	502.00
<b>From non-Directors</b>				
Sunil Agarwal			30.09	30.09
Asha Agarwal			15.14	15.14
Samta Agarwal			38.86	
Kanhaiya Sureka			30.00	
Shipli Sureka			20.00	
Hari Mohan Agarwal HUF			100.00	

Short Term Borrowings	As at 30 <sup>th</sup> June 2024	As at 31 <sup>st</sup> March 2024	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>State Bank of India</b> Cash Credit Limit Cash Credit limit to meet working capital requirement, amounting Rs. 750 lakhs @ Effective Interest Rate of 7.60% p.a. 196pprox.. <b>Primary Security -</b> Hypothecation/ Mortgage on present and future stocks of Bakery Products, Raw Material, Stocks-in-process, finished goods, Stores & Spares, Book Debts and entire other current assets of the firm.				736.61

<b>Collateral Security -</b> 1. Commercial Land & Building of Crazy Snacks Limited 2. Commercial Property of Crazy Bakers Private Limited Corporate Guarantee 1. Crazy Bakers Private Limited 2. Monitor Vincom Private Limited				
<b>Punjab National Bank</b> Cash Credit Limit Cash Credit limit to meet working capital requirement, amounting @ Effective Interest Rate of 8.70% p.a. 197pprox.. <b>Primary Security -</b> Hypothecation/ Mortgage on present and future movable property, plant and equipment of the borrower, equitable mortgage of factory land and building, corporate guarantee by 1. Crazy Bakers Private Limited. 2. Monitor Vincom Private Limited. Personal Guarantee 1. Director & Relative <b>Collateral Security -</b> 1. Crazy Bakers Private Limited at DL-1, DL-2, Sector-13 GIDA, GIDA	1,620.00	1,043.06	1,280.63	
<b>Punjab National Bank</b> Cash Credit Limit Cash Credit limit to meet working capital requirement, amounting @ Effective Interest Rate of 9.85% p.a. 197pprox.. <b>Primary Security -</b> Hypothecation/ Mortgage on present and future stocks of Bakery Products, Raw Material, Stocks-in-process, finished goods, Stores & Spares, Book Debts and entire other current assets of the firm.	1,519.45	1,426.80	1,433.30	

**NOTE “4”**

**DEFERRED TAX ASSETS / (LIABILITY)**

<b>Deferred Tax on PPE</b>	<b>As at 30th June 2024</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
WDV as per Income Tax Act	3,574.49	3,580.11	3,115.81	1,377.46
WDV as per Companies Act	3,483.22	3,504.58	3,119.67	1,347.96
Difference	91.27	75.53	(3.86)	29.49
<b>Deferred Tax Asset / (Liability) (Transfer to PL)</b>	<b>3.96</b>	<b>19.98</b>	<b>(8.40)</b>	<b>38.10</b>

Deferred Tax Liability	-	-	-	-
Add: Deferred Tax Assets / (Liability) of previous year	19.01	(0.97)	7.42	(30.68)
<b>Deferred Tax Asset/(Liability) (Transfer to Balance Sheet)</b>	<b>22.97</b>	<b>19.01</b>	<b>(0.97)</b>	<b>7.42</b>
<b>Deferred Tax on Gratuity</b>				
<b>Gratuity paid as per Income Tax Act 1961</b>	-	-	-	-
<b>Provision for Gratuity as per Books</b>	0.06	(0.06)	(3.74)	23.29
Difference	0.06	(0.06)	(3.74)	23.29
<b>Deferred Tax Asset / (Liability) (Transfer to PL)</b>	<b>0.00</b>	<b>(0.96)</b>	<b>4.92</b>	<b>5.86</b>
Less: Deferred Tax Assets / (Liability) of previous years	(0.02)	(0.94)	5.86	-
<b>Deferred Tax Asset/(Liability) (Transfer to Bal. Sheet)</b>	<b>0.02</b>	<b>(0.02)</b>	<b>(0.94)</b>	<b>5.86</b>

Refer Note “24.1” for provision for gratuity

**NOTE “5”**

**OTHER LONG-TERM LIABILITIES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Crates Security	33.61	33.61	32.86	32.20
Party Security	-	-	-	6.15
<b>Long-Term Provision</b>				
Provision for Gratuity	14.68	15.35	16.93	19.46
<b>Total</b>	<b>48.29</b>	<b>48.97</b>	<b>49.80</b>	<b>57.81</b>

**NOTE “6”**

**SHORT TERM BORROWINGS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Secured</b>				
Loan repayable on Demand	3,139.45	2,469.87	2,713.93	736.61
Current maturities on long term debt	266.39	377.64	343.08	246.88
<b>Total</b>	<b>3,405.84</b>	<b>2,847.51</b>	<b>3,057.01</b>	<b>983.49</b>

\* Refer Note: 3.1

**NOTE “7”**

**TRADE PAYABLES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
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Micro, Small and Medium Enterprise	135.60	179.58	-	-
Others	313.41	335.00	564.07	583.42
<b>Total</b>	<b>449.00</b>	<b>514.58</b>	<b>564.07</b>	<b>583.42</b>
<b>7.1 Creditors and other trade payables</b>				
Sundry Creditors for Expenses	-	-	-	-
Sundry Creditors for Goods	449.00	514.58	564.07	583.42
<b>TOTAL</b>	<b>449.00</b>	<b>514.58</b>	<b>564.07</b>	<b>583.42</b>
<b>* Refer Note 7.1</b>				

**Note “7.1”**

**Trade Payables Aging Schedule\***

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>1. Undisputed considered Good</b>				
Less than 1 year	368.85	450.74	527.73	577.69
1 - 2 years	80.15	63.84	36.34	5.73
2 – 3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (1)</b>	<b>449.00</b>	<b>514.58</b>	<b>564.07</b>	<b>583.42</b>
<b>2. Undisputed considered Doubtful</b>				
Less than 1 year	-	-	-	-
1 - 2 years	-	-	-	-
2 – 3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>3. Disputed considered Good</b>				
Less than 1 year	-	-	-	-
1 - 2 years	-	-	-	-
2 – 3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>4. Disputed considered Doubtful</b>				
Less than 1 year	-	-	-	-
1 - 2 years	-	-	-	-
2 – 3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (4)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (1+2+3+4)</b>	<b>449.00</b>	<b>514.58</b>	<b>564.07</b>	<b>583.42</b>

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>Trade Payables</b>				
Micro, Small and Medium Enterprises	135.60	179.58	-	-
Others	313.41	335.00	564.07	583.42

Total	449.00	514.58	564.07	583.42
<b>Notes</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.				
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.				

**NOTE “8”**

**OTHER CURRENT LIABILITIES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advances from Customers	-	-	548.08	139.68
Outstanding Labour Wages Payable	18.60	24.28	15.56	18.25
Outstanding Liabilities	14.73	14.73	16.72	0.10
Statutory Dues	0.88	8.25	17.62	23.83
Expenses Payable	32.65	63.54	51.52	50.99
Directors Remuneration	93.26	82.06	45.17	-
Audit fees	1.80	0.80	-	-
EPF Payable	0.71	-	-	-
ESIC Payable	0.11	-	-	-
TDS Payable	1.46	-	-	-
GST Payable	0.99	-	-	-
Corporate Social Responsibility	2.38	-	-	-
Provision for Gratuity	4.88	4.14	2.62	3.84
Bonus Payable	4.31	-	-	-
Salary Payable	35.38	-	-	-
<b>Total</b>	<b>212.14</b>	<b>197.79</b>	<b>697.29</b>	<b>236.68</b>

\* Refer Note 8.1

\* Refer Note 8.2 For Corporate Social Responsibility

\* Refer Note 24.1 for Provision for Gratuity

**NOTE “8.1”**

**STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT-TERM PROVISIONS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Other Current Liabilities</b>				
Statutory dues payable	4.15	8.25	17.62	23.83
Expenses payable	32.65	63.54	51.52	50.99
Advances from Customers	-	-	548.08	139.68
Other Payables	170.46	121.87	32.28	18.35
Others	-	-	45.17	-
Provision for Gratuity	4.88	4.14	2.62	3.84
<b>Total</b>	<b>212.14</b>	<b>197.79</b>	<b>697.29</b>	<b>236.68</b>

Short-Term Provisions				
Opening Balances of Provision				
Provision for Income Tax	224.24	182.43	104.41	78.55
Provision for MAT				
Provision for Dividend				
<b>Total</b>	<b>224.24</b>	<b>182.43</b>	<b>104.41</b>	<b>78.55</b>

#### Notes

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

#### NOTE “8.2”

##### CORPORATE SOCIAL RESPONSIBILITY EXPENSE

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Amount required to be spent by the company during the period	2.38	-	-	-
Amount of Expenditure incurred		-	-	-
Shortfall at the balance sheet data (For the period)	2.38	-	-	-
Total of previous years shortfall (B/f from previous year)		-	-	-
Total (C/f to next period)	<b>2.38</b>	-	-	-

#### Notes

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.
3. 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 company is in the process of setting up CSR Committee and will formulate a plan for spending of CSR amount.

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Reason for Shortfall	N.A.	N.A.	N.A.	N.A.
Nature of CSR activities	To be formulated by CSR Committee in accordance with Companies Act, 2013 read with rules made thereunder			

Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	N.A.	N.A.	N.A.	N.A.
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision	N.A.	N.A.	N.A.	N.A.

**NOTE “9”**

**SHORT TERM PROVISIONS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Provision for Income Tax	182.43	182.43	104.41	78.55
Add: Current Year Provision	41.81	-	1.78	-
<b>Total</b>	<b>224.24</b>	<b>182.43</b>	<b>106.19</b>	<b>78.55</b>

\* Refer Note 8.1

**NOTE “10.1”**

**CWIP aging schedule as on 31st March 2024**

Particulars	Less than 1 year	1-2 year	More than 2 years	Total
<b>Projects in progress</b>	120.25	-	-	<b>120.25</b>
<b>Projects temporarily suspended</b>				
<b>CWIP aging schedule as on 30th June 2024</b>	<b>Less than 1 year</b>	<b>1-2 year</b>	<b>More than 2 years</b>	<b>Total</b>
<b>Projects in progress</b>	88.95	120.25	-	<b>209.19</b>
<b>Projects temporarily suspended</b>				

**NOTE “10.2”**

**PROPERTY, PLANT & EQUIPMENT**

**DEPRECIATION SCHEDULE AS PER SCHEDULE III OF COMPANIES**

**ACT,2013**

**(FOR THE PERIOD ENDING 30<sup>TH</sup> JUNE 2024)**

Particulars	Gross Carrying Amount				Depreciation				Carrying Amount	
	AS AT	Addition	Sale	AS AT	UPTO	For the year	Adjus tment s	UPTO	AS AT	AS AT
	01.04.24			30.06. 24					31.03. 24	30.06. 24
<b>TANGIBLE ASSETS</b>										
<b>Land</b>										
<b>CSL</b>										
Lease Hold Land	18.56	-	-	18.56	-	-	-	-	18.56	18.56
Free Hold Land	15.67	-	-	15.67	-	-	-	-	15.67	15.67
<b>CBU</b>										

Land at Gida	690.46	-	-	690.46	-	-	-	-	690.46	690.46
<b>Building</b>										
<b>CSL</b>										
Factory building	202.50	-	-	202.50	135.07	1.29	-	136.36	66.15	67.44
<b>CBU</b>										
Factory building	393.04	-	-	393.04	58.29	7.93	-	66.22	326.82	334.75
<b>Furniture &amp; Fixtures</b>										
<b>CSL</b>										
Furniture	15.18	-	-	15.18	11.44	0.24	-	11.68	3.50	3.74
Water tank	1.39	-	-	1.39	1.30	0.00	-	1.31	0.09	0.09
Tools & Equipment	14.21	-	-	14.21	11.84	0.14	-	11.98	2.24	2.37
Electric Transformer	3.72	-	-	3.72	3.49	0.01	-	3.50	0.22	0.23
Office Equipment	0.57	-	-	0.57	0.09	0.03	-	0.12	0.45	0.48
<b>CFF</b>			-							
Furniture	1.69	-	-	1.69	1.60	-	-	1.60	0.08	0.08
Water Cooler	0.37	-	-	0.37	0.35	-	-	0.35	0.02	0.02
Television	0.64	-	-	0.64	0.61	-	-	0.61	0.03	0.03
<b>CBU</b>										
Furniture	22.24	-	-	22.24	8.46	0.89	-	9.35	12.89	13.78
<b>Plant &amp; Machinery</b>										
<b>CSL</b>										
Plant	1,372.94	6.14	-	1,379.08	568.41	38.26	-	606.66	772.42	804.54
Electric Installation	65.10	-	-	65.10	49.82	0.65	-	50.48	14.63	15.28
Vehicles	366.02	2.15	-	368.17	281.23	3.54	-	284.77	83.40	84.80
D.G. Set	21.50	-	-	21.50	17.10	0.17	-	17.27	4.22	4.39
Diesel Tank	0.91	-	-	0.91	0.85	0.00	-	0.85	0.06	0.06
Dies & Moulds	277.29	-	-	277.29	242.83	4.41	-	247.24	30.05	34.46
Crates	303.57	-	-	303.57	274.23	2.63	-	276.86	26.71	29.34
Air Conditioner	13.16	-	-	13.16	7.28	0.27	-	7.55	5.61	5.87
Weight Machine	20.11	-	-	20.11	13.83	0.28	-	14.11	6.00	6.28
<b>CFF</b>										
Vehicles	5.70	-	-	5.70	5.42	-	-	5.42	0.29	0.29
<b>CBU</b>										
Air Conditioner	1.47	-	-	1.47	0.40	0.05	-	0.45	1.02	1.07
Dies & Moulds	15.09	-	-	15.09	3.21	0.54	-	3.74	11.35	11.89
Office Equipment	2.86	-	-	2.86	0.79	0.09	-	0.88	1.98	2.08
Fire	1.53	-	-	1.53	0.52	0.05	-	0.57	0.95	1.00

Extinguisher										
Generator	4.51	-	-	4.51	1.54	0.15	-	1.69	2.82	2.97
Plant & Machinery	1,515.29	-	-	1,515.29	333.38	53.34	-	386.71	1,128.58	1,181.91
Water Cooler	0.17	-	-	0.17	0.05	0.01	-	0.05	0.12	0.13
Weight Machine	4.95	-	-	4.95	1.36	0.16	-	1.52	3.43	3.59
CCTV	0.31	-	-	0.31	0.09	0.01	-	0.10	0.22	0.23
<b>Office Equipment</b>										
<b>CSL</b>										
Computer	22.67	-	-	22.67	21.31	0.05	-	21.36	1.31	1.36
CCTV	2.50	-	-	2.50	0.86	0.07	-	0.93	1.57	1.64
Television	0.59	-	-	0.59	0.44	0.01	-	0.44	0.15	0.15
<b>CFF</b>										
Computer	2.26	-	-	2.26	2.26	-	-	2.26	-	-
Air Conditioner	4.37	-	-	4.37	4.37	-	-	4.37	-	-
Inverter Battery	3.46	-	-	3.46	3.28	-	-	3.28	0.17	0.17
<b>CBU</b>										
Computer	2.02	-	-	2.02	1.51	0.08	-	1.59	0.43	0.51
Electric Installation	60.02	-	-	60.02	22.82	2.41	-	25.23	34.79	37.20
<b>TOTAL(A)</b>	<b>5,470.63</b>	<b>8.29</b>	<b>-</b>	<b>5,478.92</b>	<b>2,091.71</b>	<b>117.75</b>	<b>-</b>	<b>2,209.47</b>	<b>3,269.45</b>	<b>3,378.92</b>
<b>INTANGIBLE ASSETS</b>										
<b>CSL</b>										
Trademark	2.19	-	-	2.19	2.08	-	-	2.08	0.11	0.11
Software	4.95	-	-	4.95	0.15	0.76	-	0.90	4.05	4.80
<b>CBU</b>										
Intangible Assets	2.34	-	-	2.34	1.83	0.08	-	1.92	0.42	0.51
<b>TOTAL(B)</b>	<b>9.48</b>			<b>9.48</b>	<b>4.06</b>	<b>0.84</b>	<b>-</b>	<b>4.90</b>	<b>4.57</b>	<b>5.41</b>
<b>CAPITAL WIP</b>										
<b>CSL</b>										
Building under Construction	48.58	88.95		137.53	-	-	-	-	137.53	48.58
<b>CBU</b>										
Building under Construction	71.66	-	-	71.66	-	-	-	-	71.66	71.66
<b>TOTAL(C)</b>	<b>120.25</b>	<b>88.95</b>		<b>209.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>209.19</b>	<b>120.25</b>
<b>TOTAL(A+B+C)</b>	<b>5,600.36</b>	<b>97.23</b>	<b>-</b>	<b>5,697.59</b>	<b>2,095.78</b>	<b>118.59</b>		<b>2,214.37</b>	<b>3,483.22</b>	<b>3,504.58</b>
<b>PREVIOUS YEAR</b>	3102.93	129.39	-	3,191.30	1,586.67	235.06	6.89	1,813.84	1,377.46	1,517.26

**NOTE “10.3”**

**PROPERTY, PLANT & EQUIPMENT**

**DEPRECIATION SCHEDULE AS PER SCHEDULE III OF COMPANIES ACT,2013**

**(FOR THE PERIOD ENDING 31<sup>ST</sup> MARCH 2024)**

Particulars	Gross Carrying Amount				Depreciation				Carrying Amount	
	AS AT	Addition	Sale	AS AT	UPTO	For the year	Adjustment	UPTO	AS AT	AS AT
	01.04.23			31.03.24					01.04.23	31.03.24
<b>TANGIBLE ASSETS</b>										
<b>Land</b>										
<b>CSL</b>										
Lease Hold Land	18.56	-	-	18.56	-	-	-	-	18.56	18.56
Free Hold Land	15.67	-	-	15.67	-	-	-	-	15.67	15.67
<b>CBU</b>										
Land at Gida	690.46	-	-	690.46	-	-	-	-	690.46	690.46
<b>Building</b>										
<b>CSL</b>										
Factory building	202.50	-	-	202.50	129.46	5.61	-	135.07	67.44	73.04
<b>CBU</b>										
Factory building	393.04	-	-	393.04	23.06	35.23	-	58.29	334.75	369.98
<b>Furniture &amp; Fixtures</b>										
<b>CSL</b>										
Furniture	14.33	0.85	-	15.18	10.21	1.23	-	11.44	3.74	4.12
Water tank	1.39	-	-	1.39	1.28	0.02	-	1.30	0.09	0.11
Tools & Equipment	14.21	-	-	14.21	11.11	0.73	-	11.84	2.37	3.11
Electric Transformer	3.72	-	-	3.72	3.43	0.06	-	3.49	0.23	0.29
Office Equipment	-	0.57	-	0.57		0.09	-	0.09	0.48	-
<b>CFF</b>										
Furniture	1.69	-	-	1.69	0.89	0.71	-	1.60	0.08	0.79

Water Cooler	0.37	-	-	0.37	0.20	0.16	-	0.35	0.02	0.17
Television	0.64	-	-	0.64	0.34	0.27	-	0.61	0.03	0.30
<b>CBU</b>										
Furniture	22.24	-	-	22.24	3.60	4.86	-	8.46	13.78	18.64
<b>Plant &amp; Machinery</b>										
<b>CSL</b>										
Plant	1,290.30	425.36	50.00	1,372.94	705.39	128.49	(265.47)	568.41	804.54	584.91
Electric Installation	65.10	-	-	65.10	46.67	3.16	v	49.82	15.28	18.44
Vehicles	366.02	-	-	366.02	264.10	17.13		281.23	84.80	101.93
D.G. Set	21.50	-	-	21.50	16.28	0.82	-	17.10	4.39	5.22
Diesel Tank	0.91	-	-	0.91	0.84	0.00	-	0.85	0.06	0.07
Dies & Moulds	566.47	13.31	-	277.29	485.13	44.26	(286.56)	242.83	34.46	81.33
Crates	290.74	12.83	-	303.57	257.94	16.29	-	274.23	29.34	32.80
Air Conditioner	11.65	1.50	-	13.16	6.12	1.16	-	7.28	5.87	5.53
Weight Machine	20.11	-	-	20.11	12.49	1.34	-	13.83	6.28	7.62
<b>CFF</b>										
Vehicles	5.70	-	-	5.70	1.64	3.78	-	5.42	0.29	4.06
<b>CBU</b>										
Air Conditioner	1.47	-	-	1.47	0.17	0.24	-	0.40	1.07	1.30
Dies & Moulds	11.06	4.03	-	15.09	0.58	2.63	-	3.21	11.89	10.49
Office Equipment	2.86	-	-	2.86	0.32	0.46	-	0.79	2.08	2.54
Fire Extinguisher	1.53	-	-	1.53	0.28	0.25	-	0.52	1.00	1.25
Generator	4.51	-	-	4.51	0.82	0.73	-	1.54	2.97	3.69
Plant & Machinery	1,126.76	458.53	70.00	1,515.29	126.93	206.45	-	333.38	1181.91	999.83
Water Cooler	0.17	-	-	0.17	0.02	0.03	-	0.05	0.13	0.15
Weight Machine	4.95	-	-	4.95	0.56	0.80	-	1.36	3.59	4.39
CCTV	0.31	-	-	0.31	0.04	0.05	-	0.09	0.23	0.28
<b>Office Equipment</b>										
<b>CSL</b>										
Computer	22.44	0.23	-	22.67	20.81	0.49	-	21.31	1.36	1.63
CCTV	2.50	-	-	2.50	0.50	0.36	-	0.86	1.64	2.00
Television	0.59	-	-	0.59	0.40	0.03	-	0.44	0.15	0.19
<b>CFF</b>										
Computer	2.26	-	-	2.26	2.26		-	2.26	-	-
Air Conditioner	4.37	-	-	4.37	4.37		-	4.37	-	-
Inverter	3.46	-	-	3.46	1.71	1.58	-	3.28	0.17	1.75



Battery										
<b>CBU</b>										
Computer	1.78	0.24		2.02	0.70	0.81	-	1.51	0.51	1.08
Electric Installation	60.02	-	-	60.02	9.70	13.12	-	22.82	37.20	50.32
<b>TOTAL(A)</b>	<b>5,268.38</b>	<b>917.45</b>		<b>5,470.63</b>	<b>2,150.34</b>	<b>493.41</b>	<b>(552.04)</b>	<b>2,091.71</b>	<b>3,378.92</b>	<b>3,118.04</b>
<b>INTANGIBLE ASSETS</b>										
<b>CSL</b>										
Trademark	2.19	-		2.19	2.08	-	-	2.08	0.11	0.11
Software	-	4.95		4.95	-	0.15	-	0.15	4.80	-
<b>CBU</b>										
Intangible Assets	2.34	-	-	2.34	0.81	1.02	-	1.83	0.51	1.53
<b>TOTAL(B)</b>	<b>4.53</b>	<b>4.95</b>	<b>-</b>	<b>9.48</b>	<b>2.90</b>	<b>1.17</b>	<b>-</b>	<b>4.06</b>	<b>5.41</b>	<b>1.63</b>
<b>CAPITAL WIP</b>										
<b>CSL</b>										
Building under Construction	-	48.58	-	48.58		-	-	-	48.58	-
<b>CBU</b>										
Building under Construction	-	71.66	-	71.66	-	-	-	-	71.66	-
<b>TOTAL(C)</b>	<b>-</b>	<b>1,042.65</b>	<b>-</b>	<b>120.25</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>120.25</b>	<b>-</b>
<b>TOTAL(A+B+C)</b>	<b>5,272.91</b>	<b>1,042.65</b>	<b>-</b>	<b>5,600.36</b>	<b>2,153.23</b>	<b>494.58</b>	<b>(552.04)</b>	<b>2,095.78</b>	<b>3,504.58</b>	<b>3,119.67</b>
<b>PREVIOUS YEAR</b>	3191.30	2407.09	-	-	1843.33	389.08	(79.18)	2311.60	2961.30	1347.96

**NOTE "10.4"**

**PROPERTY, PLANT & EQUIPMENT**

**DEPRECIATION SCHEDULE AS PER SCHEDULE III OF COMPANIES ACT,2013**

**(FOR THE PERIOD ENDING 31<sup>ST</sup> MARCH 2023)**

Particulars	Gross Carrying Amount				Depreciation				Carrying Amount	
	AS AT	Addition	Sale	AS AT	UPTO	For the year	Adjustment	UPTO	AS AT	AS AT
	01.04.22			31.03.23				01.04.22	31.03.23	31.03.23
<b>TANGIBLE ASSETS</b>										
<b>Land</b>										
<b>CSL</b>										

Lease Hold Land	18.56	-	-	18.56	-	-	-	-	18.56	18.56
Free Hold Land	15.67	-	-	15.67	-	-	-	-	15.67	15.67
<b>CFF</b>										
Land & Development	64.87	-	64.87	-	-	-	-	-	-	64.87
<b>CBU</b>										
Land at Gida	-	690.46	-	690.46	-	-	-	-	690.46	-
<b>Building</b>										
<b>CSL</b>										
Factory building	202.50	-	-	202.50	108.69	20.78	(0.01)	129.46	73.04	93.82
<b>CBU</b>										
Factory building	91.17	-	91.17	-	16.12	-	(16.12)	-	-	75.05
<b>CFF</b>										
Factory Building	-	393.04	-	393.04	-	23.06	-	23.06	369.98	-
<b>Furniture &amp; Fixtures</b>										
<b>CSL</b>										
Furniture	14.33	-	-	14.33	8.79	1.42	-	10.21	4.12	5.54
Water tank	1.39	-	-	1.39	1.25	0.03	-	1.28	0.11	0.15
Tools & Equipment	14.21	-	-	14.21	10.10	1.01	-	11.11	3.11	4.12
Electric Transformer	3.72	-	-	3.72	3.36	0.07	-	3.43	0.29	0.35
Office Equipment										
<b>CFF</b>										
Furniture	1.69	-	-	1.69	0.89	-	-	0.89	0.79	0.79
Water Cooler	0.37	-	-	0.37	0.20	-	-	0.20	0.17	0.17
Electric Transformer	5.20	-	5.20	-	2.76	-	(2.76)	-	-	2.44
Electric Installation	26.11	-	26.11	-	13.82	-	(13.82)	-	-	12.29
Water Tank	1.39	-	1.39	-	0.74	-	(0.74)	-	-	0.65
Television	0.64	-	-	0.64	0.34	-	-	0.34	0.30	0.30
<b>CBU</b>										
Furniture	-	22.24	-	22.24	-	3.60	-	3.60	18.64	-
<b>Plant &amp; Machinery</b>										
<b>CSL</b>										
Plant	1,282.26	8.04	-	1290.30	577.21	128.18	-	705.39	584.91	705.05
Electric Installation	60.89	4.21	-	65.10	43.11	3.56	-	46.67	18.44	17.78
Vehicles	362.22	3.80	-	366.02	243.34	20.76	-	264.10	101.93	118.89

D.G. Set	21.50	-	-	21.50	15.34	0.94	-	16.28	5.22	6.15
Diesel Tank	0.91	-	-	0.91	0.84	0.00	-	0.84	0.07	0.07
Dies & Moulds	521.66	44.81	-	566.47	459.82	25.31	-	485.13	81.33	61.84
Crates	268.77	21.97	-	290.74	243.70	14.24	-	257.94	32.80	25.07
Air Conditioner	11.31	0.34	-	11.65	5.21	1.25	(0.35)	6.12	5.53	6.10
Weight Machine	20.11	-	-	20.11	10.84	1.66	-	12.49	7.62	9.27
<b>CFF</b>										
Plant& Machinery	124.89	-	124.89	-	40.96	-	(40.96)	-	-	83.93
Weight Machine	7.30	-	7.30	-	2.46	-	(2.46)	-	-	4.83
Tools	4.56	-	4.56	-	1.98	-	(1.98)	-	-	2.58
Vehicles	5.70	-	-	5.70	1.64	-	-	1.64	4.06	4.06
<b>CBU</b>										
Air Conditioner	-	1.47	-	1.47	-	0.17	-	0.17	1.30	-
Dies & Moulds	-	11.06	-	11.06	-	0.58	-	0.58	10.49	-
Office Equipment	-	2.86	-	2.86	-	0.32	-	0.32	2.54	-
Fire Extinguisher	-	1.53	-	1.53	-	0.28	-	0.28	1.25	-
Generator	-	4.51	-	4.51	-	0.82	-	0.82	3.69	-
Plant & Machinery	-	1126.76	-	1,126.76	-	126.93	-	126.93	999.83	-
Water Cooler	-	0.17	-	0.17	-	0.02	-	0.02	0.15	-
Weight Machine	-	4.95	-	4.95	-	0.56	-	0.56	4.39	-
CCTV	-	0.31	-	0.31	-	0.04	-	0.04	0.28	-
<b>Office Equipment</b>										
<b>CSL</b>										
Computer	22.03	0.41	-	22.44	19.06	1.75	-	20.81	1.63	2.97
CCTV	2.50	-	-	2.50	0.02	0.48	-	0.50	2.00	2.48
Television	0.59	-	-	0.59	0.36	0.04	-	0.40	0.19	0.23
<b>CFF</b>										
Computer	2.26	-	-	2.26	2.26	-	-	2.26	-	-
Air Conditioner	4.37	-	-	4.37	4.37	-	-	4.37	-	-
Inverter Battery	3.46	-	-	3.46	1.71	-	-	1.71	1.75	1.75
<b>CBU</b>										
Computer	-	1.78	-	1.78	-	0.70	-	0.70	1.08	-
Electric Installation	-	60.02	-	60.02	-	9.70	-	9.70	50.32	-
<b>TOTAL(A)</b>	<b>3,189.11</b>	<b>2,404.75</b>	<b>325.48</b>	<b>5,268.38</b>	<b>1,841.27</b>	<b>388.26</b>	<b>(79.18)</b>	<b>2,150.34</b>	<b>3,118.04</b>	<b>1,347.84</b>
<b>INTANGIBLE ASSETS</b>										
<b>CSL</b>										

Trademark	2.19	-	-	2.19	2.07	0.02	-	2.08	0.11	0.12
<b>CBU</b>										
Intangible Assets	-	2.34	-	2.34	-	0.81	-	0.81	1.53	-
<b>TOTAL(B)</b>	<b>2.19</b>	<b>2.34</b>	<b>-</b>	<b>4.53</b>	<b>2.07</b>	<b>0.83</b>	<b>-</b>	<b>2.90</b>	<b>1.63</b>	<b>-</b>
<b>TOTAL(A+B)</b>	<b>3,191.30</b>	<b>2,407.09</b>	<b>325.48</b>	<b>5,272.91</b>	<b>1,843.33</b>	<b>389.08</b>	<b>(79.18)</b>	<b>2,153.23</b>	<b>3,119.67</b>	<b>1,347.96</b>
<b>PREVIOUS YEAR</b>	3,082.64	126.68	-	3,191.30	1,595.66	254.48	(6.81)	1,856.96	1,334.34	1,486.97

**NOTE "10.5"**

**PROPERTY, PLANT & EQUIPMENT**

**DEPRECIATION SCHEDULE AS PER SCHEDULE III OF COMPANIES ACT,2013**

**(FOR THE PERIOD ENDING 31<sup>ST</sup> MARCH 2022)**

Particulars	Gross Carrying Amount			Depreciation					Carrying Amount	
	AS AT	Addition	Sale	AS AT	UPTO	For the year	Adjustment	UPTO	AS AT	AS AT
	01.04.21			31.03.22	01.04.21			31.03.22	31.03.22	31.03.21
<b>TANGIBLE ASSETS</b>										
<b>Land</b>										
<b>CSL</b>										
Lease Hold Land	18.56	-	-	18.56	-	-	-	-	18.56	18.56
Free Hold Land	15.67	-	-	15.67	-	-	-	-	15.67	15.67
<b>CFF</b>										
<b>Land &amp; Development</b>	64.87	-	-	64.87	-	-	-	-	64.87	64.87
<b>Building</b>										
<b>CSL</b>										
Factory building	182.57	19.93	-	202.50	94.82	20.87	(7.00)	108.69	93.82	87.76
<b>CFF</b>										
<b>Factory Building</b>	91.17	-	-	91.17	16.12	-	-	16.12	75.05	75.05
<b>Furniture &amp; Fixtures</b>										
<b>CSL</b>										
Furniture	13.48	0.85	-	14.33	5.02	1.73	2.04	8.79	5.54	8.46
Water tank	1.39	-	-	1.39	0.98	0.04	0.23	1.25	0.15	0.41
Tools & Equipment	14.21	-	-	14.21	5.17	1.48	3.45	10.10	4.12	9.05
Electric Transformer	3.72	-	-	3.72	2.87	0.09	0.41	3.36	0.35	0.85

<b>CFF</b>										
Furniture	1.69	-	-	1.69	0.89	-	-	0.89	0.79	0.79
Water Cooler	0.37	-	-	0.37	0.20	-	-	0.20	0.17	0.17
Electric Transformer	5.20	-	-	5.20	2.76	-	-	2.76	2.44	2.44
Electric Installation	26.11	-	-	26.11	13.82	-	-	13.82	12.29	12.29
Water Tank	1.39	-	-	1.39	0.74	-	-	0.74	0.65	0.65
Television	0.64	-	-	0.64	0.34	-	-	0.34	0.30	0.30
<b>Plant &amp; Machinery</b>										
<b>CSL</b>										
Plant	1,244.8 <sub>4</sub>	38.92	1.50	1,282.2 <sub>6</sub>	456.20	151.54	(300.53)	577.21	705.05	788.64
Electric Installation	60.89	-	-	60.89	33.25	3.61	6.25	43.11	17.78	27.64
Vehicles	356.82	6.00	0.60	362.22	220.88	23.29	(0.82)	243.34	118.89	135.95
D.G. Set	21.50	-	-	21.50	14.97	1.23	(0.85)	15.34	6.15	6.53
Diesel Tank	0.91	-	-	0.91	0.87	0.00	(0.04)	0.84	0.07	0.04
Dies & Moulds	494.95	42.63	15.9 <sub>2</sub>	521.66	409.79	31.70	18.3 <sub>3</sub>	459.82	61.84	85.17
Crates	257.56	11.21	-	268.77	229.44	13.67	0.60	243.70	25.07	28.12
Air Conditioner	8.91	2.40	-	11.31	3.86	1.23	0.12	5.21	6.10	5.05
Weight Machine	19.92	0.19	-	20.11	8.86	1.99	0.02	10.84	9.27	11.09
<b>CFF</b>										
Plant & Machinery	124.89	-	-	124.89	40.96	-	-	40.96	83.93	83.93
Weight Machine	7.30	-	-	7.30	2.46	-	-	2.46	4.83	4.83
Tools	4.56	-	-	4.56	1.98	-	-	1.98	2.58	2.58
Vehicles	5.70	-	-	5.70	1.64	-	-	1.64	4.06	4.06
<b>Office Equipment</b>										
<b>CSL</b>										
Computer	19.98	2.05	-	22.03	16.98	1.89	0.18	19.06	2.97	2.99
CCTV		2.50	-	2.50	-	0.02	-	0.02	2.48	-
Television	0.59	-	-	0.59	0.21	0.05	0.10	0.36	0.23	0.38
<b>CFF</b>										
Computer	2.26	-	-	2.26	2.26	-	-	2.26	-	-
Air Conditioner	4.37	-	-	4.37	4.37	-	-	4.37	-	-
Inverter Battery	3.46	-	-	3.46	1.71	-	-	1.71	1.75	1.75
<b>TOTAL(A)</b>	<b>3,080.4<sub>5</sub></b>	<b>126.68</b>	<b>-</b>	<b>3,189.1<sub>1</sub></b>	<b>1,594.3<sub>5</sub></b>	<b>254.42</b>	<b>(7.51)</b>	<b>1,841.27</b>	<b>1,347.8<sub>4</sub></b>	<b>1,486.10</b>
<b>INTANGIBLE ASSETS</b>										
<b>CSL</b>										

Trademark	2.19	-	-	2.19	1.31	0.06	0.70	2.07	0.12	0.88
<b>TOTAL(B)</b>	<b>2.19</b>	<b>-</b>	<b>-</b>	<b>2.19</b>	<b>1.31</b>	<b>0.06</b>	<b>0.70</b>	<b>2.07</b>	<b>0.12</b>	<b>0.88</b>
<b>TOTAL(A+B)</b>	<b>3,082.64</b>	<b>126.68</b>		<b>3,191.30</b>	<b>1,595.66</b>	<b>254.48</b>	<b>(6.81)</b>	<b>1,843.33</b>	<b>1,347.96</b>	<b>1,486.97</b>

**NOTE “11”**

**NON-CURRENT ASSETS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-Current Investments	21.88	22.88	22.88	-
Crazy Bakery Udyog (Partnership Firm)	-	-	-	810.81
FDR	-	-	-	7.00
<b>Total</b>	<b>21.88</b>	<b>22.88</b>	<b>22.88</b>	<b>817.81</b>

\* For Non-Current Investment & FDR Refer Note: 11.1

**NOTE “11.1”**

**STATEMENT OF NON-CURRENT INVESTMENTS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Non-Current Investment (Other Than Trade, at Cost)				
FD in Baroda UP Bank	14.10	14.10	14.10	-
Accrued Interest on FDR	2.78	2.78	2.78	-
FD in UBI	-	1.00	1.00	1.00
FD In PNB Bank	5.00	5.00	5.00	5.00
FD In HDFC Bank	-	-	-	1.00
Crazy Bakery Udyog Partnership Firm	-	-	-	810.81
<b>Total</b>	<b>21.88</b>	<b>22.88</b>	<b>22.88</b>	<b>817.81</b>
Aggregate Value of Quoted Investment				
Aggregate Value of Un Quoted Investment	21.88	22.88	22.88	817.81

**Notes:**

1. The figures mentioned in the bracket represent absolute number of shares.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

**NOTE “12”**

**CURRENT INVESTMENTS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
-------------	----------------------------	-----------------------------	-----------------------------	-----------------------------

Investment in Equity Shares	-	-	-	-
Investment in Mutual Funds	-	-	-	-
<b>Total</b>	-	-	-	-

**NOTE “13”**

**LONG TERM LOANS & ADVANCES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured and Considered Good	-	0.00	-	-
Loan to Related Parties	103.00	102.57	75.29	846.44
Loan to Others	0.28	0.28	-	-
Security Deposit	17.77	17.77	14.67	5.25
IRCTC Security	7.88	7.88	1.52	1.52
Party Security	-	-	23.13	-
<b>Total</b>	<b>128.92</b>	<b>128.49</b>	<b>114.60</b>	<b>853.21</b>

**NOTE “14”**

**INVENTORIES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Raw Material	290.61	267.12	692.42	143.03
Finished Goods	157.22	146.52	187.09	56.04
Power & Fuel (At Cost)	17.56	30.10	18.06	33.75
Packing Materials (At Cost)	912.55	881.82	973.24	225.38
<b>Total</b>	<b>1,377.94</b>	<b>1,325.56</b>	<b>1,870.80</b>	<b>458.21</b>

**NOTE “15”**

**TRADE RECEIVABLES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Trade receivables outstanding for a period exceeding six months	-	-	-	-
Less than Six Months	3,155.40	2,595.87	1,338.61	629.89
6 Month - 1 Year	-	15.22	7.54	266.46
1 Year - 2 Year	139.04	146.61	173.98	1.14
<b>Total</b>	<b>3,294.44</b>	<b>2,757.70</b>	<b>1,520.13</b>	<b>897.49</b>

\* Refer Note 15.1 & 15.2

**NOTE “15.1”**

**TRADE RECEIVABLE AGING SCHEDULE\***

Particulars	As At			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022

Outstanding for a period exceeding six months (Unsecured and considered Good)				
From Directors / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies	-	-	-	-
Others	139.04	161.82	181.52	267.60
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)				
From Directors / Promoters / Promoter Group / Associates / Relatives of Directors / Group Companies	-	-	-	-
Others	3,155.40	2,595.87	1,338.61	629.89
<b>Total</b>	<b>3,294.44</b>	<b>2,757.70</b>	<b>1,520.13</b>	<b>897.49</b>
<b>Note:</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.				
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.				
4. Details of Trade Receivables are there in Annexure -TR				

**NOTE “15.2”**

**STATEMENT OF TRADE RECEIVABLES**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
<b>(1) Undisputed considered Good</b>				
Less than 1 year	3,155.40	2,611.09	1,346.15	896.35
1-2 years	139.04	146.61	173.98	1.14
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (1)</b>	<b>3,294.44</b>	<b>2,757.70</b>	<b>1,520.13</b>	<b>897.49</b>
<b>(2) Undisputed considered Doubtful</b>				
Less than 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(3) Disputed considered Good</b>				
Less than 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (3)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(4) Disputed considered Doubtful</b>				
Less than 1 year	-	-	-	-
1-2 years	-	-	-	-



2-3 years	-	-	-	-
More than 3 years	-	-	-	-
<b>Total (4)</b>	-	-	-	-
<b>Overall Total (1+2+3+4)</b>	<b>3,294.44</b>	<b>2,757.70</b>	<b>1,520.13</b>	<b>897.49</b>

**NOTE “16”**

**CASH & CASH EQUIVALENT**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Cash and Cash Equivalents</b>				
Cash in Hand	364.74	437.65	906.52	205.81
<b>Bank Balance</b>				
In Current Accounts	25.68	53.98	30.57	11.75
<b>Total</b>	<b>390.42</b>	<b>491.63</b>	<b>937.09</b>	<b>217.56</b>

**Note-:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.
3. Balances in Bank deposits are under lien with Banks against Bank Guarantee issued favouring to the Customers of Company.

**NOTE “17”**

**SHORT TERM LOANS AND ADVANCES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Unsecured and Considered Good:	-	-	-	-
Advance to Suppliers	119.25	54.97	581.62	341.22
Staff Advance	1.00	-	-	42.24
Duties & Taxes	201.78	224.13	618.36	166.66
Rent Advance	0.21	0.21	0.21	-
<b>Total</b>	<b>322.24</b>	<b>279.31</b>	<b>1,200.19</b>	<b>550.13</b>

**NOTE “18”**

**OTHER CURRENT ASSETS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Advance Income tax	55.00	55.00	30.00	4.38
Advance taxes (Income Tax Appeal deposit)	-	-	13.13	40.00
TDS Receivable	1.70	1.15	1.91	9.56
TCS Receivable	0.04	0.04	0.18	0.93
Excise Duty, GST and Income Tax refund	7.34	2.50	-	4.79
GST Cash Ledger	-	-	0.11	0.55
Accrued Interest on FD	1.09	1.02	0.65	0.35

Accrued Interest on Security Deposit	0.57	0.57	0.12	-
Advance to Staff	-	0.35	-	-
Insurance Claim Receivable	-	-	-	284.06
Duties & taxes (VAT)	-	-	6.71	6.71
Income Tax Refund	-	-	21.98	-
Preoperative Expense	-	0.64	1.28	-
Income Tax Deposit	-	-	-	8.76
<b>Total</b>	<b>65.74</b>	<b>61.27</b>	<b>76.07</b>	<b>368.08</b>

**NOTE “19”**

**REVENUE FROM OPERATIONS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Revenue from Sale of Products:				
Sale	2,599.01	12,759.32	8,912.52	7,440.71
Installation charges	-	-	-	-
<b>Total</b>	<b>2,599.01</b>	<b>12,759.32</b>	<b>8,912.52</b>	<b>7,440.71</b>

**NOTE “20”**

**OTHER INCOME**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Tender fees Refund	-	-	0.04	-
Ex Gratia received.	-	-	-	0.12
GST ITC Reclaim	-	-	-	71.86
Interest on Security Deposit	-	0.50	0.15	-
Interest on Fixed Deposit	0.08	0.36	3.07	0.31
Interest Income	-	-	0.37	0.04
Interest on Income Tax	-	0.82	0.64	0.02
Profit on Sale of Property Plant & Equipment	-	1.10	-	-
Interest Refund	-	2.03	-	-
Misc. Income	0.34	-	0.00	0.01
Provision of Tax Written off	-	0.99	-	-
Provision for Insurance Claim	-	-	-	284.06
Discount Received	3.15	142.44	-	-
<b>Total</b>	<b>3.56</b>	<b>148.22</b>	<b>4.26</b>	<b>356.41</b>

\* Refer Note 20.1

**NOTE “20.1”**

**STATEMENT OF OTHER INCOME**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Related and Recurring Income:				

Accrued interest on FDR	0.08	-	-	-
Discount Received		142.44	-	-
Other non-Operating Income (net of Expenses directly attributable to such income)	3.48	5.79	4.26	356.41
<b>Total</b>	<b>3.56</b>	<b>148.22</b>	<b>4.26</b>	<b>356.41</b>

**Notes:**

1. The classification of other income as recurring / not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.

**NOTE “21”**

**COST OF MATERIALS CONSUMED**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>a) Raw Material</b>				
Opening Stock	267.12	692.42	143.03	130.07
Add: Purchases	1,005.18	3,948.42	4,478.03	3,299.76
Less: Closing Stock	290.61	267.12	692.42	143.03
<b>Total (a)</b>	<b>981.69</b>	<b>4,373.72</b>	<b>3,928.65</b>	<b>3,286.80</b>
<b>b) Power &amp; Fuel</b>				
Opening Stock	30.10	18.06	32.68	21.66
Add: Purchases	81.16	470.19	274.76	631.81
Less: Closing Stock	17.56	30.10	18.06	32.68
<b>Total (b)</b>	<b>93.70</b>	<b>458.14</b>	<b>289.38</b>	<b>620.78</b>
<b>c) Packing Material</b>				
Opening Stock	881.82	973.24	226.45	238.55
Add: Purchases	225.20	836.35	1,582.86	1,162.44
Less: Closing Stock	912.55	881.82	973.24	226.45
<b>Total (c)</b>	<b>194.47</b>	<b>927.78</b>	<b>836.07</b>	<b>1,174.54</b>
<b>d) Purchase of Goods</b>	<b>189.30</b>	<b>2,003.35</b>	<b>476.00</b>	<b>444.72</b>
<b>Total (a +b +c + d)</b>	<b>1,459.16</b>	<b>7,762.99</b>	<b>5,491.96</b>	<b>5,501.83</b>

**NOTE “22”**

**MANUFACTURING COST**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Freight Inward	6.95	26.83	17.58	17.97
GST ITC Reversed	11.66	68.49	91.51	133.05
Loading & Unloading Charges	-	0.02	26.26	8.00
Salary & Wages	264.27	1,074.44	631.96	582.78
Labour Wages	-	399.62	-	-
Consumable Goods	33.48	-	-	-
Electric Consumption	19.63	70.04	122.64	141.44
Rebate & Discount	-	187.07	43.35	43.82

<b>Total</b>	<b>335.99</b>	<b>1,826.51</b>	<b>933.30</b>	<b>927.06</b>
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**NOTE "23"**

**CHANGES IN INVENTORIES OF FINISHED GOODS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>a) Inventories at the End of the Year</b>				
Finished Goods	157.22	146.52	187.09	56.04
<b>b) Inventories at the beginning of the Year</b>				
Finished Goods	146.52	187.09	300.64	97.01
<b>Total (b-a)</b>	<b>(10.70)</b>	<b>40.56</b>	<b>113.55</b>	<b>40.98</b>

**NOTE "24"**

**EMPLOYEE BENEFIT EXPENSES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Director Remuneration	10.50	48.00	48.00	96.00
Employer's contribution to ESIC	0.03	1.27	1.45	1.86
Employer's contribution to EPF	1.44	9.39	5.17	10.48
Provision for Gratuity	0.06	(0.06)	(3.74)	23.29
Salary to staff	130.65	562.17	377.07	210.04
Staff welfare	15.01	41.16	28.87	26.13
<b>Total</b>	<b>157.69</b>	<b>661.93</b>	<b>456.81</b>	<b>367.80</b>

\* Refer Note 24.1

**Note 24.1**

**Disclosure under Accounting Standard (AS) 15 " Employee Benefits"**

**Gratuity**

The defined benefit plans expose the Company to a number of actuarial risks as below:

**Interest Risk:** A decrease in the bond interest rate will increase the plan liability.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**a) The key assumptions used in accounting for retiring gratuity is as below:**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Discount Rate	7.16	7.21	7.48	7.29
Rate of Escalation in Salary	4.00	4.00	4.00	4.00

**a) Changes in Present Value of Obligation:**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Obligation at the Beginning of the Year	19.49	19.55	23.29	-

Interest Costs	0.35	1.46	1.70	-
Past Service Costs	-	-	-	20.07
Current Service Costs	0.48	2.09	2.32	3.22
Benefits Paid	-	-	-	-
Actuarial (Gains)/Losses	(0.77)	(3.62)	7.77	-
<b>Obligation at the End of the Year</b>	<b>19.55</b>	<b>19.49</b>	<b>19.55</b>	<b>23.29</b>

**b) Changes in the Fair Value of Plan Assets:**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Fair value of Plan Assets at Beginning of Year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefits Paid	-	-	-	-
Remeasurement (Gains)/Losses	-	-	-	-
<b>Fair Value of Plan Assets at the end of Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Bifurcation of Actuarial Gain/Loss on Obligation

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
a) Actuarial (Gain)/ Loss on arising from change in Demographic Assumption	-	-	-	-
b) Actuarial (Gain)/ Loss on arising from change in Financial Assumption	0.05	0.28	(0.20)	-
c) Actuarial (Gain)/ Loss on arising from change in Experience Adjustment	(0.82)	(3.90)	(7.56)	-

Bifurcation of Actuarial Gain/Loss on Obligation

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
a) Actuarial (Gain)/ Loss for the period - obligation	(0.77)	(3.62)	(7.77)	-
b) Actuarial (Gain)/ Loss for the period - plan assets	-	-	-	-
c) Total (Gain)/ loss for the period	(0.77)	(3.62)	(7.77)	-
d) Actuarial (Gain)/ Loss recognised in the period	(0.77)	(3.62)	(7.77)	-

**iv) Amounts to be Recognised in the Balance Sheet**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Present Value of Obligation	19.55	19.49	19.55	23.29
Fair Value of Plan Assets	-	-	-	-
Funded Status	(19.55)	(19.49)	(19.55)	(23.29)
<b>Net Assets / (Liability) Recognized in Balance Sheet as Provision</b>	<b>(19.55)</b>	<b>(19.49)</b>	<b>(19.55)</b>	<b>(23.29)</b>

v) **Expenses to be Recognised in the Statement of Profit and Loss**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Current Service Costs	0.48	2.09	2.32	3.22
Past Service Costs	-	-	-	20.07
Interest Costs	0.35	1.46	1.70	-
Expected Return on Plan Assets	-	-	-	-
Net Actuarial (Gain)/ Loss recognized in the period	(0.77)	(3.62)	(7.77)	-
<b>Net Impact on Profit &amp; Loss</b>	<b>0.06</b>	<b>(0.06)</b>	<b>(3.74)</b>	<b>23.29</b>
The estimates of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors on long term basis.				

**Reconciliation statement of expense in the statement of profit and loss**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Present Value of Obligation as at the end of period	19.55	19.49	19.55	23.29
Present Value of Obligation as at the beginning of period	19.49	19.55	23.29	-
Benefits paid	-	-	-	-
Actual return on plan assets	-	-	-	-
Acquisition adjustment	-	-	-	-
<b>Expenses recognised in the statement of profit &amp; loss</b>	<b>0.06</b>	<b>(0.06)</b>	<b>(3.74)</b>	<b>23.29</b>

**Amount for the current period**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Present Value of Obligation as at the end of period	19.55	19.49	19.55	23.29
Fair value of plan assets at the end of the period	-	-	-	-
Surplus / (Deficit)	(19.55)	(19.49)	(19.55)	(23.29)
Experience adjustment on plan Liabilities (loss)/ gain	0.82	3.90	7.56	-
Experience adjustment on plan Assets (loss)/ gain	-	-	-	-

**Movement in the liability recognized in the Balance Sheet**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Opening Liability	19.49	19.55	23.29	-
Expenses as above	0.06	(0.06)	(3.74)	23.29
Benefits paid	-	-	-	-
Actual return on plan assets	-	-	-	-
Acquisition adjustment	-	-	-	-

Closing liability	19.55	19.49	19.55	23.29
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**Bifurcation of PBO at the end of year as per schedule III to the Companies Act 2013**

Particulars	For the year ended			
	30th June 2024	31st March 2024	31st March 2023	31st March 2022
Current Liability	4.88	4.14	2.62	3.84
Non-Current Liability	14.68	15.35	16.93	19.46
<b>Total</b>	<b>19.55</b>	<b>19.49</b>	<b>19.55</b>	<b>23.29</b>

**NOTE “25”  
FINANCE COST**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Bank charges & Documentation charges	4.47	22.12	29.17	16.95
Interest on OD Limit	0.02	0.13	0.03	0.00
Interest on Cash Credit	68.18	285.38	159.25	45.48
Interest on Term Loan	27.58	100.57	81.13	73.96
Interest on unsecured loans	-	1.44	62.19	25.94
<b>Total</b>	<b>100.26</b>	<b>409.65</b>	<b>343.12</b>	<b>162.33</b>

**NOTE “26”  
OTHER EXPENSES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Audit Fees	1.00	1.13	0.96	0.35
Advertisement Expenses	0.26	3.15	2.44	6.72
Admin Expenses	9.17	-	-	-
Amortisation of Preliminary Expenses	-	0.64	0.40	-
Application Fees	0.23	0.26	-	-
Business Promotion Expenses	8.54	15.03	0.01	18.75
Computer, software & Repair & Maintenance charges	0.18	-	-	-
Consultancy Fees	0.10	0.60	1.62	2.66
Corporate Social responsibility	2.38	-	-	-
Director Travelling & Conveyance	0.89	7.74	-	-
Office Electricity Expenses	0.96	5.75	3.46	2.95
Insurance Expenses	4.26	14.83	9.49	14.19
Loading & Unloading charges	16.46	43.01	-	-
Legal Filing Fee	-	-	6.58	1.47

Food License Renewal	-	0.88	0.25	0.48
Miscellaneous Exp.	0.47	1.98	1.21	4.19
Office & Factory Expense	0.14	0.63	0.38	-
Painting Charges	-	0.03	-	-
Printing & Stationery	3.46	6.52	15.70	15.22
Rent paid	5.10	21.44	4.79	2.40
Repair & Maintenance charges	29.15	131.66	84.92	40.39
ROC Filling Fees	3.75	12.88	0.60	0.08
ROC Authorised Share Capital Fees	-	-	8.75	-
Service & installation charges	-	0.45	-	-
Tour & Travelling Expenses	18.42	64.24	31.46	21.91
Telephone & Internet Expenses	1.08	1.15	1.85	2.28
Delivery Vehicle Running & Maintenance Expenses	127.32	525.63	303.77	62.88
Lab Testing Expenses	0.30	3.70	0.58	0.62
Freight & forwarding	17.27	67.61	84.55	25.18
Reversal of GST	-	1.13	0.56	-
GST Late Fees	0.02	0.16	3.53	0.08
Interest on Income Tax	-	9.51	4.57	4.40
Postage & Telegram	0.11	0.17	0.70	0.08
Bad Debts	-	-	0.21	-
Software Maintenance Expenses	-	1.56	1.17	4.62
ETP Maintenance Charges	-	-	4.00	2.40
Design Charges	0.19	0.91	0.11	2.77
Loss By Fire	-	-	124.51	15.92
Loss on sale of Fixed Assets	-	-	46.65	-
Professional Fees	11.34	0.77	-	10.35
GST Ineligible	-	-	-	0.41
Tender Expenses	-	1.80	-	4.31
GST interest	0.01	0.93	0.03	0.08
GST Penalty	-	0.17	3.06	0.62
GIDA Lease Rent	-	0.02	0.00	0.00
GIDA Maintenance Charges	-	2.10	2.91	1.00
Sales Promotion Expenses	-	1.41	0.02	0.69
Charity and Donation	0.10	0.11	0.01	0.25
Internet Charges	-	0.32	0.77	1.23
Municipal Expenses	-	0.53	-	0.55
Packaging expenses	0.16	0.11	0.27	6.35
Round off	0.00	(0.00)	0.01	0.00
Generator Running and Maintenance	2.00	6.51	0.58	0.80
Fast Tag Expenses	0.46	1.74	1.27	9.38
AMC Charges	3.37	7.57	6.38	-
ESIC Expenses	-	-	0.78	-
ESIC Interest Liability	-	-	0.35	-
Legal Entity Renewal	-	0.07	0.04	-
Weight Machine Renewal Fees	-	-	1.07	-
TDS Demand for (AY 21-22)	-	-	0.07	-
Income Tax Demand (AY 21-22)	-	-	1.23	-
Income Tax (FY 22-23)	-	0.67	-	-



VAT Case (15-17)	-	2.78	-	-
Vehicle Challan Expenses	-	0.04	0.13	-
Interest on TDS	-	0.30	1.93	-
Membership Fees	-	0.03	0.04	-
Security Services	3.17	8.42	11.79	-
Housekeeping Expenses	3.03	9.61	10.03	-
Return Filing Fees	-	0.17	0.24	-
Tyre	-	1.01	-	-
TDS Late Fee / Interest	0.03	0.12	-	-
Vehicle Tax	0.55	-	-	-
<b>Total</b>	<b>275.43</b>	<b>991.72</b>	<b>792.82</b>	<b>289.05</b>

**NOTE “26(A)”**

**PAYMENT TO AUDITORS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Statutory Audit Fees	1.00	1.13	0.96	0.35
Tax Audit Fees	-	-	-	-
For other matters (including consultancy)	-	-	-	-
<b>Total</b>	<b>1.00</b>	<b>1.13</b>	<b>0.96</b>	<b>0.35</b>

**NOTE “27”**

**RECONCILIATION BETWEEN AUDITED PROFIT & RESTATED PROFIT**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Profit as per Audited Financial Statements	-	543.53	289.68	220.21
Profit as per Restated Financial Statements	128.29	-	-	-
<b>Less:</b>				
Net effect due to change in accounting policy due to Depreciation and change in useful life	(0.04)	11.11	(65.08)	(8.61)
Provision for Gratuity	0.06	(0.06)	(3.74)	23.29
Deferred Tax on Gratuity	0.00	0.96	4.92	(5.86)
<b>Restated Profit</b>	<b>128.26</b>	<b>531.52</b>	<b>353.58</b>	<b>211.39</b>
* The difference in Profit of Audited Financial Statement and Restated Profit is only due to change in accounting policy of company as the company had accounting policy of charging depreciation as per Income Tax Act in previous financial years which was changed to Companies Act. Also change in useful life of PPE as determined by the management from time to time.				

**NOTE “28”**

**Reconciliation between Opening Balance of Profit and Loss under Reserves and Surplus for the FY 21-22**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Opening Balance as per Audited Financial	-	-	-	401.03

Statements				
Profit as per Restated Financial Statements	-	-	-	278.08
<b>Restated Opening Balance of Surplus</b>	-	-	-	<b>679.10</b>

**NOTE “29”**

**Reconciliation between Total Audited Shareholders Fund and Total Restated Shareholder’s Fund**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Total Shareholders Fund as per Audited Financial Statement	N.A.	3,127.92	2,653.38	1,957.74
Adjustments on Account of				
Net effect due to change in accounting policy due to Depreciation and change in useful life	N.A.	15.94	26.28	(8.61)
Provision for Gratuity	N.A.	(0.06)	(3.74)	23.29
Deferred Tax on Gratuity	-	(0.02)	(0.94)	(5.86)
<b>Restated Total Shareholders Fund</b>	<b>N.A.</b>	<b>3,112.06</b>	<b>2,630.01</b>	<b>1,948.92</b>
<b>Notes:</b>				
* The difference in Total Audited Shareholders Fund and Restated Shareholders Fund is only due to change in accounting policy of company as the company had accounting policy of charging depreciation as per Income Tax Act in previous financial years which was changed to Companies Act. Also change in useful life of PPE as determined by the management from time to time. Due to change in accounting policy Deferred Tax Asset/Liability is also changed.				
* Effect due to change in accounting policy also refers to as management was not charging Depreciation as per Companies Act in Crazyfun Foods Private Limited (Subsidiary) of Crazy Snacks Limited. Hence was fully depreciated in FY: 2023-2024.				

**NOTE “30”**

**EARNINGS PER EQUITY SHARE**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Net profit attributable to equity shareholders				
Net profit for the year	128.26	531.52	353.59	211.39
Nominal value of equity share Rs.	10	10	10	10
Total number of equity shares outstanding at the beginning of the year	17,08,460	17,08,460	17,08,460	1,67,497
Total number of equity shares outstanding at the end of the year	1,79,38,830	17,08,460	17,08,460	17,08,460
Weighted average number of equity shares (Post Bonus Issue)	1,79,38,830	1,79,38,830	1,79,38,830	1,79,38,830
Basic EPS	0.71	2.96	1.97	1.18
Diluted EPS	0.71	2.96	1.97	1.18

**NOTE “31”**

**STATEMENT OF RELATED PARTY TRANSACTION**

Names of the related parties with whom transaction were carried out during the years and description of relationship:	
	Crazy Bakers Private

1) Company/entity owned or significantly influenced by directors/ KMP	Limited	
	Crazyfun Foods Private Limited	
	Crazy Bakery Udyog	
2) Key Management Personnels:	CEO	Mr. Swedit Garg
	CFO	Mr. Vinit Kumar Gupta
	Company Secretary	Mr. Rohit Srivastava
3) Relative of Directors	Asha Agarwal	
4) Independent Director	1. Mrs. Vandana Gupta	
	2. Mrs. Roopali Mittal	
5) Directors:	Navin Kumar Agarwal	
	Upma Agrawal	

#### 1. Transaction with Companies/Entity owned or significantly influenced by Director/KMP

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
<b>Directors Remuneration</b>	<b>10.50</b>	<b>48.00</b>	<b>48.00</b>	<b>96.00</b>
Navin Kumar Agarwal	10.50	24.00	24.00	24.00
Sachin Agrawal	-	-	-	24.00
Upma Agarwal	-	24.00	24.00	24.00
Samta Agarwal	-	-	-	24.00
<b>Loan Taken (Individual)</b>				
Navin Kumar Agarwal	334.75	570.75	330.00	19.09
Sachin Agarwal	-	-	19.09	86.09
Sunil Agarwal	-	-	-	7.00
Upma Agarwal	-	-	-	19.09
Samta Agarwal	-	-	-	19.09
Asha Agarwal	-	-	-	7.00
<b>Loan Repaid (Individual)</b>				
Navin Kumar Agarwal	30.00	260.73	430.00	
Sachin Agarwal	-	176.33	-	67.00
Sunil Agarwal	-	30.09	-	-
Upma Agarwal	-	66.00	-	-
Samta Agarwal	-	38.86	-	-
Asha Agarwal	-	15.14	-	-
<b>Loans &amp; Advances (Body Corporate)</b>				
Crazy Bakers Pvt. Ltd.	103.00	102.57	75.29	76.41
Crazy Bakery Udyog Partnership Firm				770.03
<b>Rent</b>				
Crazy Bakers Private Ltd.	-	2.40	2.83	2.83
<b>Corporate Guarantee from enterprises in which relative of Key Management Personnel</b>				

<b>having significant influence.</b>				
Nil				
<b>Notes:</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II and III.				
3. List Company/entity owned or significantly influenced by directors/ KMP, Key Management Personnels, and Relative of Key Management Personnels have been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.				

**5. Details of Associate Company of Crazy Snack Private Limited not Consolidated in which Director have Substantial Interest**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Crazy Bakers Private Limited ( % held by Directors & their Relatives)				
Naveen Kumar Agarwal	75.05	75.05	25.04	25.04
Upma Agarwal	9.98	9.98	9.98	9.98
Naveen Kumar Agarwal (HUF)	9.98	9.98	9.98	9.98
Asha Agarwal	4.99	4.99	4.99	4.99
Samta Agarwal	-	-	4.49	4.49
Sachin Agarwal	-	-	25.04	25.04
Sunil Agarwal	-	-	20.47	20.47

**6. Detail of Firm not Consolidated**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Crazy Bakery Udyog Partnership Firm in 2021-2022	-	-	-	810.81

**NOTE "32"**

**STATEMENT OF CAPITALISATION**

Particulars	Pre-Issue 30 <sup>th</sup> June 2024	Post-Issue
Debt		
Short Term Debt	3,405.84	3,405.84
Long Term Debt	1,515.34	1,515.34
Total Debt	4,921.18	4921.18
Shareholders' Fund (Equity)		
Share Capital	1,793.88	*
Minority Interest	12.84	
Reserves & Surplus	1,446.18	*
Less: Miscellaneous Expenses not w/off	0.00	*
Total Shareholders' Fund (Equity)	3,252.90	*
Long Term Debt/Equity	0.47	*
Total Debt/Equity	1.51	*

\* Cannot be determined as Issue price has not been finalized.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/06/2024.
4. For calculation of post offer capitalisation statement. The figures of short term/long term debt as appearing on 30/06/2024 have only been considered.

**NOTE “33”****STATEMENT OF TAX SHELTER**

<b>Particulars</b>	<b>As at 30th June 2024</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Net Profit/(Loss) before taxes (A)	166.14	694.96	475.65	260.41
Tax Rate Applicable %	18.69%	18.73%	20.48%	19.59%
Minimum Alternate Taxes (MAT)	0.00%	0.00%	15.60%	15.60%
Adjustments				
Add: Depreciation as per companies act, 1956/2013	118.59	494.58	309.90	247.67
Add: Expenditure on Account of Interest on Delay payment of TDS and non-Payment/Short payment of TDS and Service Tax	-	-	-	-
Add: Expenditure on Account of Interest on Delay payment of Income Tax	-	19.33	9.81	4.57
Add: Loss on sale of fixed assets	-		46.65	
Add: Various expenditure disallowed	-	11.33	13.09	5.10
Add: Provision for Gratuity-Disallowed u/s 43B	0.06	(0.06)	(3.74)	23.29
Add: Income Tax	41.81	182.43	106.19	78.55
Less: Depreciation as per Income Tax Acct, 1961	102.85	424.97	434.82	218.18
Less: Interest on FDR	0.08	3.70	4.23	0.35
Less: - Deduction u/s 24 on Rental income				
Net Adjustments (B)	57.55	278.93	42.85	140.66
Business Income (A+B)	223.68	973.89	518.50	401.07
Less- Deduction under Sec 35 AD				
<b>Total Taxable Income</b>	<b>223.68</b>	<b>973.89</b>	<b>518.50</b>	<b>401.07</b>
Tax Payable as per Normal Rate	41.81	182.43	106.19	78.55
Tax Payable as per Special Rate				
Tax as per Income Tax (C)	41.81	182.43	106.19	78.55
<b>Book Profits for MAT</b>				
- net profit as per P&L	166.14	694.96	475.65	260.41
Total Book Profit for MAT	166.14	694.96	475.65	260.41
Tax Payable as per Minimum Alternate Tax U/s 115 JB of the Income Tax Act, 1961 (D)	-	-	74.20	40.62
Net Tax (Higher of C & D)	41.81	182.43	106.19	78.55
Current tax as per restated Statement of Profit &	41.81	182.43	104.41	78.55

Loss				
<b>Notes:</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company, Income Tax Depreciation was recalculated due to regrouping of Assets and capitalization of few payment expenses from Revenue to Fixed Assets, due to which depreciation was recalculated and revised depreciation considered for above calculation.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.				

**NOTE “34”**

**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Contingent liabilities in respect of:				
Income Tax Claims against the company under appeal	541.04	541.04	-	-
<b>Total</b>	<b>541.04</b>	<b>541.04</b>	-	-
<b>Notes:</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.				
The above Income Tax Demand outstanding as on 31st March 2024. The above demand raised by the department is on account of funds raised through fresh allotment of shares in the company for which the appeal is pending before CIT Appeals. The management has not considered it as contingent liability as it is not a income of company, hence not provided for in the books.				
There is some income tax demand in previous assessment years against the company displaying on income tax portal which has been paid by the company in full / rectification has been filled but due to some technical glitch these are pending on income tax portal, so the management has not considered them as contingent liability.				

**NOTE “35”**

**STATEMENT OF INVESTMENT IN SUBSIDIARIES**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Investment in Unquoted Equity shares				
Crazy Bakery Udyog Private Limited	810.81	810.81	810.81	-
Crazy Funfoods Private Limited	236.20	236.20	236.20	236.20
Investment in Equity shares				
<b>Total</b>	<b>1,047.01</b>	<b>1,047.01</b>	<b>1,047.01</b>	<b>236.20</b>
<b>Notes:</b>				
1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.				
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows.				

**NOTE “36”**

**CONSOLIDATED RESTATED RATIOS OF CRAZY SNACKS LIMITED**

Particulars	Numerator	Denominator	30.06.24	31.03.24	31.03.23	31.03.22
Current Ratio	Current assets	Current liability	1.27	1.31	1.27	1.32
Debt-Equity Ratio	Debt	Net Worth	1.51	1.45	1.83	0.69
Debt Service Coverage Ratio	Profit before exceptional items, tax and finance cost	Finance Cost + Principal repayment made for non-current borrowings (including current maturities of long-term debt)	0.51	1.32	1.42	0.80
Return on Equity Ratio	Profit after Tax	Average Shareholders' funds (Total Equity)	0.04	0.18	0.15	0.14
Inventory turnover ratio	Sale of goods	Average Inventories of Finished stock	1.92	7.98	7.65	15.74
Trade Receivables turnover ratio	Sale of goods	Average Gross Trade Receivables (before provision)	0.86	5.97	7.37	10.10
Trade payables turnover ratio	Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, WIP and stock in trade + other expenses	Average Trade Payable	3.70	17.86	11.40	13.00
Net capital turnover ratio	Sale of goods	Current assets less current liabilities (excluding current maturity of Non-current borrowings)	2.24	7.60	7.55	20.53
Net profit ratio	Net profit for the period	Total Income	0.05	0.04	0.04	0.03

Return on Capital employed	Profit before exceptional items, tax and finance cost	Net Worth + Debt + Deferred tax liability	3.24%	14.35%	10.93%	9.14%
Return on investment	Interest Income from financial assets carried at amortised cost + Net gain on financial asset measured at fair value through profit and loss	Average ( Non - current Investments + Current Investments + Non - Current loans receivable + Current loans receivable - Investments in equity instruments of subsidiaries, joint venture and associates - Investments in preference shares of subsidiaries - Investment in debentures of subsidiaries)	0.22%	2.41%	13.95%	4.36%

**NOTE “37”**

**STATEMENT OF MANDATORY ACCOUNTING RATIOS**

Particulars	As at 30th June 2024	As at 31st March 2024	As at 31st March 2023	As at 31st March 2022
Net Worth (A)	3,252.90	3,124.86	2,642.78	1,948.92
Restated Profit after tax	128.29	531.56	354.07	211.39
Less: Prior Period Item				
Adjusted Profit after Tax (B)	128.29	531.36	354.07	211.39
Number of Equity Share outstanding as on the End of Year/Period (C)	1,79,38,830	17,08,460	17,08,460	17,08,460
Weighted average no of Equity shares at the time of end of the year (Refer Note 10) (D)	1,79,38,830	17,08,460	17,08,460	17,08,460
Current Assets (G)	5,450.78	4,915.47	5,604.29	2,491.46
Current Liabilities (H)	4,291.23	3,742.31	4,424.56	1,882.14
Face Value per Share (in Rs.)	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D) Refer Note 1 & 10 given below	0.72	31.11	20.72	12.37
Return on Net worth (%) (B/A)	3.94	17.01	13.40	10.85
Net asset value per share (A/C)	18.13	182.91	154.69	114.07
Adjusted Net asset value per share based on Weighted average number of share (A/D)	18.13	182.91	154.69	114.07
Current Ratio (G/H)	1.27	1.31	1.27	1.32
<b>Note: -</b>				



1. Earnings per share = Profit available to equity shareholders/ weighted average number of outstanding of equity shares during the year. For the purpose of calculating of weighted average number of shares outstanding prior to Bonus Shares and Right Issue, for the earlier years, Ratio of bonus and right factor applied on closing number of share outstanding as on the end of respective years.
2. Diluted Earnings per share = Profit available to equity shareholders/ weighted average number of potential equities shares outstanding during the year.
3. Weighted Average number of outstanding Equity Shares has been calculated in terms of the requirement of Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006.
4. Return on Net worth (%) = Profit available for Equity shareholders/Net worth X 100.
5. Current Ratio= Current Assets/ Current Liabilities.
6. The company does not have any revaluation reserves or extraordinary items
7. As there is no dilutive capital in the company, Basic and Diluted EPS are similar.
8. Net Profit, before extra-ordinary items as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

## NOTE “38”

### SIGNIFICANT ACCOUNTING POLICIES

#### 38.1 Basis of preparation

The restated consolidated financial statements are prepared under the historical cost convention in accordance with applicable mandatory Accounting Standards and relevant presentational requirements of the Companies Act, 2013. The financial statements have been prepared on an accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or noncurrent as per the Company’s normal operating cycle and other criteria as set out in Schedule III to the Companies Act, 2013

The Restated Consolidated Financial Information of the Company and its subsidiaries (collectively, the “Group”) comprises of the: -

- (i) Restated Consolidated Statements of Assets and Liabilities as at 30<sup>th</sup> June 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.
- (ii) Restated Consolidated Statements of Profit and Loss (including Other Comprehensive Income) which includes the Group’s share of loss in its subsidiaries (Crazyfun Foods Private Limited) as at 30<sup>th</sup> June 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.
- (iii) Restated Consolidated Statements of Cash Flows Statement as at 30<sup>th</sup> June 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.
- (iv) Restated Consolidated Statement of Changes in Equity as at 30<sup>th</sup> June 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022.
- (v) Summary of Material Accounting Policies and explanatory notes (collectively, the ‘Restated Consolidated Financial Information’).

These Restated Consolidated Financial Information have been prepared by the Management of the Group for the purpose of inclusion in the Draft Red Herring Prospectus (the “DRHP”) to be prepared by the Company in connection with its proposed Initial Public Offer (“IPO”). The Restated Consolidated Financial Information have been prepared by the Company in terms of the requirements 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 (the “ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”)

These Restated Consolidated Financial Information have been compiled by the Management from the audited consolidated financial statements of the Group as at and for the years ended 31st March 2024, 2023 and 2022 prepared in accordance with the AS, prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and the other accounting principles generally accepted in India (the “Consolidated AS Financial Statements”), which have been approved by the Board of Directors at their meetings held on 04<sup>th</sup> September 2024, 02nd September 2023 and 07<sup>th</sup> September 2022 respectively.

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of financial statements as at and for the year ended 31st March 2024 and the period ended 30<sup>th</sup> June 2024.

### 38.2 Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

### 38.3 Key Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

### 38.4 Current and Non-Current Classification

- a. The company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is classified as current when it is-
  - Expected to be realised or intended to be sold or consumed in normal operating cycle.
  - Held primarily for the purpose of trading.
  - Expected to be realised within twelve months after the reporting period.
- b. Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- c. All other assets are classified as non-current.
- d. A liability is current when-
  - It is expected to be settled in normal operating cycle:
  - It is held primarily for the purpose of trading.
  - It is due to be settled within twelve months after the reporting period, or
  - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- e. The company classifies all other liabilities as non-current.
- f. Deferred tax assets and liabilities are classified as non-current assets and liabilities.
- g. Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

#### 1. 38.5 Property, Plant & Equipment (PPE) and Depreciation

PPE are stated at cost less accumulated depreciation. Cost includes basic cost-plus taxes and other incidental expenses. The company follows the Written Down Value Method on pro rata basis over the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of schedule II of the Companies Act (Amended), 2013 after considering salvage value of five percent of original cost. The Company has considered the useful life of assets same as prescribed under the Companies Act, 2013.

Capital Work in Progress, if any, is stated at cost (including borrowing cost where applicable) relating to items or projects in progress incurred during construction installation/pre-operative period.

Expenditure on up-gradation /enhancement is charged off as revenue expenditure unless they bring significant additional benefits.

The range of estimated useful lives of items of property, plant and equipment are as follows:

Asset	Useful Life
Computer	3 years
Plant & Machinery	15 years

Vehicles	15 years
T.V., Electric Installation, D.G. Set, Diesel Tank, A.C., Weight Machine, CCTV, Fire Extinguisher, Generator Set, Water Cooler	15 years
Furniture & Fittings	10 years
Water Tank, Tools & Equipment, Electric Transformer, Office Equipment.	10 years
Dies & Molds, Crates.	3 years
Trademark	3 years
Factory Building	30 years

Leasehold Land is not Depreciated.

The residual values, useful life and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

### **38.6 Revenue Recognition**

Income and expenditure are recognized on an accrual basis. Revenue from the sale of goods is recognized based on contract terms, with the passing of title. Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the amount can be reliably measured. Revenue is being recognized in accordance with the Guidance Note on Accrual basis of Accounting issued by The Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the realization of income, the same is not accounted for till such time the uncertainty is resolved.

**Sale of Goods** – Sales include the sale value of goods and are net of sales return, discounts, rebate, rate difference and GST.

**Income from Investments** – Income from investments, other than investment in shares of companies is included, together with related tax deducted at source in the profit and loss account on an accrual basis. Income from investment in shares of companies is recognized on an actual basis.

**Income from Security Deposits**– Interest accrued on Security Deposits recognized on actual basis.

### **38.7 Employee Retirement Benefits**

The Company has adopted the Accounting Standard 15- Employee Benefits prescribed under the Companies (Accounting Standards) Rules, 2006. Employee benefits include provident fund, bonus, superannuation fund, compensated absences, long service awards and post-employment medical benefits. The company's obligation towards various employee benefits has been recognized as follows:

The Company following types of retirement benefit to its employees viz.

Provident Fund and Employee State Insurance: The Company's Contribution to the recognized Provident Fund and Employees State Insurance (Defined Contribution Scheme) if any, is being debited to the Profit and Loss Account.

#### **i. Short-term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service.

#### **ii. post-employment benefits**

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, etc., are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, after considering the accumulated reserves with the Trust, shall be made good by the Company. To this extent, the Provident Fund scheme could be considered as a defined benefit plan. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. The Company also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any,

excluding interest) are recognised in other comprehensive income. The service cost, net interest cost and effect of any plan amendments are recognised in the Statement of Profit and Loss.

### **iii. Other long-term employee benefits**

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary every year 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 recognised in the period in which the absences occur.

### **iv. Voluntary retirement scheme benefits**

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

### **v. Leave Encashment**

Leave Encashment, if any, is being accounted for on payment basis

## **2. 38.8 Income Tax**

Current income tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Provision for deferred taxation is made using the liabilities method, at the enacted rates of taxation on all timing differences to the extent that it is probable that a liability or asset will crystallize. When there is unabsorbed depreciation or carry forward loss, deferred tax asset is recognized only if there is virtual certainty of realization of such asset. Deferred tax asset/liability are reviewed at each balance sheet date based on development during the year to reassess realization/ liabilities

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### **38.9 Borrowing Cost**

Interest and other costs on borrowed funds including term loan used to finance the acquisition of fixed asset, up to the date assets are ready for use are estimated and capitalized under respective Property, Plant and Equipment.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets is substantially ready for their intended use.

Other interest and costs incurred on borrowed funds are recognized as expense in the year in which they are incurred.

### **38.10 Impairment of Assets**

Impairment is ascertained at each balance sheet date in respect of the Company's fixed assets. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

### **38.11 Inventories**

**Raw Materials** – Valued at cost or net realizable value whichever is lower

**finished goods** – Valued at cost or net realizable value whichever is earlier

**Power & Fuel & Packing materials** – Valued at cost or net realizable value whichever is earlier

**Work in Process** – Valued at cost or net realizable value whichever is lower

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition

Net realizable value is the estimated selling price in the ordinary course of the business less estimated cost necessary to make the sale. Unserviceable / damaged / discarded inventories and shortages observed at the time of physical verification are charged in the Statement of Profit & Loss.

### **38.12 Corporate Social Responsibility**

The amount required to be spent on corporate social responsibility activities amounted to Rs. 2.38 lakhs (30 June 2024) in accordance with Section 135 of the Act. The following amount will be spent in the current financial year: 2024-2025. The nature of CSR activities amount will be formulated by the CSR committee in accordance with Companies Act 2013 read with rules made thereunder.

### **38.13 Investments**

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issues of shares or the other securities, the acquisition cost is the fair value of securities issued. If an investment is acquired in exchange of other assets, the acquisition cost is determined by reference to the fair value of the asset given up or by reference to the fair value given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower cost and fair value determined on an individual investment basis. Long Term investments are stated at cost. Provision is made for diminution, other than temporary, in the value of investments, wherever applicable.

On disposal of an investment, the difference between the carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### **38.14 Cash and Cash Equivalents**

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

### **38.15 Provisions and Contingent Liabilities**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### **38.16 Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

## **Note “39”**

### **EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted no. of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends related to a fully paid equity share during the reporting period. The weighted average number of equities shares outstanding during the period is adjusted for events such as bonus

issue, bonus element in a right issue, share split and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources

For the purpose of calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

For the adjusted basic earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

The Board of Directors at its meeting held on 27th April 2024, pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, proposed that a sum of Rs.1,623.07 Lakhs be capitalized as Bonus Equity shares out of free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 1,62,30,370/- Equity shares of Rs. 10/- each credited as fully paid to the Equity Shareholders in the proportion of 19 (Nineteen) Equity share for every 2 (Two) Equity shares on 27th April 2024.

It has been approved in the meeting of shareholders held on 27th April 2024. As a result of this the equity portion of authorized share capital of the company is revised to 2,50,00,000 equity shares of face value of Rs 10 each as on the date of signing of the financials.

Earnings Per Share calculations have been reinstated in all the periods to give effect of this bonus."

#### **Note "40"**

All amounts are in Indian Rupees and rounded off to the nearest lacs and decimal thereof, unless otherwise stated.

#### **Note "41"**

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March 2024. This information, as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The Auditors have relied this upon.

#### **NOTE "42"**

The provisions for depreciation and for all known liabilities is adequate and not in excess of the amounts reasonably necessary.

#### **NOTE "43"**

#### **Related Party Disclosures**

##### **i. A. Name of the related parties**

##### **1. I. Key Management Personnel**

- Mr. Navin Kumar Agarwal
- Mrs. Upma Agarwal
- Mr. Vinit Kumar Gupta (Chief Financial Officer)
- Mr. Swedit Garg (Chief Executive Officer).
- Mr. Rohit Shrivastava (Company Secretary)

##### **2. II. Relatives of Key Management Personnel**

- Mr. Rishabh Agarwal
- Mr. Prakhar Naveen Agarwal
- Ms. Tanya Agarwal
- Mrs. Asha Agarwal

### 3. III. Independent Directors

- Mrs. Vandana Gupta.
- Mrs. Roopali Mittal.

### 4. III. Enterprise over which KMP are able to exercise significant influence

- Crazy Bakery Udyog Private Limited – 99% Subsidiary Company
- Crazyfun Foods Private Limited – 100% Subsidiary Company
- Crazy Bakers Private Limited – Associate Company

#### NOTE “44”

#### SEGMENT REPORTING

The company is engaged in only one type of product’s manufacturing and sales in the domestic market. Hence, the company’s operation comprises of only one segment.

#### NOTE “45”

#### Other Regulatory Information

#### 45.1 Title deeds of Immovable Property not held in name of the Company.

Relevant line item in the Balance Sheet	Description of Item of property	Gross Carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, <u>director</u> or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
PPE	Lease hold Land Crazy Snacks Limited  Crazy Bakery Udyog Private Limited	724.69 Lakhs 34.23 Lakhs  690.46 Lakhs	GIDA	NO	1996  2017	Land taken on Lease from GIDA Gorakhpur for 90 years. Land taken on Lease from GIDA Gorakhpur for 90 years.
	Factory Building Crazy Snacks Limited Crazy Bakery Udyog Private Limited	595.54 Lakhs 202.50 Lakhs 393.04 Lakhs		N.A.		Constructed on above leased land. Constructed on above leased land.
	Building Under Construction Crazy Snacks Limited Crazy Bakery Udyog Private Limited	209.19 Lakhs 137.53 Lakhs 71.66 Lakhs		N.A.		Constructed on above leased land. Constructed on above leased land

#### **45.2 Revaluation of Property, Plant and Equipment**

The company has not revalued its Property, Plant and Equipment hence not applicable.

#### **45.3 Disclosure in relation to Undisclosed Income:**

There are no transactions that have been not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

#### **46.4 Details of Crypto Currency or Virtual Currency:**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year and comparative period.

#### **47.5 Details of Benami Property:**

The Company does not have any Benami properties. No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 and the rules made thereunder.

#### **48.6 Relationship with Struck off Companies:**

The company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

#### **48.7 Registration of Charges or Satisfaction of Charges or Satisfaction with Registrar of Companies.**

All charges or satisfaction of charges are registered with the registrar of companies before the statutory period.

#### **48.8 Compliance with number of layers of Companies.**

**The company does not have investment from any group companies.**

#### **48.9 Compliance with Approved Scheme of Arrangements.**

The company has not entered in any scheme of arrangement in terms of section 230 to 237 of the companies act 2013.

#### **48.10 Utilization OF Borrowed funds and Share Premium:**

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 or entity, including foreign entities (Intermediaries) with an understanding 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 or

(ii) provide any guarantee, security or the like to or on behalf of the Company.

The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding 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 to or on behalf of the Ultimate Beneficiaries.

**48.11** The Company do not have any transaction 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.

**NOTE “49”**

#### **CASH FLOW STATEMENT**



Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

**NOTE “50”**

The previous year’s figures have been re-grouped / re-classified to conform to this year’s classification.

As per our Annexed Audit Report of Even Date

**For HCO & Co.**

Chartered Accountants

FRN: 001087C

**For Crazy Snacks Limited**

**(Formerly known as Crazy Snacks Private Limited)**

**CA VIVEK AGARWAL**

Partner

Membership No.: 400733

UDIN: 24400733BKBOJV8766

Date: 18<sup>th</sup> December 2024

Place: Gorakhpur

**UPMA AGARWAL**

Director

DIN: 00859037

**NAVIN KUMAR AGARWAL**

Director

DIN: 06957945

**ROHIT SHRIVASTAVA**

Company Secretary

PAN: DDAPS5051M

**VINIT KUMAR GUPTA**

Chief Financial Officer

PAN: BBAPG3861M

**SWEDIT GARG**

Chief Executive Officer

PAN: ANGPG2071E

## OTHER FINANCIAL INFORMATION

### SUMMARY OF ACCOUNTING RATIOS

Particulars	Period ended June 30, 2024	FY 2023- 2024	FY 2022- 2023	FY 2021- 2022
Basic EPS (in ₹)	0.71	2.96	1.98	1.18
Diluted EPS (in ₹)	0.71	2.96	1.98	1.18
Return on Net worth (%)	3.96%	17.08%	13.52%	10.85%
Net asset value per equity share (in ₹)	18.06	17.35	14.67	10.86
EBITDA (in ₹ lakhs)	380.51	1,601.71	1,087.81	653.45

Notes: The ratios have been computed as under:

1. Basic and diluted EPS: Restated profit for the year of the Company divided by total weighted average number of equity shares outstanding at the end of the year. Basic and diluted EPS are computed in accordance with AS 20 - Earnings per share.

2. Return on Net Worth: Net Profit after tax, as restated, divided by net-worth, as restated.

3. Net asset value per equity share is calculated as net worth as of the end of relevant year divided by the weighted average number of equity shares outstanding at the end of the year. Net worth represents the aggregate value of equity share capital, instruments entirely equity in nature and other equity and are based on Restated Financial Information.

4. EBDITA means Profit before depreciation, finance cost, tax.

5. Accounting and other ratios are derived from the Restated Financial Statements.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as of June 30, 2024, on the basis of the Restated Consolidated Financial Statements, and as adjusted for the Issue. This table should be read in conjunction with "Risk Factors", "Financial Statements" and "Management's Discussion and Analysis of Financial condition and Results of Operations" on pages 31, 174 and 241

Statement of Capitalization as on June 30, 2024, on consolidated basis:

Particulars		Pre-Issue (₹ in Lakhs)	Post-Issue (Rs. in Lakhs)
<b>Total Borrowings:</b>			
Current borrowings		3,139.45	[●]
Non-current borrowings (including current maturity)	(A)	1,781.73	[●]
<b>Total borrowings</b>	<b>(B)</b>	<b>4,921.18</b>	<b>[●]</b>
<b>Shareholders' funds:</b>			[●]
Equity Share capital		1,793.88	[●]
Other equity		1,446.18	[●]
<b>Total Equity</b>	<b>(C)</b>	<b>3,240.06</b>	<b>[●]</b>
<b>Total Capital</b>	<b>(B+C)</b>	<b>8,161.24</b>	<b>[●]</b>
<b>Ratio: Non-Current borrowings / Total equity</b>	<b>(A)/(C)</b>	<b>0.55</b>	<b>[●]</b>
<b>Ratio: Total Borrowings / Total equity</b>	<b>(B)/(C)</b>	<b>1.52</b>	<b>[●]</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Year ended on March 31, 2022, March 31, 2023, March 31, 2024 and for the period ended on June 30, 2024. You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 31 of this Draft Red Herring Prospectus, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year and the stub period ended on June 30, 2024.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Crazy Snacks Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for Financial Year ended on March 31, 2022, March 31, 2023, March 31, 2024, and the period ended June 30, 2024, included in this Draft Red Herring Prospectus beginning on page 174.*

### BUSINESS OVERVIEW

Our Company, Crazy Snacks Limited offers a wide range of bakery products to meet the everyday needs of Indian consumers. Our portfolio includes bread, buns, cakes, and rusks, with 150 products priced between ₹2 and ₹170. We focus on providing affordable, high-quality options that cater to different tastes, making our products a reliable choice for households. Our rusks, produced under both Crazy Snacks and Crazy Bakery Udyog, are a key part of our range, offering a convenient snack for customers. In our subsidiary, Crazy Bakery Udyog Private Limited, we specialise in a variety of snacks, including namkeen, chips, popcorn, and potato sticks, with 147 products priced between ₹2 and ₹150. We aim to offer snacks that blend traditional and new flavours to suit different preferences. With a strong presence in North India, we ensure our products are widely available to meet the snacking needs of customers.

Our Company was originally incorporated as "Crazy Snacks Private Limited" on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to "Crazy Snacks Limited", and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC. The Corporate Identification Number of our Company is U51224UP1995PLC019164. For details of incorporation, change of name and registered office of our Company.

We primarily operate in Uttar Pradesh and Bihar, which together account for nearly 97% of our consolidated revenue from operations in FY2024, highlighting their importance to our business. Our two manufacturing facilities are strategically located to serve customers effectively across these regions. Our extensive distribution network consisting of 999 distributors helps us in covering urban and rural areas of North India extensively. Additionally, our extensive distribution network, supported by a fleet of 35 vehicles, enables timely and reliable delivery of our snacks and bakery products to meet growing consumer demand.

We offer our products under three brands: Crazy, Bity, and Baked Gold. Under Crazy, we offer affordable products in all categories, providing everyday snacks and bakery items at affordable prices that provide value for money. Bity focuses on premium cakes, breads, and buns, offering higher-quality products for customers who want something better. Baked Gold specialises in premium cookies and rusks, providing a more refined selection for those looking for a richer experience. Each brand is designed to serve different customer preferences while maintaining good quality.

We are led by a qualified and experienced individual Promoter and a senior management team, who have the expertise and vision to manage and grow our business. Our Promoter, Navin Kumar Agarwal, holds a Chartered Accountant degree from the Institute of Chartered Accountants of India, which he obtained in 1991. He is ably supported by our management team, who bring experience in their respective domains of sales, marketing, strategy, and finance. This expertise allows us to understand and anticipate market trends, manage our business operations and growth, and leverage customer relationships. We believe that the knowledge and experience of our

Promoter, along with the senior management team, provide us with a competitive advantage as we seek to expand our production capacities, grow in existing markets, and enter new markets.

#### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR:**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of March 31, 2024 as disclosed in this Draft Red Herring Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

#### **KEY FACTORS AFFECTING THE RESULTS OF OPERATION:**

Our Company's future results of operations could be affected potentially by the following factors:

1. General economic conditions in India, changes in laws and regulations.
2. Changes in revenue mix, including geographic mix of our revenues.
3. Changes in Fiscal, Economic or Political conditions in India.
4. Availability and cost of raw materials.
5. Increased market fragmentation.
6. Competition with existing and new entrants
7. Technology System and Infrastructure Risks

#### **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer Significant Accounting Policies, beginning under Chapter titled "Financial Information of our Company" beginning on page 174 of the Draft Red Herring Prospectus.

#### **RESULTS OF KEY OPERATIONS**

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years ended March 31, 2022, 2023 and 2024 and for the period ended June 30, 2024, the components of which are also expressed as a percentage of total revenue for such period and financial years

(₹ in lakhs)

Particulars	For the year ended on							
	30.06.2024	% of Total Income	31.03.2024	% of Total Income	31.03.2023	% of Total Income	31.03.2022	% of Total Income
Revenue from operation	2,599.01	99.86%	12,759.32	98.85%	8,912.52	99.95%	7,440.71	95.43%
Other income	3.56	0.14%	148.22	1.15%	4.26	0.05%	356.41	4.57%
<b>Total Revenue</b>	<b>2,602.57</b>	<b>100.00%</b>	<b>12,907.54</b>	<b>100.00%</b>	<b>8,916.78</b>	<b>100.00%</b>	<b>7,797.12</b>	<b>100.00%</b>
Cost of Operation	1,459.16	56.07%	7,762.99	60.14%	5,491.96	61.59%	5,501.83	70.56%
Manufacturing cost	335.99	12.91%	1,826.51	14.15%	933.30	10.47%	927.06	11.89%
Changes in inventories of finished goods, work in progress and stock-in-trade	(10.70)	(0.41)%	40.56	0.31%	113.55	1.27%	40.98	0.53%
Employee Benefits Expense	157.69	6.06%	661.93	5.13%	456.81	5.12%	367.80	4.72%
Finance Costs	100.26	3.85%	409.65	3.17%	343.12	3.85%	162.33	2.08%

Depreciation And Amortizati on Expense	118.59	4.56%	494.58	3.83%	309.90	3.48%	247.67	3.18%
Other Expense	275.43	10.58%	991.72	7.68%	792.82	8.89%	289.05	3.71%
<b>Total Expenses</b>	<b>2,436.43</b>	<b>93.6%</b>	<b>12,187.93</b>	<b>94.42 %</b>	<b>8,441.46</b>	<b>94.67%</b>	<b>7,536.71</b>	<b>96.66%</b>
<b>Profit Before Tax</b>	<b>166.14</b>	<b>6.38%</b>	<b>694.96</b>	<b>5.38%</b>	<b>475.65</b>	<b>5.33%</b>	<b>260.41</b>	<b>3.34%</b>
<b>Total tax</b>	<b>37.85</b>	<b>1.45%</b>	<b>163.40</b>	<b>1.27%</b>	<b>121.59</b>	<b>1.34%</b>	<b>49.02</b>	<b>0.63%</b>
<b>Profit for the Year (A)</b>	<b>128.29</b>	<b>4.93%</b>	<b>531.56</b>	<b>4.12%</b>	<b>354.07</b>	<b>3.99%</b>	<b>211.39</b>	<b>2.71%</b>

### Review of Restated Financials

**Revenue from Operations:** Revenue from operations mainly consists of sale of manufactured products in particular like bakery products and snacks products.

**Other Income:** Other income includes Interest income, Rebate/Discount received, other non-operating income etc.

**Total Income:** Our total income comprises of revenue from operations and other income.

**Total Expenses:** Our total expenses consist of Cost of Materials Consumed, Manufacturing cost, Employee benefits expenses, Finance Costs, Depreciation and Amortization expenses and Other expenses.

**Operating Expenses:** Operating Expenses comprises of cost of materials consumed as well as charges related to the manufacturing.

**Employee Benefits Expense:** Employee benefit expense includes Salary & Wages, Staff welfare expenses etc.

**Finance Cost:** Finance cost includes interest expenses as well as other finance charges.

**Other expenses:** Other expenses mainly consist of Delivery Vehicle Running & Maintenance expenses, Repair & Maintenance charges, Tour & Travelling expenses, Freight & Forwarding, Loading & Unloading charges, rent expenses etc.

### REVIEW OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2024:

#### Revenue from Operations

The Company's revenue from operations for the period ended June 30, 2024 was ₹ 2,599.01 lakhs. This represents 99.86 % of total revenue for the period. This figure represents the total sales generated from the various products offered by the company.

#### Other Income

The Other Income for the period ending on June 30, 2024, is ₹ 3.56 lakhs constituting 0.14% of the total revenue. This income mainly comes from sources like Discount received of ₹ 3.15 lakhs and interest income of ₹ 0.08 lakhs.

#### Cost of Material Consumed

The cost of materials consumed for the period ending June 30, 2024, is ₹ 1,459.16 lakhs, accounting for 56.07% of the total revenue for the period. This significant cost, which makes up more than half of the sales, is primarily due to the increase in production, which required more materials like raw materials and packing materials, thereby raising the overall cost of materials consumed.

#### Manufacturing cost

The manufacturing cost for the period ending June 30, 2024, was ₹ 335.99 lakhs, which constitutes 12.91% of the total revenue for the period. This cost reflects the expenses involved in converting raw materials into finished products ready for use. It represents the overall processing cost incurred by the company during the manufacturing process.

***Change In Inventories of Finished Goods and Stock-in-process***

Our change in inventories of finished goods and stock in process for the period ended June 30, 2024 was ₹ (10.70) lakhs, This change in inventories is attributed to the increased demand for products during the period. As a result, this change is expected to have a higher inventory level to meet the demands.

***Employee Benefits Expenses***

Employee benefit expenses for the period ended on June 30, 2024 was ₹ 157.69, which was 6.06% of total income for the period. These expenses primarily consist of salaries and wages paid to the staff of ₹ 141.14 lakhs, along with staff welfare expenses of ₹ 15.01 lakhs.

***Finance Cost***

The finance cost for the period ending June 30, 2024, amounted to ₹ 100.26 lakhs accounting for 3.85% of total revenue. This primarily includes interest expenses related to financial institutions of ₹ 95.78 lakhs and Bank charges of ₹ 4.47 lakhs.

***Depreciation and Amortisation Expenses***

Depreciation and amortization for the period ending June 30, 2024, amounted to ₹ 118.59 lakhs accounting for 4.56% of total revenue.

***Other Expenses***

Other expenses for the period ended June 30, 2024 was ₹275.43 lakhs accounting for 10.58% of total revenue. This mainly includes several charges and the largest portion relates to delivery vehicles running and maintenance expenses of ₹ 127.32 lakhs, Additionally, tour and travelling expenses for the period of ₹ 18.42 lakhs, business travel and freight expenses of ₹17.27 lakhs.

***Tax Expenses:***

Tax expenses for the period ended June 30, 2024 was ₹ 37.85 lakhs. Tax expenses were 1.45% of total revenue.

***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income and a decrease in total expenses as a percentage of total income. Profit After Tax (PAT) for the period ending June 30, 2024, stood at ₹ 128.29 lakhs, which accounts for 4.93% of the total revenue for the period. This indicates that the company is experiencing growth in its net profit, which is a positive reflection of its operational efficiency and profitability.

**COMPARISON OF F.Y. 2024 WITH F.Y. 2023:*****Revenue from Operations***

The Company's revenue from operations the financial year 2023-24 is ₹ 12,759.32 lakhs. This represents ₹ 3,846.80 lakhs or 43.16 % increase compared to the previous financial year's revenue of ₹ 8,912.52 lakhs. Increase in revenue majorly came from sale of products due to increase in varieties of product and due to increase in distribution network.

***Other Income***

Other Income in the Financial Year 2023-24 increased by 3377.53%, reaching ₹ 148.22 lakhs in comparison to the ₹ 4.26 lakhs in the Financial Year 2022-23. This increase was primarily due to Rebate/Discount received of ₹142.44 lakhs.

***Cost of Material Consumed***

Our cost of materials consumed for the financial year 2023-24 was ₹ 7,762.99 lakhs as compared to ₹ 5,491.96 lakhs of previous financial year, representing an increase of 41.35%. This was primarily due to increase in sales volume.

***Manufacturing cost***

Our Manufacturing cost for the financial year 2023-24 was ₹ 1,826.51 lakhs as compared to ₹ 933.30 lakhs of previous financial year, representing an increase of 125.31%. This was primarily due to increase in production units due to increase in sale of varieties of products.

***Change In Inventories of Finished Goods and Stock-in-process***

Our change in inventories of finished goods and stock in process for the financial year 2023-24 was ₹ 40.56 lakhs as compared to ₹ 113.55 lakhs of financial year 2022-23, representing an increase of 35.72%. This increase in inventories was primarily due to the expansion of the distribution system and the faster movement of products, driven by the increased demand for the products.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the financial year 2023-24 increased by 44.90% or ₹ 205.12, reaching ₹ 661.93 lakhs in comparison to the ₹ 456.81 lakhs incurred in the financial year 2022-23. This increase in employee costs was mainly driven by salaries to staff and staff welfare amounting to a total of ₹ 185.10 lakhs.

#### ***Finance Cost***

Finance cost in the Financial Year 2023-24 increased by 19.39%, reaching ₹ 409.65 lakhs in comparison to the ₹ 343.12 lakhs incurred in the Financial Year 2022-23. The increase of the Finance Charges is on account increase in limit of cash credit with an increase of interest thereto and Interest Expense on term loan.

#### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the financial year 2023-24 increased by 59.59 %, reaching ₹ 494.58 lakhs in comparison to the ₹ 309.90 lakhs incurred in the financial year 2022-23. This increase in depreciation was a result of purchase of fixed assets.

#### ***Other Expenses***

Other expenses in the Financial Year 2023-24 increased by 25.09%, reaching ₹ 991.72 lakhs in comparison to the ₹ 792.82 lakhs incurred in the Financial Year 2022-23. This increase in other expenses was primarily attributed to several factors, including Delivery Vehicle Running & Maintenance Expenses from ₹303.77 to ₹525.63, Repair & Maintenance charges from ₹84.92 to ₹131.66, Tour & Travelling expenses from ₹31.46 to ₹64.24, Loading & Unloading charges from Nil to ₹43.01 and rent expenses from ₹4.79 to ₹21.44.

#### ***Tax Expenses:***

Tax expenses have increased reaching a total of ₹ 163.40 lakhs in the financial year 2023-24, in contrast to the ₹ 119.81 lakhs in the financial year 2022-23. This notable increase in tax expenses can be primarily attributed to increase in current tax payments.

#### ***Profit after Tax (PAT)***

As a result of the factors mentioned above, the profit increased, mainly driven by the growth in both total income and total expenses as a percentage of total income. For the financial year 2023-24, the Profit After Tax (PAT) amounted to ₹531.56 lakhs, compared to ₹354.07 lakhs in the previous financial year. In FY 2023-24, PAT represented 4.12% of total revenue, slightly higher than the 3.99% of total revenue in FY 2022-23.

### **COMPARISON OF F.Y. 2023 WITH F.Y. 2022:**

#### ***Revenue from Operations***

The Company's revenue from operations the financial year 2022-23 is ₹ 8,912.52 lakhs. This represents ₹ 1471.81 lakhs or 19.78% increase compared to the previous financial year's total revenue of ₹ 7,440.71 lakhs. Increase in revenue is mostly due to increase in sales volume in due to increase in sale of varieties of products.

#### ***Other Income***

Other Income in the financial Year 2022-23 decreased by 98.80%, ₹ 4.26 lakhs in comparison to the ₹356.41 lakhs incurred in the financial Year 2021-22. This significant decrease was primarily due to the provision for an insurance claim of ₹ 284.06 lakhs made in the financial year 2021-22, with no such provision being made in the financial year 2023-24.

#### ***Cost of Material Consumed***

Our cost of materials consumed for the financial year 2022-23 was ₹ 5,491.96 lakhs as compared to ₹ 5,501.83 lakhs of financial year 2021-22, representing an increase of 0.18%. There has been no significant change in the cost of materials consumed compared to previous year.

#### ***Manufacturing cost***

Our Manufacturing cost for the financial year 2022-23 was ₹ 933.30 lakhs as compared to ₹ 927.06 lakhs of previous financial year, representing an increase of 0.67%.

#### ***Change In Inventories of Finished Goods and Stock-in-process***



Our change in inventories of finished goods and stock in process for the financial year 2022-23 was ₹ 113.55 lakhs as compared to ₹ 40.98 lakhs of financial year 2021-22, representing an increase of 177.12%. This was primarily due to increase in inventories.

#### ***Employee Benefits Expenses***

Employee benefit expenses in the financial year 2022-23 increased by 24.20%, reaching ₹ 456.81 lakhs in comparison to the ₹ 367.80 lakhs incurred in the financial year 2021-22. The increase in employee costs was primarily driven by higher salaries and wages, resulting from the hiring of additional employees, amounting to total increase of ₹167.03 lakhs.

#### ***Finance Cost***

Finance cost in the financial year 2022-23 have increased by 111.37%, reaching ₹ 343.12 lakhs in comparison to the ₹ 162.33 lakhs incurred in the financial year 2021-22. The increase of the finance charges is on account increase in interest expense of cash credit facility and interest on term loan by ₹ 120.95 lakhs.

#### ***Depreciation and Amortisation Expenses***

Depreciation and amortization in the financial year 2022-23 increased by 25.13 %, reaching ₹ 309.90 lakhs in comparison to the ₹ 247.67 lakhs incurred in the financial year 2021-22. This increase in depreciation was a result of purchase of fixed assets.

#### ***Other Expenses***

Other expenses in the financial year 2022-23 increased by 174.28%, reaching ₹ 792.82 lakhs in comparison to the ₹ 289.05 lakhs incurred in the financial year 2021-22. The increase in other expenses was primarily attributed to several factors, including ₹240.90 lakhs rise in delivery vehicle running and maintenance expenses due to the purchase of new vehicles, ₹59.37 lakhs increase in freight and forwarding expenses etc.

#### ***Tax Expenses:***

Tax expenses have increased by 148.04% reaching a total of ₹ 121.59 lakhs in the financial year 2022-23, in contrast to the ₹ 49.02 lakhs in the financial year 2021-22. This notable increase in tax expenses can be primarily attributed to increase in current tax payments and deferred tax.

#### ***Profit after Tax (PAT)***

Due to the aforementioned factors, the profit experienced an upswing, primarily driven by the growth in total income as well as in total expenses as a percentage of total income. The Profit After Tax (PAT) for FY 2022-23 reached ₹ 354.07 lakhs, contrasting with ₹ 211.39 lakhs in FY 2021-22. In FY 2022-23, PAT constituted 3.97% of the total revenue, in comparison to 2.71% of the total revenue in the FY 2021-22.

#### **Cash Flow**

The table below summaries our cash flows from our Restated Financial Information for the financial years ended on 2024, 2023, and 2022:

<b>Particulars</b>	<b>For the period ended June 30,2024</b>	<b>FY 2024</b>	<b>FY 2023</b>	<b>FY 2022</b>
Net cash (used in)/ Generated from operating activities	(303.37)	1,176.49	(857.31)	383.98
Net cash (used in)/ Generated from investing activities	(96.59)	(918.95)	(275.75)	(1106.54)
Net cash (used in)/ Generated from finance activities	298.74	(703.01)	1,852.60	546.88
Net increase/ (decrease) in cash and cash equivalents	(101.22)	(445.46)	719.53	(175.68)
Cash and Cash Equivalents at the beginning of the period	491.63	937.09	217.56	393.24
Cash and Cash Equivalents at the end of period	390.41	491.63	937.09	217.56

#### ***Cash Flow from/(used in) Operating Activities***

Net cash used in operating activities for the period ended June 30, 2024, was ₹ (303.37) lakhs and our profit before tax that period was ₹ 166.14 lakhs. The difference was primarily attributable to depreciation of ₹ 118.59 lakhs,

Interest paid of ₹ 100.26 lakhs etc, and thereafter change in working capital of ₹ (646.37) lakhs respectively, resulting in gross cash used in operations at ₹ (303.37) lakhs.

Net cash generated from operating activities Fiscal 2024 was ₹ 1176.49 lakhs and our profit before tax that period was ₹ 694.96 lakhs. The difference was primarily attributable to depreciation of ₹ 494.58 lakhs, Finance cost of ₹ 409.65 lakhs etc and thereafter change in working capital of ₹ (230.22) lakhs respectively, resulting in gross cash generated from operations at ₹ 1347.51 lakhs. We have income tax paid of ₹ 171.02 lakhs.

Net cash generated from operating activities in the Fiscal 2023 was ₹ (857.31) lakhs and our profit before tax that period was ₹ 475.65 lakhs. The difference was primarily attributable to depreciation of ₹ 309.90 lakhs, Finance cost of ₹ 343.12 lakhs etc and thereafter change in working capital of ₹ (1916.39) lakhs respectively, resulting in gross cash generated from operations at ₹ (749.52) lakhs. We have income tax paid of ₹ 107.79 lakhs.

Net cash generated from operating activities in the Fiscal 2022 was ₹ 383.98 lakhs and our profit before tax that period was ₹ 260.41 lakhs. The difference was primarily attributable to depreciation of ₹ 247.67 lakhs, Finance cost of ₹ 162.33 lakhs etc, and thereafter change in working capital of ₹ (193.07) lakhs respectively, resulting in gross cash generated from operations at ₹ 476.96 lakhs. We have income tax paid of ₹ 92.99 lakhs.

#### ***Cash Flow from/(used in) Investing Activities***

For the period ended June 30, 2024, our net cash used in investing activities was ₹ (96.59) lakhs, which was primarily Purchase of PPE of ₹ 97.23 lakhs during the said period.

In the Fiscal 2024, our net cash used in investing activities was ₹ (918.95) lakhs, which was primarily for Purchase of PPE of ₹ 1,042.65 lakhs and proceeds from sale of fixed assets of ₹ 120 lakhs during the said period.

In the Fiscal 2023, our net cash used in investing activities was ₹ (275.75) lakhs, which was primarily for Purchase of PPE of ₹ 2407.09 lakhs and proceeds from sale of fixed assets of ₹ 187.14 lakhs and sale of long term investments of ₹ 794.93 lakhs during the said period.

In the Fiscal 2022, our net cash used in investing activities was ₹ (1106.54) lakhs, which was primarily for sale of investments of ₹ 243.78 lakhs and increase of long term investments of ₹ 754.47 lakhs during the said period.

#### ***Cash Flow from/(used in) Financing Activities***

For the period ended June 30, 2024, our net cash generated from financing activities was ₹ 298.74 lakhs. This was primarily due to decrease in long term borrowings of ₹ 158.94 lakhs, increase in short term borrowings of ₹ 558.33 lakhs and Interest Paid of ₹ 100.26 lakhs.

In the Fiscal 2024, our net cash generated from financing activities was ₹ (703.01) lakhs. This was primarily due to repayment of long term borrowings of ₹ 70.01 and repayment of short term borrowings of ₹ 209.50, long term loan & advances given by company amounted to ₹ 13.89 and Interest paid of ₹ 409.65 lakhs.

In the Fiscal 2023, our net cash generated from financing activities was ₹ 1852.60 lakhs. This was primarily due to proceeds from long term borrowings of ₹ 109.43 and short term borrowings of ₹ 2,073.52 lakhs, and interest paid of ₹ 343.12 lakhs.

In the Fiscal 2022, our net cash used in financing activities was ₹ 546.88 lakhs. This was primarily due to proceeds from securities premium of ₹ 496.65 lakhs, proceeds from receipt of govt subsidy of ₹ 76.31 lakhs and interest paid of ₹ 162.33 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 years other than shut down of business due to COVID-19.

**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 31 of this Draft Red

Herring Prospectus. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors which we expect to bring about significant economic changes.

**3. Income and Sales on account of major product/main activities**

Income and sales of our Company mainly consists of sale of products which includes sales of Bakery and snacks products.

**4. Whether the 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 31 in 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.**

Increases in revenues are by and large linked to increases in volume of business.

**7. Total turnover of each major industry services in which the issuer company operated.**

The Company is in the business of, the relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 109 of this Draft Red Herring Prospectus.

**8. Status of any publicly announced new products or business services.**

Our Company has not announced any new services or business services.

**9. The extent to which business is seasonal.**

Our Company’s business is not seasonal.

**10. Any significant dependence on a single or few suppliers or customers.**

The % of contribution of our Company’s suppliers vis-à-vis the total revenue from operations respectively as of for the quarter ended June 30, 2024 and for the Fiscal 2024, 2023 and 2022 is as follows:

Particulars	Top Suppliers as a percentage (%) of total purchases			
	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Top 5	37.28	24.87	29.66	40.53
Top 10	48.32	38.32	39.40	57.55

The % of contribution of our Company’s customers vis-à-vis the total revenue from operations respectively as of for the quarter ended June 30, 2024 and for the Fiscal 2024, 2023 and 2022 is as follows:

Particulars	Top Customers as a percentage (%) of total sales			
	June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Top 5	7.61	6.87	11.07	12.51
Top 10	12.37	10.74	16.20	19.21

**11. Competitive conditions.**

Competitive conditions are as described under the Chapters titled “*Industry Overview*” and “*Our Business*” beginning on pages 109 and 114, respectively of this Draft Red Herring Prospectus.

## FINANCIAL INDEBTEDNESS

Our Company has availed certain credit facilities in the ordinary course of business to meet our working capital requirements and for general corporate purposes. As of November 30, 2024, our outstanding borrowings aggregated to ₹ 5,306.57 lakhs.

Set forth below, is a summary of our Company's borrowings as on November 30, 2024, together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

Category of borrowing	Interest (in % p.a)	Sanctioned Amount (in Lakhs)	Outstanding amount as on November 30, 2024	Tenure (in Months)
<b>Fund Based:</b>				
<b>Secured(A)</b>				
<b>Term Loans</b>				
Punjab National Bank (Crazy Snacks Limited)	8.70% <sup>(1)</sup>	671.34	419.31	43 to 72
Bajaj Finserv	17%	50.60	37.77	60
Punjab National Bank (Crazy Bakery Udyog Private Limited)	9.85% <sup>(1)</sup>	783.33	516.91	36 to 72
<b>Cash Credit Loans</b>				
Punjab National Bank (Crazy Snacks Limited)	8.70% <sup>(1)</sup>	1735.00	1725.23	Repayable on demand
Punjab National Bank (Crazy Bakery Udyog Private Limited)	9.85% <sup>(1)</sup>	1530.00	1498.87	Repayable on demand
<b>Open Term Loan</b>				
Punjab National Bank (Crazy Snacks Limited)	8.70% <sup>(1)</sup>	200.00	151.27	60
<b>Total (A)</b>	-	<b>4,970.27</b>	<b>4,349.36</b>	-
<b>Unsecured (B)</b>				
<b>Loan from Director</b>				
Naveen Kumar Agarwal	Not Specified	589.00	589.00	Repayable on demand
Upma Agarwal	Not Specified	68.21	68.21	Repayable on demand
<b>Loan from Companies in which Directors are Interested</b>				
Gravity Finance Ltd	Not Specified	38.00	38.00	Repayable on demand
Kali Industrial Financial Consultant Pvt Ltd	Not Specified	10.00	10.00	Repayable on demand
Monitor Vinicom	Not Specified	252.00	252.00	Repayable on demand
<b>Total (B)</b>	-	<b>957.21</b>	<b>957.21</b>	-
<b>Total (A+B)</b>		<b>5,927.48</b>	<b>5,306.57</b>	

\*As certified by Statutory Auditor pursuant to their certificate dated December 20, 2024.

Notes: In the absence of specific sanction limits for unsecured loans, outstanding amount of borrowing (including interest payable) has been considered as sanction amount.

### Principal terms of the borrowings availed by our Company:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company in relation to our indebtedness:

1. **Interest:** In terms of the facilities sanctioned to us, the interest rate shall be agreed with the lender at the time of disbursement. Additionally, the interest rate for secured term loan is based on the reference rate or change of the spread by the bank. For the “Holding Company” Crazy Snacks Limited the Repo linked lending rate is 9.00% and the Business security spread is 0.25% which equals to 9.25% less 0.55% which comes out 8.70% p.a proposed as per A4 rating & as per approval of cluster in GIDA for Food and Agro based cluster. Spread is -0.55% for A4 rated account for Food and Agro based cluster. For the “Subsidiary Company” Crazy Bakery Udyog Private Limited the Repo linked lending rate is 9.25% and the Business security spread is 0.60% which equals to 9.85% as per B1 rating under MSME prime plus scheme. During the tenure of the loan the interest rate is subject to change at such intervals as may be permissible under the RBI and Bank guidelines/regulations from time to time.
2. **Tenor:** In terms of the tenure of the loan, the loan facilities availed by the holding company ranges from 43 to 72 months. The loan facilities availed by the subsidiary company ranges from 36 to 72 months.
3. **Security:** In terms of the Cash credit facility availed by our Company,
  - **Primary security** is by having exclusive charge by way of hypothecation of entire (existing & future) stocks of bakery products, Raw Material, Stocks-in-Process, finished Goods, Stores & spares, Book Debts and entire other Current Assets of the firm.
  - **Secondary security** for the term loans availed the security has been by way of Hypothecation of Block of fixed assets, Plant and Machinery and other fixed assets created from bank finance. Equitable mortgage of Immovable Properties – Lease hold right of Plot No. G-3A, situated at Sector-15 GIDA, Village Judiyan, Pargana Hasanpur, Maghar, Tehsil- Sahjanwa, District Gorakhpur from lessor Gorakhpur industrial development authority (GIDA) for 90 years with effect from 06-06-2014, which is owned by Crazy Bakery Udyog. Lease Hold right of Plot No. DL-2, situated at Sector-13 GIDA, Village Judiyan, Pargana Hasanpur, Maghar, Tehsil- Sahjanwa, District Gorakhpur from lessor Gorakhpur industrial development authority (GIDA) for 90 Years with effect from 09.02.1996, which is owned by Crazy Snacks Limited. Lease Hold right of Plot No. DL-1, TL & situated at Sector-13 GIDA, Village Judiyan, Pargana Hasanpur, Maghar, Tehsil- Sahjanwa, District Gorakhpur from lessor Gorakhpur industrial development authority (GIDA) for 90 Years with effect from 07.03.2008, which is owned by Crazy Bakers Private Limited.
  - **For the Open Term loans availed** Hypothecation / mortgage of the assets proposed to be purchased out of the term loan. In case no tangible security is being created, extension of charge on fixed asset/ 1st charge on fixed asset be created. It should be ensured that adequate security cover is available against the proposed loan.
4. **Guarantee:** For the term loans outstanding and the cash credit facility availed by the company and its subsidiaries, the guarantors are Navin Kumar Agarwal (the Director), Upma Agarwal (the Director), M/s Crazy Snacks limited (the Holding company) and M/s Crazy Bakers Private limited (the Subsidiary). The holding company and the subsidiary company have entered into the cross guarantee or reciprocal guarantee arrangement i.e both the parent and subsidiary companies are guaranteeing each other's loans.
5. **Covenants:**
  - C1. The borrower shall maintain adequate books of accounts as per applicable accounting practices and standards, which should correctly, reflects its financial position and scale of operations and should not radically change its accounting system without notice to the Bank.
  - C2. The borrower shall submit to the bank such financial statements as may be required by the Bank from time to time in addition to the set of such statements to be furnished by the borrower to the bank as on the date of publication of the borrower accounts. I
  - C3. In case of default in repayment of the loan advances or in the payment of the interest thereon or any agreed instalments of the loan on the due date(s) by the borrower, the Bank and/or the RBI will have an unqualified right to disclose or publish the borrower's name or the name of the borrower/unit and its directors / partners / proprietors as defaulters / wilful defaulters in such manner and through such medium as the Bank or RBI in their absolute discretion may think fit. (Regulatory) Exemption: Name of directors of Government Undertakings are exempted from being reported as wilful Defaulters, instead a legend 'Government of undertaking shall be added.

C4. The bank will have the right to share credit information as deemed appropriate with Credit Information Companies (CICs) or any other institution as approved by RBI from time to time. (Regulatory)

C5. The borrower shall not induct into its Board as person whose name appears in the wilful defaulters list of RBI/CICs. In case such a person is already on the Board of the company, it would take expeditious and effective steps of removal of that person from its Board. Nominee directors are excluded for this purpose. (Regulatory)

C6. In the event of default in repayment to our Bank or if cross default has occurred, the Bank will have the right to appoint its nominee on the Board of Directors of the borrower to look after its interests. Cross default will be defined as:

- a. Default by the borrower to any other bank under Consortium / MBA OR
- b. Default by the borrower's associate/ sister concern / subsidiary to our Bank

Further, cross default would be deemed to have occurred only in case default to particular lender(s) is not cured within 30 days.

C7. In case of default not corrected within 60 days or restructuring of debt, the regulatory guidelines provide for conversion of debt to equity. The bank shall have the right to convert loan to equity or other capital in accordance the regulatory guidelines.

C8. Bank will have the right to examine at all times the borrower's books of accounts and to have the borrower's factories inspected, from time to time, by officer(s) of the Bank and/or qualified auditors and/or technical experts and/or management consultants / appoint ASM of the Bank's choice and conduct Stock and Receivable Audits at the prescribed periodicity as per Banks laid down guidelines. Cost of such inspections/Audits shall be borne by the borrower

C9. After provision of tax and other statutory liabilities, unless expressly permitted otherwise, the bank will have a first right on the profits of the borrower for repayment of amounts due to the bank. In case of Multiple Banking Arrangement/ Consortium, right on the profits of the borrower for repayment shall be on priority of charge/proportionate basis, as the case may be.

C10. The borrower shall keep the Bank informed of the happening of any event likely to have a substantial effect on their profit or business: for instance, if the monthly production of sales are substantially less than what had been indicated, the borrower shall immediately inform the bank with explanations and the remedial steps taken and / or proposed to be taken.

C11. Effect any change in the borrower's capital structure where the shareholding of the existing promoter(s) gets diluted below current level or 51% of the controlling stake (whichever is lower), without prior permission of the Bank - for which 60 days' prior notice shall be required. In case of limited liability partnerships and partnership firm 'promoters' would mean managing partner for the purpose of this covenant.

C12. The borrower will utilise the funds for the purpose they have been lent. Any deviation will be dealt with as per RBI guidelines.

C13. Promoter's shares in the borrowing entity should not be pledged to any Bank /NBFC / Institution without our prior consent.

C14. Only for Term Loans (> Rs 50 crores) - Covenants (in relation to the undernoted parameters) (i.e. DSCR, Int. Coverage, ACR, Debt Equity ratio) are to be stipulated for all term loans and these are required to be tested annually on the basis of Audited Balance Sheet (ABS). Penal Charges will be levied in case of breach of any two of the four parameters vis-à-vis values as approved by the sanctioning authority in the sanction note. The penal charges will apply from the day after the date of ABS and shall continue till the breach is cured. The details are as under:

Parameter	Benchmark for and testing	Penalty for adverse deviation in ratios
DSCR	As per Bank's extant guidelines on benchmark ratios or as decided by sanctioning authority	<ul style="list-style-type: none"> <li>• Upto 10% - NIL</li> </ul>
Interest Coverage ratio		
Asset Coverage ratio		

Debt Equity ratio		<ul style="list-style-type: none"> <li>• More than 10% - 0.50% p.a.</li> </ul>
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Further, it may be specifically indicated that the breach of financial covenant may be considered by lenders as an Event of Default.

C15. Each of the following events will attract penal charges as applicable, at rates circulated from time to time, except specifically permitted by the competent authority:

- a. Default in repayment of loans.
- b. Irregularities in cash credit/ Overdraft accounts.
- c. Non-payment of demand bills on presentation and non-acceptance/non-payment of usance bills on due dates.
- d. Overdue bills either not debited in case of ODD or where Drawing Power is not reduced in case of Advance against Bills for Collection bills (ABC bills).
- e. non-submission of stock statements.
- f. non-submission of documents for review/renewal
- g. Excess borrowings arising out of excess current assets.
- h. non-submission of information under the Quarterly Monitoring System (QMS) as per the terms & condition of sanction
- i. Non creation/ perfection of Security as per terms and conditions of sanction.
- j. Non-Compliance of Terms & Conditions of sanction (other than specified above): and
- k. Non submission of external rating by eligible borrowers

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see “Risk Factors – Risk Factor 23 - In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness” on page 249.

For further details pertaining to our indebtedness, see “*Restated Financial Information*” on page 174

## SECTION VII- LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal or civil proceedings (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five (5) Financial Years, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Group Companies, Promoters and Directors (the “**Relevant Parties**”).

For the purpose of point (V) above, our Board has considered and pass the Resolution for identification of material litigation involving the Relevant Parties in its meeting held on November 09, 2024 and has considered for identification of material litigation involving the Relevant Parties.

In terms of the Materiality, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters since incorporation including outstanding action, and tax matters, would be considered ‘material’ if:

- a. *if the aggregate amount involved in such individual litigation, to the extent quantifiable, exceeds 5% of the Profit after tax of our Company for the last audited financial statement.*
- b. *where the monetary impact is not quantifiable or the amount involved may not exceed the materiality threshold set out under (i) above, but where an adverse outcome in any litigation would materially and adversely affect our Company’s business, prospects, operations, financial position or reputation, irrespective of the amount involved in such litigation.*

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on November 09, 2024, determined that outstanding dues to creditors in excess of 5% of our trade payables for the last audited financial statement. Details of Material Dues to creditors as required under the SEBI ICDR Regulations have been disclosed on our website at [www.crazysnacks.com](http://www.crazysnacks.com)

Unless otherwise stated to the contrary, the information provided is as of the date of this 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 [www.crazy.org.in](http://www.crazy.org.in) It is clarified that for the purposes of the above, pre-litigations notices received by our Company, Subsidiaries, Group Company, Promoters, and Directors shall, unless otherwise decided by the Board, not be considered as material litigations until such time that litigations proceedings are initiated before any judicial forum.

### I. LITIGATIONS INVOLVING OUR COMPANY

#### A. Litigation filed against our Company – 16

- o Criminal proceedings: 2
  1. An F.I.R dated August 25, 2024 bearing no.0448 under Section 173 of the Bharatiya Nagarik Suraksha Sanhita, 2023 has been instituted at Gorakhnath Police Station, Gorakhpur, Uttar Pradesh by Mr. Ramkaran (“**Complainant**”) against the driver Mr. Hajrat Ali (“**Accused**”) engaged with the Company under Section 281, 125(a), 125(b) and 324(4) of the Bharatiya Nagarik Suraksha Sanhita, 2023. In the said complaint, the Complainant has stated that his son Mr. Chandan was on his way to medical college when the vehicle bearing no. UP 53 BT 3608, belonging to the Company hit Mr. Chandan’s vehicle from the wrong side of the road causing injuries to him as a result of which Mr. Chandan was admitted to the hospital for treatment. The Complainant has requested to the police station to act in terms of Bharatiya Nagarik Suraksha Sanhita, 2023 and take appropriate action.
  2. An F.I.R dated October 13, 2024 bearing no.0592 under Section 173 of the Bharatiya Nagarik Suraksha Sanhita



has been instituted at Khorabar Police Station, Gorakhpur, Uttar Pradesh by Mr. Bhagwat Nishad (“**Complainant**”) against the driver Mr. Omkar Bimal (“**Accused**”) engaged with the Company under Section 281, 125(a) and 125(b) of the Bharatiya Nagarik Suraksha Sanhita, 2023. In the complaint, Mr. Bhagwat Nishad has stated that his son Mr. Hrithik Roshan\* was commuting on the motorcycle with his friend when the vehicle bearing no.UP 53 FT 4841 belonging to the Company hit Mr. Hrithik Roshan’s vehicle from the wrong side of the road causing serious injuries to him as a result of which Mr. Hrithik Roshan was admitted to the hospital for medical treatment. The complainant has requested to the police station to act in terms of Bharatiya Nagarik Suraksha Sanhita and take appropriate action.

*\*This name does not resemble and relates to the Actor Mr. Hrithik Roshan.*

- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: 10

1. State vs Yugul Kishor Singh and Others, Crazy Snacks Private Limited- **Case No. D-202117650000623.**

A complaint under Section 23(1), 27/26/23c(2)(ii), 52 of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Sant Kabir Nagar, Uttar Pradesh, pertaining to sample No. SKN 2020-21/35 Mini Bun Crazy Brand (Original Sealed Packed Bakery Product of the manufacturer). Through the summons, the Company was directed to appear before the Court on November 20, 2021 at 10.00 a.m. and further therein it was stated that in the event the Company failed to appear on the said date and present its case, it will be presumed that the Company has accepted the allegations made by the Food Safety Officer and that the Company would be treated as ex-parte and penal action will be taken against the Company. The Company has appeared before the said Officer and has submitted its representation by objecting to the said Complaint.

Stage of the case: For Evidence

Next date of hearing: December 31, 2024.

2. State vs M/s. Crazy Snacks Private Limited and Others.

A complaint under Section 26(2)(ii), 51 and 52 of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Maharajganj, Uttar Pradesh. A designated food safety officer had stopped and inspected the vehicle containing Crazy Bread at Nautanwa Road, Thuthibari on March 18, 2018. During the inspection, about 5 cardboard of cream rolls were found kept along with other food items in the car which were meant for sale. The Food Safety Officer was suspicion of cream rolls being adulterated at the time of inspection, thus making an intention of taking the sample. The Food Safety Officer bought four packets of cream rolls were from the salesman for food analyst testing. The packet of the cream rolls was labeled and wrapped in stale paper and sealed the four parts as per rules. A portion of the sealed sample was sent to Food Analyst, U.P. Agra for testing. The Food Safety Officer has issued an opinion that the label of the sample manufacturer has not declared nutritional information and best before date in prescribed manner which is violation of regulation 2.2.2(3), 2.2.2(10) of FSS-2006 (Packaging & labelling) Regulation 2011, and butyro-refractometer reading of extracted fat of cream exceeds the maximum prescribed limit off 44.0 for cream, hence sample is misbranded and substandard respectively. The sample description violates Section-26(2)(ii) of FSS Act-2006 on the grounds of false impression and sub-standard cream rolls for human use, which is an offence punishable with fine under Section-52, 51 of the Food Safety and Standards Act, 2006. The Company has appeared before the said Officer and has submitted its representation by objecting to the said Complaint.

Stage of the case: For final arguments

Next date of hearing: December 30, 2024.

3. State vs Rajneesh Kumar Singh and Others.- **Case No.D-202005310000605/770.**

A complaint under Section 26(1), 26(2)(ii) & 27(1)27(3)(c)/ 52(1) Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Gorakhpur, Uttar Pradesh. A designated food safety officer along with his team had raided the Future Retail Ltd. store at Gorakhpur for the purpose of carrying out inspection of certain food related items and amongst them the sandwich bread produced by the Company. The Food Safety Officer has issued an opinion that the label/packet of the sandwich breach did not contain green food symbol of vegetarian, batch number, packing date in prescribed manner which is violation of regulation 2.2.2(4, 8, 9) of FSS-2006 (Packaging And Labelling) Regulation, 2011. On being summoned to appear before the said Adjudicating Officer, the Company has appeared by submitting its representation by objecting to the allegations made in the said Complaint.

Stage of the case: Reserved for orders.

Next date of hearing: December 30, 2024.

4. State Government vs. Vinay Nigam and Others, Crazy Snacks Private Limited- **Case No.D-202305310001340.**

A complaint under Section 3(1)(ZX), 3(1)(ZF)(1), 23(1), 26(2)(II)(V), 31(2), 51, 52(1) and 58 of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Gorakhpur, Uttar Pradesh. A designated food safety officer was carrying out inspection of Bread, Mini Bun, Chaska Old produced by the Company kept in carts and displayed for sale on the vehicle at Gorakhpur. The Food Safety Officer has issued an opinion that ash insoluble in dilute HCl percentage value of the sample exceeds the minimum prescribed limit of 0.1% for bread (mini bun), hence the sample was declared sub-standard and on the label of sample, the manufacturer had not declared the batch number and date marking Packing date and Best before which is contravention of the regulation number 5.9 and 5.10 of FSS (Labelling And Display) Regulation 2020, hence the sample was declared as misbranded. On being summoned to appear before the said Adjudicating Officer, the Company has appeared by submitting its representation by objecting to the allegations made in the said Complaint.

Stage of the case: For final arguments

Next date of hearing: December 28, 2024

5. State Government vs. Rajesh Kumarsingha and Others.- **Case No.D-202005310000740/20.**

A complaint under Section 26(2)(II)/27(1), 52(II) of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Gorakhpur, Uttar Pradesh. A designated food safety officer was carrying out inspection at the Company's manufacturing site at Gorakhpur which manufactures bread, rusk, bakery products etc. The Food Safety Officer has issued an opinion that the manufacturer had not declared the net weight on the label/packet which is contravention of 2.2.2.7 of FSSR (Packing and Labelling) Regulation, 2011. On being summoned to appear before the said Adjudicating Officer, the Company has appeared by submitting its representation by objecting to the allegations made in the said Complaint.

Stage of the case: For final arguments

Next date of hearing: December 28, 2024.

6. State of Uttar Pradesh vs. Prabhakar Gupta and Others.- **Case No.1451/2021.**

A complaint under Section 26 of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Mau, Uttar Pradesh. A said Court has issued a notice/summons upon the Company as the quality of the bun manufactured by the Company was under inspection of its quality as the designated food officer had given the opinion that the bun manufactured did not comply with the provisions of Food Safety and Standards Act, 2006. The Company has appeared before the said Officer and has submitted its representation by objecting to the said Complaint.

Stage of the case: Reserved for orders

Next date of hearing: No date is allotted as the order copy is awaited.

Before the Hon'ble Chief Judicial Magistrate, Siddharthnagar, Uttar Pradesh.

7. A complaint under the provisions of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Siddharthnagar, Uttar Pradesh. The label/packet in which the Company sold the bread manufactured by it contained dual maximum retail price which is in violation of the Legal Metrology (Packaged Commodities) Rules, 2011, Rule 18, 21 sub-rule 2A. The Company has appeared before the said Officer and has submitted its representation by objecting to the said Complaint.

Stage of the case: For hearing

Next date of hearing: December 31, 2024.

8. State vs. Rakesh Pathak and Crazy Snacks Private Limited.

A complaint under the provisions of the Food Safety and Standards Act, 2006, before the Office of Food Safety and Drug Administration at Kushinagar, Uttar Pradesh. The Food Safety Officer has issued a notice/summons upon the Company as the quality of the burger bun manufactured by the Company did not satisfy the test results as stipulated under the provisions of Food Safety and Standards Act, 2006. The Company has appeared before the said Officer and has submitted its representation by objecting to the said Complaint.

Stage of the case: Reserved for orders.

Next date of hearing: December 29, 2024

9. Government and Other vs. Kaushal Kishore Jaiswal- **Case No.D20190531000 FSSA 2006.**

A complaint under 3(I)(zf)(C)(I), 23(I), 26(I), 26(2)(v), 27(I), 31(2), 52(I) and 58 of the Food Safety and Standards Act, 2006, before the Court Adjudicating Officer at Gorakhpur, Uttar Pradesh. A said Court has issued

a notice/summons upon the Company as the quality of the Crazy Brand Special Rusk manufactured by the Company was under inspection as the designated food officer had given the opinion that on the label/packet the manufacturer had not declared batch number and packing date which is contravention of 2.2.2(8) und 2.2.2(9) of FSS-2006 (Packing and Labelling) Regulation, 2011. The said Court Adjudicating Officer has issued/summons upon the Company to appear before it.

Stage of the case: Reserved for orders.

Next date of hearing: December 29, 2024.

10. M/s. Prakash Pipes Limited vs. Crazy Snacks Private Limited- **F.No. 541/2024.**

An entity M/s. Prakash Pipes Limited has filed a commercial suit against the Company for the recovery of ₹ 3.7 Lakhs along with interest at the rate of 24% per annum with effect from June 30, 2024 as the said entity had supplied certain goods as per the purchase order issued by the Company. As the Company did not pay, the said entity has issued a legal notice through its attorney on May 05, 2024 upon the Company demanding the said amounts. The said entity has filed a commercial suit in the district court at New Delhi against the Company pursuant to which the matter has been referred to mediation before the South West District Legal Services Authority, the authority vested with the jurisdiction to hold and conduct the mediation.

Stage of the case: Mediation

Next date of hearing: The court has directed for statutory mediation which is under process and the authority has not fixed the date of hearing of mediation.

o Tax Proceedings: 4

1. For the Assessment Year 2010-11, the Income Tax Authority has raised a demand of ₹ 10 Lakhs under Section 143(1)(a) of the Income Tax Act, 1961. The date of the demand is June 15, 2011 against which the Company disagrees with the said demand. In response to the denial of the Company, the Assessing Officer has submitted a response that the said demand is outstanding, correct and collectible. The matter is pending for further consideration before the Assessing Officer.

Stage of the case: Filing of Reply

Next date of hearing: December 31, 2024.

2. For the Assessment Year 2019-20, the Income Tax Authority has raised a demand of ₹ 1.7 Lakhs under Section 143(1)(a) of the Income Tax Act, 1961. The date of the demand is April 30, 2020 against which the Company disagrees with the said demand. In response to the denial of the Company, the Assessing Officer has submitted a response that the said demand is outstanding, correct and collectible. The matter is pending for further consideration before the Assessing Officer.

Stage of the case: Pending for consideration of rectification.

Next date of hearing: Pending for issuance of date.

3. For the Assessment Year 2022-23, the Company is in receipt of demand notice dated March 26, 2024 under Section 156 of the Income Tax Act, 1961 demanding a sum of ₹ 5 Crores from the Company. It is the case of the Income Tax Authority that as on March 31, 2021 and March 31, 2022, the Company had issued 167497 and 170846 shares respectively at a security premium value of ₹ 2.6 Crores and ₹ 7.6 Crores respectively. It is the case of the Income Tax Authority that for the difference of shares between the two periods being 3349 (170846 less 167497), the security premium value is ₹ 5 Crores for which repeated reminders, notices have been issued to the Company seeking explanation for such a huge difference in the security premium value and as to why such security premium value should not be treated as an income of the Company. The Income Tax Authority has noticed that the Company has only sought time and adjournments and has not provided any response as a result of which the said demand notice came to be issued upon the Company. According to the Assessing Officer has submitted a response that the said demand is outstanding, correct and collectible. Against such an order of demand, the Company has filed an Appeal before the Commissioner of Income Tax (Appeals) which is kept for filing of reply of the other side.

Stage of the case: Filing of Reply and hearing.

Next date of hearing: December 29, 2024.

4. For the Financial Years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2016-17, 2017-18, 2019-2020, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25, the total outstanding demand received by the Company through a demand notice from the Income Tax Officer, Gorakhpur, Uttar Pradesh is ₹ 6,34,720/-. The Company has been demanded the aforesaid to appear before the Income Tax Officer, Gorakhpur, Uttar Pradesh for the purpose of this matter.

**B. Litigation filed by our Company – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil
- o Tax proceedings- Nil

## **II. LITIGATIONS INVOLVING OUR PROMOTERS**

### **A. Litigation filed against our Promoters – 2**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil
- o Tax proceedings- 2

1. For the Assessment Year 2015-16, Ms. Upma Agarwal is in receipt of demand notice dated March 28, 2022, under Section 156 of the Income Tax Act, 1961 for a sum of ₹ 32 Lakhs. It is the case of the Income Tax Authority that the return of income filed by Ms. Upma Agarwal for the assessment year under reference mentioned the income of ₹ 28 Lakhs, whereas, upon reassessment carried out under Section 147 of the Income Tax Act, 1961, it has come to the notice that Ms. Upma Agarwal has traded in the shares of a penny stock namely Sunstar Reality Development Limited for ₹ 31 Lakhs, thus receiving artificially inflated long term capital gain and claiming an exemption under Section 10(38) of the Income Tax Act, 1961. The Income Tax Authority has reasons to believe that long term capital gain received from the sale of the said penny stock is not genuine as the unaccounted income of Ms. Upma Agarwal has been routed in her books of accounts in order to avoid the assessment of income to the tune of ₹ 31 Lakhs. The Income Tax Authority has made an addition of (i) ₹31 Lakhs under Section 68 of the Income Tax Act, 1961, (ii) ₹ 10 Lakhs towards unexplained cash deposited in the bank account under Section 69 of the Income Tax Act, 1961, (ii) ₹0.61 Lakhs under Section 69C of the Income Tax Act, 1961. The Income Tax Authority has also initiated penalty proceedings under Section 271(1)(c) of the Income Tax Act, 1961 for an amount of ₹13 Lakhs. Ms. Upma Agarwal has challenged the order dated March 28, 2022 before the Commissioner of Income-Tax (Appeals) and is pending further consideration.

Stage of the case: For further consideration of Appeal.

Next date of hearing: Date of hearing yet to be communicated to the Company.

2. For the Assessment Year 2015-16, Mr. Navin Agarwal is in receipt of demand notice dated March 26, 2022, under Section 156 of the Income Tax Act, 1961 for a sum of ₹ 19 Lakhs. It is the case of the Income Tax Authority that the return of income filed by Mr. Navin Agarwal for the assessment year under reference mentioned the income of ₹ 26 Lakhs, whereas, upon reassessment carried out under Section 147 of the Income Tax Act, 1961, it has come to the notice that Mr. Navin Agarwal has traded in the shares of a penny stock namely Sunstar Reality Development Limited for ₹ 31 Lakhs, thus receiving artificially inflated long term capital gain and claiming an exemption under Section 10(38) of the Income Tax Act, 1961. The Income Tax Authority has reasons to believe that long term capital gain received from the sale of the said penny stock is not genuine as the unaccounted income of Mr. Navin Agarwal has been routed in her books of accounts in order to avoid the assessment of income to the tune of ₹ 31 Lakhs. The Income Tax Authority has made an addition of ₹31 Lakhs under Section 68 of the Income Tax Act, 1961. The Income Tax Authority has also initiated penalty proceedings under Section 271(1)(c) of the Income Tax Act, 1961 for an amount of ₹10 Lakhs. Mr. Navin Agarwal has challenged the order dated March 26, 2022 before the Commissioner of Income-Tax (Appeals) and is pending further consideration.

Stage of the case: For further consideration of Appeal.

Next date of hearing: December 31, 2024

### **B. Litigation filed by our Promoter – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil

- Tax proceedings- Nil

### **III. Litigations involving Director(s) of our Company**

#### ***A. Litigation filed against our directors – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax Proceedings: Nil

#### ***B. Litigation filed by our directors – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax Proceedings: Nil

### **IV. Litigations involving Group Companies of our Company.**

#### ***A. Litigation filed against our Group Companies – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax Proceedings: Nil

#### ***B. Litigation filed by our Group Companies – Nil***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: Nil
- Tax proceedings- Nil

### **V. Litigations involving Subsidiary Company of our Company.**

#### ***A. Litigation filed against our Subsidiary Company – 3***

- Criminal proceedings: Nil
- Outstanding actions by regulatory and statutory authorities: Nil
- Civil Proceedings: 2

##### **1. M/s. Prakash Pipes Limited vs. M/s. Crazy Fun Food Private Limited- *F.No. 547/2024***

An entity M/s. Prakash Pipes Limited has filed a commercial suit against Crazyfun Food Private Limited for the recovery of ₹ 3.5 Lakhs along with interest at the rate of 24% per annum with effect from June 30, 2024 as the said entity had supplied certain goods as per the purchase order issued by Crazyfun Food Private Limited. As Crazyfun Food Private Limited did not pay, the said entity has issued a legal notice through its attorney on May

05, 2024 upon Crazyfun Food Private Limited demanding the said amounts. The said entity has filed a commercial suit in the district court at New Delhi against Crazyfun Food Private Limited pursuant to which the matter has been referred to mediation before the South West District Legal Services Authority, the authority vested with the jurisdiction to hold and conduct the mediation.

Stage of the case: Mediation

Next date of hearing: The court has directed for statutory mediation which is under process and the authority has not fixed the date of hearing of mediation

**2. M/s. Prakash Pipes Limited vs. Crazy Bakery Udyog Private Limited- F.No. 541/2024**

An entity M/s. Prakash Pipes Limited has filed a commercial suit against Crazy Bakery Udyog Private Limited for the recovery of ₹ 14.65 Lakhs along with interest at the rate of 24% per annum with effect from June 30, 2024 as the said entity had supplied certain goods as per the purchase order issued by Crazy Bakery Udyog Private Limited. As Crazy Bakery Udyog Private Limited did not pay, the said entity has issued a legal notice through its attorney on May 05, 2024 upon Crazy Bakery Udyog Private Limited demanding the said amounts. The said entity has filed a commercial suit in the district court at New Delhi against Crazy Bakery Udyog Private Limited pursuant to which the matter has been referred to mediation before the South West District Legal Services Authority, the authority vested with the jurisdiction to hold and conduct the mediation.

Stage of the case: Mediation.

Next date of hearing: The court has directed for statutory mediation which is under process and the authority has not fixed the date of hearing of mediation.

o Tax Proceedings: 1

1. For the Assessment Year 2023-24 Crazyfun Foods Private Limited is in receipt of an order dated April 08, 2024, under Section 154 of the Income Tax Act, 1961 for a sum of ₹ 0.55 Lakhs. In this case, a return filed by the Crazyfun Foods Private Limited was processed under Section 143(1) of the Income Tax Act, 1961 whereupon on verification carried out by the Income Tax Authority, a mistake in the form of correction of pre-paid taxes was noticed and as such the rectification order dated April 08, 2024 has been passed wherein an amount of ₹ ₹ 0.55 Lakhs has been demanded. Upon receipt of the said order, Crazyfun Foods Private Limited has submitted the rectification request with supporting documents and explanation to consider its plea which shall be dealt with appropriately by the authority in terms of law.

Stage of the case: Pending for consideration of rectification.

Next date of hearing: Pending for issuance of date.

**B. Litigation filed by our Subsidiary Company – Nil**

- o Criminal proceedings: Nil
- o Outstanding actions by regulatory and statutory authorities: Nil
- o Civil Proceedings: Nil
- o Tax proceedings- Nil

Nature of case	Number of cases	Amount involved (in ₹ Lakhs)*^
<b>Company</b>		
Direct tax	4	541.04
Indirect tax	--	--
Criminal	2	#
<b>Promoters</b>		
Direct tax	2	64.00
Indirect tax	--	--
Criminal	--	--
<b>Directors</b>		
Direct tax	--	--
Indirect tax	--	--
Criminal	--	--
<b>Subsidiary</b>		
Direct tax	1	0.55
Indirect tax	--	--

\*To the extent quantifiable

*^As certified by the Statutory Auditor by way of its certificate dated December 20, 2024*

*#Not quantifiable due to the nature of the case.*

### **Outstanding dues to Small Scale Undertakings or any other Creditors**

In terms of our Materiality Policy adopted by the Board vide Resolution dated November 09, 2024 the Board deems all creditors above 5% of the trade payables as per the last audited financial statements as material creditors. As of March 30, 2024 our Company owes the following amounts to small scale undertakings, other creditors and material creditors.

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Creditors</b>	<b>₹ in Lakhs</b>
1.	<b>Material Creditors</b>	-	-
	Micro and Small Enterprises	-	-
	Other Creditors	-	-
2.	<b>Other than Material Creditors</b>	232	449.00
	<b>Total</b>	232	449.00

*\*The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). For complete details about outstanding dues to creditors of our Company, please see website of our Company [www.crazy.org.in](http://www.crazy.org.in)*

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website: [www.crazy.org.in](http://www.crazy.org.in) would be doing so at their own risk.

### **WILFUL DEFAULTER OR FRAUDULENT BORROWERS**

Our Promoters and Directors have not been identified as a willful defaulter or fraudulent borrowers in terms of the SEBI ICDR Regulations as on the date of this Draft Red Herring Prospectus.

### **Material Developments**

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Material Developments Subsequent to the last financial year*” on page 241 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next

## GOVERNMENT AND OTHER KEY APPROVALS

*In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively “Approvals”) from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its existing business activities. For further details in connection with the regulatory and legal framework within which we operate, please refer “Key Industry Regulations and Policies” on page 114 of this Draft Red Herring Prospectus.*

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business.

### (A) Approvals for the Offer

#### Corporate Approvals

1. The Board of Directors has, pursuant to a resolution passed at its meeting held on November 09, 2024 authorised the Offer subject to the approval of the shareholders of the Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to a resolution dated November 11, 2024 passed in the EGM under Section 62(1)(c) of the Companies Act, 2013 authorised the Offer.

#### In-principle approval from the Stock Exchange

1. The Company has obtained in-principle listing approval from the BSE Limited dated [●].

#### Agreements with CDSL and NSDL

1. The Company has entered into an agreement dated October 18, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited, for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated September 25, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0RBX01014.

### (B) Registration under the Companies Act, 2013:

Sr. No.	Authority Granting Approval	Approval / Registration No.	Applicable Laws	Nature of Approvals	Date of Issue	Validity
1.	Registrar of Companies, at Kanpur, Uttar Pradesh	20-19164 of 1995	Companies Act, 1956	Certificate of Incorporation	December 13, 1995	Valid, till Cancelled
2.	Registrar of Companies, at Kanpur, Uttar Pradesh	U51224UP1995 PLC019164	Companies Act, 2013	Certificate of Incorporation	July 10, 2024	Valid, till Cancelled

### (C) Registration under various Acts/Rules relating to Income Tax and Goods and Service Tax:



Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AADCC2371G	January 12, 2008	Valid, till Cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department, Government of India	ALDC00719F	September 02, 2024	Valid, till Cancelled
3.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017*	Centre Goods and Services Tax Act, 2017	Government of India	09AADCC2371G1ZT	July 28, 2018	Valid, till cancelled

**(D) Registration and Approvals under Statutory and Regulatory Act(s):**

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
1.	Registration Certificate under U.P. Dookan Aur Vanijya Adhishthan Adhiniyam, 1962 (Shop and Commercial Establishment Act)	U.P. Dookan Aur Vanijya Adhishthan Adhiniyam, 1962	Chief Inspector of Shops and Commercial Establishment, Uttar Pradesh	UPSA59015317	August 29, 2024	Valid till cancelled
2.	Registration under Employee's Provident Funds and Miscellaneous Provisions Act, 1952*	Employee's Provident Funds and Miscellaneous Provisions Act, 1952	Employees Provident Fund Organisation, Ministry of Labour and Employment, Government of India	UPGKP0026301000	February 11, 2015	Valid till cancelled
3.	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)*	Employees State Insurance (under Employees State Insurance Act, 1948)	Employees State Insurance Corporation	3000013645000001	October 31, 2010	Valid till cancelled
4.	UDYAM Registration Certificate	The Micro, Small and Medium Enterprise	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-UP-32-0002459	January 03, 2021	Valid till cancelled

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
		s Development Act, 2005				
5.	Certificate of Importer-Exporter Code*	Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce and Industry, Joint Directorate General of Foreign Trade, Government of India	AADCC2371G	September 05, 2019	Valid till cancelled
6.	Registration and License to work a factory under the Factories Act, 1948*	Factories Act, 1948 and Uttar Pradesh Factories Rules, 1950	Director of Factories, Labour Department, Uttar Pradesh	UPFA59000087	January 01, 2021	December 31, 2025
7.	Consent under Section 25/26 of the Water (Prevention and Control of Pollution) Act, 1974*	Water (Prevention and Control of Pollution) Act, 1974	Uttar Pradesh Pollution Control Board	119970/UPPCB/Gorakhpur(UPPCBRO)/CTO/water/GORAKHPUR/2021	January 31, 2021	December 31, 2025
8.	Consent under Section 21/22 the Air (Prevention and Control of Pollution) Act, 1981*	Air (Prevention and Control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	119968/UPPCB/Gorakhpur(UPPCBRO)/CTO/air/GORAKHPUR/2021	January 31, 2021	December 31, 2025
9.	Certificate issued by Legal Entity Identifier India Limited*	Payment and Settlement System Act, 2007	Legal Entity Identifier India Limited	335800QYYKJ946 GTTE48	September 14, 2024	September 23, 2025
10.	Certificate of Registration of ISO 22000:2018*	The Bureau of Indian Standards Act, 2016	QVA Certification, Maryland Avenue, SW Washington, D.C.	QVA-CLHV-23-1418190	January 14, 2023	January 13, 2026
11.	License under Food Safety and Standards Authority Act, 2006*	Food Safety and Standards Authority Act, 2006	Food Safety and Standards Authority of India, Government of India	10012051000073	March 15, 2024	April 16, 2029
12.	Certificate from State Fire Department under Uttar Pradesh Fire Prevention and Fire Safety Act/Rules, 2005*	Uttar Pradesh Fire Prevention and Fire Safety Act/Rules, 2005	Chief Fire Officer, Gorakhpur, Uttar Pradesh	UPFS/2023/90607/GKP/GORAKHPUR/1095/DD	July 28, 2023	July 27, 2026

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
13.	Certificate of Registration under Legal Metrology (Packed Commodities), Rules, 2011*	Legal Metrology (Packed Commodities), Rules, 2011	Director (Legal Metrology), Department of Consumer Affairs, Weights and Measures Unit	006377	April 30, 2024	May 03, 2025
14.	License to import and store petroleum in an installation*	Petroleum Act, 1934 and Petroleum Rules, 2002	Deputy Controller of Explosives, and Petroleum Safety Organisation, Ministry of Commerce and Industry.	P/CC/UP/15/1927(P 128357)	November 15, 2007	December 31, 2027

\*Our Company is yet to make applications to respective authorities for updating each of the aforesaid certificates to reflect its current name pursuant to conversion into a public limited company.

**(E) Material Approvals for which applications have been made**


Application for Registrations under the Contract Labour (Regulation & Abolition) Act, 1970.


**(F) Material Approvals not yet applied**

Nil

**(G) INTELLECTUAL PROPERTY RELATED APPROVALS**




The Company holds following Trademark as on date of this Draft Red Herring Prospectus:

Sr. No.	Trademark	Class Registration No.	Application No./Trademark No.	Date of Application	Valid Upto
1.	BEACRAZY	30	3686382	November 24, 2017	November 24, 2027
2.		29	4280276	August 30, 2019	August 30, 2029
3.	BEACRAZYWHATABITE	30	4671498	September 24, 2020	September 24, 2030
4.	BEACRAZY	35	5122540	September 08, 2021	September 08, 2031
5.	CRAZY	35	5122541	September 08, 2021	September 08, 2031
6.	BITYMAJICALCAKES	30	5122542	September 08, 2021	September 08, 2031
7.	CRAZYDOUBLEDIP	30	5122543	September 08, 2021	September 08, 2031

8.		30	5122544	September 08, 2021	September 08, 2031
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**Pending Intellectual property related approvals Application:**

Sr. No.	Trademark	Class Registration No.	Application No./Trademark No.	Date of Application	Status of Application
1.		30	3577764	June 23, 2017	Opposed
2.		30	3577765	June 23, 2017	Opposed
3.	<b>BAKED GOLD</b>	30	3686380	November 24, 2017	Opposed
4.	<b>BITY</b>	30	4169952	May 07, 2019	Opposed
5.		30	4280275	August 30, 2019	Opposed
6.		30	4499904	May 12, 2020	Opposed
7.		29	4625257	August 26, 2020	Opposed

8.		30	4625258	August 26, 2020	Accepted and advertised
9.		30	5155090	September 30, 2021	Objected
10.		30	5155091	September 30, 2021	Objected

**(H) MATERIAL APPROVAL TO MATERIAL SUBSIDIARIES**

**a. CRAZYFUN FOODS PRIVATE LIMITED**

Sr. No	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
1.	Certificate of Incorporation under the Companies Act, 2013	Companies Act, 2013	Registrar of Companies, Uttar Pradesh	U15122UP2014PTC067836	December 26, 2014	Valid, till cancelled
2.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAFCC8815P	January 12, 2015	Valid, till Cancelled
3.	Registration of Udyog Aadhar under Micro, Small and Medium Enterprises Development Act, 2006	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises, Government of India	UP32B0001175	March 29, 2017	Valid till cancelled
4.	Certificate of Registration and Allotment of TIN under UPVAT Rules, 2008	Uttar Pradesh Value Added Tax Act, 2007	Department of Commercial Taxes, Government of Uttar Pradesh.	092186240395	January 01, 2015	Valid till cancelled
5.	GST Registration Certificate under	Central Goods and Services Tax,	Government of India	09AAFCC8815P1ZZ	July 18, 2018	Valid, till cancelled

the provisions of Central Goods and Services Tax, 2017	2017				
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**b. CRAZY BAKERY UDYOG PRIVATE LIMITED**

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
1.	Certificate of Incorporation under the Companies Act, 2013	Companies Act, 2013	Central Registration Centre, Ministry of Corporate Affairs, Government of India.	U15100UP2022PTC163386	April 29, 2022	Valid, till cancelled
2.	Certificate of Registration of ISO 22000:2018	The Bureau of Indian Standards Act, 2016	QVA Certification, Maryland Avenue, SW Washington, D.C.	QVA-CLHV-23-1418189	January 14, 2023	January 13, 2026
3.	Registration and License to work a factory under the Factories Act, 1948	Factories Act, 1948	Director of Factories, Labour Department, Uttar Pradesh	UPFA59002716	May 02, 2024	June 29, 2025
4.	UDYAM Registration Certificate	The Micro, Small and Medium Enterprises Development Act, 2005	Ministry of Micro, Small and Medium Enterprises, Government of India	UDYAM-UP-32-0020027	August 27, 2022	Valid till cancelled
5.	Consent under Section 25/26 of the Water (Prevention and Control of Pollution) Act, 1974	Water (Prevention and Control of Pollution) Act, 1974	Uttar Pradesh Pollution Control Board	119967/UPPCB/Gorakhpur(UPPCBRO)/CTO/water/GORAKHPUR/2021	January 31, 2021	December 31, 2025
6.	Consent under Section 21/22 the Air (Prevention and Control of Pollution) Act, 1981	Air (Prevention and Control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	119965/UPPCB/Gorakhpur(UPPCBRO)/CTO/air/GORAKHPUR/2021	January 31, 2021	December 31, 2025
7.	Registration under Employee's Provident Funds and Miscellaneous	Employee's Provident Funds and Miscellaneous	Employees Provident Fund Organisation, Ministry of Labour and Employment,	UPGKP2646345000	April 29, 2022	Valid till cancelled

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Validity
	Provisions Act, 1952	Provisions Act, 1952	Government of India			
8.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department, Government of India	AAKCC2791H	April 29, 2022	Valid, till Cancelled
9.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department, Government of India	ALDC01744B	April 29, 2022	Valid, till Cancelled
10.	GST Registration Certificate under the provisions of Central Goods and Services Tax, 2017	Central Goods and Services Tax, 2017	Government of India	09AAKCC2791H1Z C	July 22, 2022	Valid, till cancelled
11.	License under Food Safety and Standards Authority Act, 2006	Food Safety and Standards Authority Act, 2006	Food Safety and Standards Authority of India, Government of India	10020051003357	October 03, 2022	January 20, 2025
12.	Certificate from State Fire Department under Uttar Pradesh Fire Prevention and Fire Safety Act/Rules, 2005	Uttar Pradesh Fire Prevention and Fire Safety Act/Rules, 2005	Chief Fire Officer, Gorakhpur, Uttar Pradesh	UPFS/2023/90562/GKP/GORAKHPU R/1094/DD	July 28, 2023	July 27, 2026
13.	Certificate issued by Legal Entity Identifier India Limited	Payment and Settlement System Act, 2007	Legal Entity Identifier India Limited	335800ANHRX7T9 1LAX46	September 26, 2024	September 26, 2025
14.	Authorization/ No-Objection Certificate for Sinking of New/ Existing Well for Industrial/Commercial/ Infrastructural or Bulk User of Ground Water	Uttar Pradesh Ground Water Management and Regulation Act, 2019	Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh	202407000392	September 13, 2024	September 12, 2029

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### Corporate Approvals

The Offer has been authorized by our Board of Directors pursuant to the resolution passed at its meeting dated November 09, 2024 and the Offer has been authorised by our Shareholders pursuant to a special resolution passed at their EGM dated November 11, 2024 authorised the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

The Offer for sale has been authorised by the Promoter Selling Shareholder as follows:

Sr. No.	Name of Promoter Selling Shareholder	Maximum number of Offered Shares	Date of Promoter Selling Shareholders' Consent Letter	% of the pre-offer paid-up Equity Share capital
1.	Navin Kumar Agarwal	Up to 13,98,000	November 09, 2024	70.33

This DRHP has been approved by our Board for filing with the Stock Exchange pursuant to the resolution passed at its meeting held on December 30, 2024. For further details, see “*The Offer*” on page 54.

#### In-principle Listing Approval

We have received in principle approval from BSE vide their letter dated [●] to use the name of BSE in the Draft Red Herring Prospectus for listing of our Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange for the purpose of this Offer.

#### Prohibition by SEBI or other Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors, Promoter Selling Shareholder or persons in control of the Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court on the date of this Draft Red Herring Prospectus.

#### Prohibition By RBI

Neither our Company, Promoter Selling Shareholder nor our Promoters or Directors have been identified as a wilful defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

#### Compliance under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters and members of the Promoter Group, Directors, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus. Further, in view of the General Circular No. 07/2018 dated September 06, 2018, and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), our Company, Promoter Selling shareholder our Promoters and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

#### Directors associated with the Securities Market

None of our Directors are, in any manner, associated with securities market. Further there has been no outstanding actions initiated by the SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus except as stated under the chapters titled “*Risk factors*”, “*Our Promoters and Promoter Group*” and “*Outstanding Litigations and Material Developments*” beginning on page 31, 165, and 253 respectively, of this Draft Red Herring Prospectus.



## Eligibility for the Offer

Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Offer as:

- Neither our Company, nor any of its Promoters, Selling Shareholder, Promoter Group or Directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any Directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, relatives (as defined under the Companies Act, 2013) of our Promoters nor our Directors, are Wilful Defaulters or a fraudulent borrower.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post Offer face value paid-up capital shall be upto ₹ [●] lakhs can offer Equity Shares to the public and propose to list the same on the SME Platform of BSE Limited.

### We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Offer will be 100% underwritten and that the Book Running Lead Manager to the Offer shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to section titled “*General Information – Underwriting*” beginning on page 68 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 Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the 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 Red Herring Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered 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 BSE. For further details of the arrangement of market making please refer to section titled “*General Information- Details of the Market Making Arrangements for this Offer*” beginning on page 69 of this Red Herring Prospectus.
5. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board.
6. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board.
7. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
8. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.
9. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to BSE (SME Platform of the BSE) is the Designated Stock Exchange.
10. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
11. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
12. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

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, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

- Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated September 25, 2023,

and Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated October 18, 2023 for establishing connectivity.

- Our Company has a website i.e. [www.crazy.org.in](http://www.crazy.org.in)
- The Equity Shares of our Company held by our Promoters are in dematerialised form; and
- All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
- There has been no change in the promoter of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE:

- 1) Our Company was originally incorporated as “Crazy Snacks Private Limited” on December 13, 1995, as a private limited company under the provisions of the Companies Act, 1956, pursuant to Certificate of Incorporation issued by Registrar of Companies, Kanpur. Our Company was converted into a public limited company pursuant to shareholders resolution passed at the extra-ordinary general meeting of our Company held on April 19, 2024, and the name of our Company was changed to “Crazy Snacks Limited”, and a Fresh Certificate of Incorporation dated July 10, 2024, was issued by the Registrar of Companies, CPC, hence is in existence for a minimum period of 3 years on the date of filing this Draft Red Herring Prospectus with BSE.
- 2) The present paid-up capital of our Company is ₹ 17,93,88,300 consisting of 1,79,38,830 Equity Shares and we are proposing Offer up to 69,98,000 equity shares of face value of ₹ 10/- each (“Equity Shares”) of the Company for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) (“Offer Price”) aggregating up to ₹ [●] lakhs comprising a fresh issue of up to 56,00,000 equity shares aggregating up to ₹ [●] lakhs by our company (“Fresh Issue”) and an offer for sale of up to 13,98,000 equity shares aggregating up to ₹ [●] lakhs by our Promoter Selling Shareholder. Hence, our Post Offer Paid up Capital be ₹ 23,00,00,000/- consisting of 2,30,00,000 which will be less than ₹ 25 Crore.
- 3) The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.
- 4) As on June 30, 2024, March 31, 2023, March 31, 2022 and March 31, 2021, the Company has net tangible assets of ₹ 3,225.37 Lakhs, ₹ 3,100.45 Lakhs, ₹2,641.17 Lakhs and ₹1,935.51 Lakhs.
- 5) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years out of preceding three financial years and its net-worth as on June 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 is at least Rs. 1 crore.

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Operating Profit (earnings before interest, depreciation and tax)</b>	<b>376.95</b>	<b>1,453.49</b>	<b>1,083.55</b>	<b>297.04</b>
Share capital	1,793.88	170.85	170.85	170.85
Add: Reserves and Surplus	1,446.18	2,941.21	2,459.16	1,778.07
<b>Net Worth</b>	<b>3,240.06</b>	<b>3,112.06</b>	<b>2,630.01</b>	<b>1,948.92</b>

- 6) The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2024 was 1.45 which is less than the limit of 3:1
- 7) The Company confirms that no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- 8) The Company further confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of noncompliance.
- 9) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, companies promoted by the promoters of the Company;
- 10) Our Company has not been referred to NCLT under the Board for Industrial and Financial Reconstruction

(BIFR);

- 11) There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- 12) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
- 13) 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.
- 14) There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment
- 15) The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval
- 16) The Company confirms that there has not been any change in its name in last 1 year.
- 17) Our Company has a website: [www.crazy.org.in](http://www.crazy.org.in)
- 18) The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.

#### **SEBI DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS 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 DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 30, 2024.**

**THE FILING OF THE DRAFT RED HERRING PROSPECTUS 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 DRAFT RED HERRING PROSPECTUS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, KARNATAKA AT BANGALORE, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### **Disclaimer clause of SME Platform of the BSE**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE SME). BSE has given vide its letter Ref.: [●] dated [●], permission to the Offer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Offer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal

purpose of deciding on the matter of granting the aforesaid permission to this Offer. 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 Offer'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 Offer, its promoter, its management or any scheme or project of this Offer. Every person who desires to apply for or otherwise acquire any securities of this Offer 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 from our Company, our Directors, the Selling Shareholder and BRLM**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.amwillhealthcare.com](http://www.amwillhealthcare.com), or the websites of the members of our Promoter Group or the Selling Shareholder would be doing so at his or her own risk.

Each of the Selling Shareholders, severally and not jointly, is providing information in this Draft Red Herring Prospectus only in relation to itself as a Selling Shareholder and its respective portion of the Offered Shares, and each of the Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a Selling Shareholder and its respective portion of the Offered Shares in this Draft Red Herring Prospectus.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Offer Agreement entered between the BRLM (Inventure Merchant Banker Services Private Limited) and our Company and Selling Shareholder of the Company on December 27, 2024 and as will be provided in the Underwriting Agreement dated December 27, 2024 entered into among the Underwriters, the Promoter Selling Shareholder and our Company and the Market Making Agreement dated December 27, 2024 entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company, the Selling Shareholder (to the extent that the information pertains to itself and its respective portion of the Offered Shares) 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 Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, Underwriters and their respective directors, partners, 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.

#### **Disclaimer clause of the Selling Shareholder**

The Selling Shareholder will be severally responsible for the respective statements confirmed or undertaken by it in this Draft Red Herring Prospectus in relation to itself and its respective portion of the offered shares.

#### **Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, 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 Selling Shareholder, 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. The Book Running Lead Manager and its respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholder, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **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 not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Offered hereby in any other jurisdiction to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Ahmedabad and Uttar Pradesh only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and 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 Draft Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer clause under Rule 144A of the U.S. Securities Act, 1993**

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 offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of 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 offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share 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 of Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus with the Board and the Registrar of Companies**

The Draft Red Herring Prospectus 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. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the SME Platform of BSE Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>.

### **Listing**

Application will be made to the "BSE Limited" for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized. The BSE Limited has given its in-principle approval for using its name in the Offer Document vide its letter no. [●] dated [●]. If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within 8 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 8 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 SME Platform of BSE Limited mentioned above are taken within three 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 for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees 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 fifty lakh rupees or with both.

### **Consents**

The written consents of Promoters, Directors, Promoter Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Chief Executive Officer, Statutory Auditor, Bankers to the Company, Legal Advisor to the Offer, the BRLM to the Offer, Registrar to the Offer, Market Maker, Banker to the Offer\*, Syndicate Members\*, Share Escrow Agent\*, and Underwriter\* to act in their respective capacities have been obtained.

*\*To be obtained at the RHP stage*

Above consents will be filed along with a copy of the Red Herring Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC.

Our Company has received the written consent dated December 20, 2024 from M/s. HCO & Co., Chartered Accountants, to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated December 18, 2024 on our Restated Financial Information; and (ii) their report dated December 18, 2024 on the statement of possible special tax benefits available to our Company and our

Shareholders and included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Expert Opinion**

Our Company has received written consent dated December 20, 2024 from M/s. HCO & Co., Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory and Perr review Auditor, and in respect of (i) their examination report dated December 18, 2024 on our Restated Financial Statements; and (ii) their report dated December 18, 2024 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. 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 August 30, 2024 from Abhay Kumar, Independent Chartered Engineer, to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013, in relation to and for the inclusion of the certificate dated December 10, 2024 issued to certify the proposed capacity utilization and the cost involved in setting up of the proposed existing premises. We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, however, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

The above-mentioned consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

### **Previous Public or Rights Issue**

Our Company has not made public issue or rights issue under SEBI ICDR Regulations, in the past. For details of previous issues undertaken by our Company, please refer chapter titled “*Capital Structure*” beginning on page no. 72 of this Draft Red Herring Prospectus.

### **Underwriting Commission, Brokerage and Selling Commission**

We have not made any previous public issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

### **Capital issue during the last three years**

For details of the capital issued of our Company in past three years, please refer chapter titled “*Capital Structure*” beginning on page no. 72 of this Draft Red Herring Prospectus. Our Company does not have any associates, subsidiaries or listed group company, as of the date of this Draft Red Herring Prospectus.

### **Price Information and track record of past issues handled by the Book Running Lead Manager:**

The Book Running Lead Manager has not handled any public issues in the past and this is the first issue managed by the Book Running Lead Manager. Hence details regarding the price information and the track record of the past issues handled by Book Running Lead Manager as specified in circular reference CIR/CIF/DIL/7/2015 dated October 30, 2015 issued by SEBI, is not applicable to [•]

### **Track records of past issues handled by Inventure Merchant Banker Services Private Limited**

For details regarding the track record of the Inventure Merchant Banker Services Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of Inventure Merchant Banker Services Private Limited at [www.inventuremerchantbanker.com](http://www.inventuremerchantbanker.com)

### **Statement on Price Information of Past Issues handled by Inventure Merchant Banker Services Private Limited :**

## **TABLE 1**

Sl No	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark] - 30 <sup>th</sup> Calendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark] - 90 <sup>th</sup> Calendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark] - 180 <sup>th</sup> Calendar Days from the Listing Day
<b>SME Board</b>								
1	Brandbucket Media & Technology Limited	8.25	55	December 31, 2021	55.25	-35.81% (-1.81%)	-64.57% (0.54%)	-73.14% (-8.97%)
2	Silver Pearl Hospitality & Luxury Spaces Limited	9.00	18	June 17, 2022	16.00	-26.05% (4.19%)	-39.87% (16.69%)	-48.03% (22.04%)
3	Maagh Advertising And Marketing Services Limited	9.12	60	October 13, 2022	62.30	-40.21% (7.97%)	-57.11% (5.01%)	-71.31% (3.02%)
4	Innovatus Entertainment Networks Limited	7.74	50	August 4, 2023	57.70	-6% (-0.51%)	-51.61% (-2.50%)	-19.07% (9.18%)
5	Vilin Bio Med Limited	12.00	30	June 30, 2023	30.00	-10.53% (2.23%)	-24.39% (1.22%)	-20.35% (11.31%)
6	Grill Splendour Services Limited	16.47	120	April 23, 2024	121.30	-36.40% (2.28%)	-43.35% (9.17%)	-37.53% (9.86%)
7	Varyaa Creations Limited	20.10	150	April 30, 2024	285.00	-68.96% (-0.80%)	-71.76% (9.23%)	-56.25% (6.60%)
8	Clinitech Laboratory Limited	5.783	96	August 01, 2024	115.00	-25.40% (0.33%)	-32.93% (-2.35%)	NA
9	Paramatrix Technologies Limited	33.84	110	September 04, 2024	115.05	-10.60% (-0.81%)	-16.35% (-1.83%)	NA
10	Excellent Wires And Packaging Limited	12.6	90	September 19, 2024	85	-11.03% (-2.36%)	NA	NA
11	Lamosaic India Limited	61.2	200	November 29, 2024	164	NA	NA	NA
<b>Main Board - Nil</b>								

**Note:-**

1. The BSE Sensex and Nifty are considered as the Benchmark Index based on the exchange where the Company is listed
2. Prices on BSE/NSE are considered for all of the above calculations



3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the nearest trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the nearest trading day has been considered.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. Of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount-30 <sup>th</sup> calendar days from			No. of IPOs trading at premium-30 <sup>th</sup> calendar days from			No. of IPOs trading at discount-180 <sup>th</sup> calendar days from			No. of IPOs trading at premium-180 <sup>th</sup>		
			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%
<b>SME BOARD</b>														
2024-	6	150.00	1	2	2	-	-	-	1	1	-	-	-	-
2023-24	2	19.74	-	-	2	-	-	-	-	-	2	-	-	-
2022-23	2	18.12	-	2	-	-	-	-	1	1	-	-	-	-
2021-22	4	38.24	-	3	1	-	-	-	3	1	-	-	-	-
<b>MAIN BOARD</b>														
Inventure Merchant Banker Services Private Limited has not done any main board issue in last three financial years as well as in the current financial year till the date this Prospectus.														

\* Upto date of this DRHP

#### **Previous Rights and Public Offers**

Except as stated in the section titled “*Capital Structure*” beginning on page 72 of this Draft Red Herring Prospectus, we have not made any previous rights and/or public Issues during last 5 years, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Offer is first “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations.

#### **Commission and Brokerage on Previous Offers**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last 5 years.

#### **Capital Issue during the Previous Three Years by Issuer Company and Listed Group Companies / Subsidiaries / Associates**

Neither our Company nor any of our Group Companies/ Subsidiaries/Associates have undertaken any capital Issue or any public or rights Issue in the last three years preceding the date of this Draft Red Herring Prospectus. Further, as on date of this Draft Red Herring Prospectus our Company has no listed subsidiary.

#### **Performance Vis-A-Vis Objects for our Company and/ or Listed Subsidiary Company and/ or Listed Promoters Company**

Our Company is an “*Unlisted Issuer*” in terms of the SEBI (ICDR) Regulations and this Offer is an “*Initial Public Offering*” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Draft Red Herring Prospectus our Company has no any listed corporate promoters and no listed subsidiary company.

#### **Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

## SECTION VIII- OFFER RELATED INFORMATION

### TERMS OF THE OFFER

The Equity Shares being Offered pursuant to this Offer shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Offer and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further, vide the said circular, Registrar to the Offer and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Offer and DPs as and when the same is made available.

#### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including rights in respect of dividends and other corporate benefits, if any, declared by after the date of Allotment Companies Act, 2013 and the Articles. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning from page 322 of this Draft Red Herring Prospectus.

#### Authority for the Offer

##### Corporate approvals:

This Offer has been authorized by a resolution of the Board passed at their meeting held on November 9, 2024, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Offer by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on November 11, 2024.

##### Offer for Sale:

Each of the Promoter Selling Shareholder have, severally and not jointly, confirmed and authorised the transfer of its respective proportion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholder	Category	Date of Authorization Letter	Equity Shares held as of date of the DRHP	Equity Shares offered by way of Offer for Sale
Navin Kumar Agarwal	Promoter Selling Shareholder	November 09, 2024	1,26,15,505	Upto 13,98,000

Each of the Promoter Selling Shareholder, severally and not jointly, confirm that it is in compliance with Regulation 8 of the SEBI (ICDR) Regulations, 2018 and it has held its respective portion of the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus

#### Mode of Payment of Dividend

The declaration and payment of dividend, if declared, will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard, the Memorandum and Articles of Association, and recommended by the Board of Directors and approved by the

Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. For further details, refer to the section “*Dividend Policy*” and “*Main Provisions of Articles of Association*” beginning on page 173 and 322 respectively of this Draft Red Herring Prospectus.

#### **Face Value, Offer Price, Floor Price, and Price Band**

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in all editions of [●] (a widely circulated English national daily newspaper) all editions of [●] (a widely circulated Hindi Daily Newspaper) and regional editions of [●] a Hindi daily newspaper (Hindi being the regional language of Gorakhpur where our registered office is located) 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 website. 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 at the website of the Stock Exchange. The offer price shall be determined by our Company, in consultation with the BRLM, after the Bid/offer Closing Date, on the basis of assessment of market demand for the Equity Shares issued by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **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.

#### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- 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 our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 322 of this Draft Red Herring Prospectus.

#### **Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories, and the Registrar to the Offer:

- a. Tripartite agreement dated September 25, 2023, with NSDL, our Company and Registrar to the Offer;
- b. Tripartite agreement dated October 18, 2023, with CDSL, our Company and Registrar to the Offer;

c. The Company's shares bear an ISIN: INE0RBX01014.

### **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in dematerialised form, 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 BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One 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 monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Offer.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai.

**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 Offered 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 Offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint with benefits of survivorship.

### **Nomination facility to Bidders**

In accordance with Section 72(1) & 72(2) 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(3) 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 accordance with Section 72(4) of the Companies Act, 2013, 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 the Company, any Person who becomes a nominee by virtue of the provisions 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 of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety

days, the Board of Directors 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 will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

### Withdrawal of the Offer

Our Company, in consultation with the BRLM, reserve the right to not to proceed with the Offer after the 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 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.

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 (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer/Offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus/Red Herring Prospectus with Stock Exchange.

### Bid/Offer Program

<b>BID/OFFER OPENS ON</b>	[●]day, [●], 2024*
<b>BID/OFFER CLOSE ON</b>	[●]day, [●], 2024**

\*Our Company, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period will be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.

\*\*Our Company, in consultation with the Book Running Lead Manager, 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.

The Anchor Investor Bid/ Offer Period will be one Working Day prior to the Bid/ Offer Opening Date i.e., [●], in accordance with the SEBI ICDR Regulations.

1. In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the offer shall be open after at least three working days from the date of filing the Draft Red Herring Prospectus with the Registrar of Companies.
2. In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, except as otherwise provided in these regulations, the public offer shall be kept open for at least three working days and not more than ten working days.
3. In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, in case of a revision in the price band, the issuer shall extend the bidding (Offer) period disclosed in the Draft red herring prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.
4. In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, in case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the offer period disclosed in the Draft Red Herring Prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Offer Closing Date	[●] day, [●], 2024
Finalization of Basis of Allotment with BSE	On or about, [●] day,[●], 2024
Initiation of Refunds / unblocking of funds from ASBA Account*	On or about, [●] day,[●], 2024
Credit of Equity Shares to demat account of the Allottees	On or about, [●] day,[●], 2024
Commencement of trading of the Equity Shares on BSE	On or about, [●] day,[●], 2024

\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four 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 Exchanges 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 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 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 four 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 four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, 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 02, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter bank (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.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE is taken within six Working Days from the Offer Closing Date, the time table may change due to various factors, such as extension of the Offer Period by our Company 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 Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post offer timeline for initial public Offerings. Any circulars or notifications from the SEBI after the date of the Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the offer procedure is subject to change to any revised circulars issued by the SEBI to this effect. The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Applications and any revision to the same shall be accepted only between **10.00 a.m. and 5.00 p.m.** (IST) during the Offer Period. On the Offer Closing Date, the Applications, and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public offers, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The Registrar to the offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing

hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLM 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.

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (Offer) period disclosed in the Draft Red herring prospectus (in case of a book built offer) or the Offer period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Offer Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four 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.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensated on period
Delayed unblock for cancelled / withdrawn/ deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original application amount and ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalization of the Basis of Allotment till the date of actual Unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”)) during the Bid / Offer Period (except on the Bid / Offer Closing Date) at the Bidding Centers as mentioned on the Application Form except that:

On the Bid / Offer Closing Date:

- (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 Retail Individual Bidders.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

### Minimum Subscription

In terms of Regulation 260(1) of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten, so this Offer is not restricted to any minimum subscription level. For details of underwriting arrangement, kindly refer the chapter titled “**General Information-Underwriting**” beginning on page 68 of this Draft Red Herring Prospectus.

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Offer through this Offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information-Underwriting**” beginning on page 68 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than 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 applicable laws of such jurisdiction.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform 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.*

### Migration to Main Board

Parameter	Migration policy from BSE SME Platform to BSE Main Board
Paid up Capital & Market Capitalisation	The paid-up equity capital of the applicant shall not be less than 10 crores and the capitalisation of the applicant'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
Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)	The applicant 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.
Listing period	The applicant should have been listed on SME platform of the Exchange for at least 3 years.



Parameter	Migration policy from BSE SME Platform to BSE Main Board
Other Listing conditions	<ul style="list-style-type: none"> <li>The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>The company has not received any winding up petition admitted by a NCLT.</li> <li>The net worth* of the company should be at least 50 crores</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
Public Shareholders	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>Redressal mechanism of Investor grievance</li> <li>PAN and DIN no. of Director(s) of the Company</li> <li>Change in Control of a Company/Utilization of funds raised from public</li> </ul>

#### Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] 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 SEBI 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 SME platform of BSE.

#### New Financial Instruments

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 Promoters, to acquire or receive any Equity Shares after the Offer.

#### Market Making

The shares issued through this Offer are proposed to be listed on the SME platform of BSE with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME platform of BSE. For further details of the market making arrangement please refer the chapter titled “**General Information**” beginning on page 61 of this Draft Red Herring Prospectus.

#### Option to receive Securities in Dematerialised Form

In accordance with the SEBI ICDR Regulations, allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

#### Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of the pre-Offer Equity Shares and Promoter’s minimum contribution in the Offer as detailed in the chapter “**Capital Structure**” beginning on page 72 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of

Association. For details, please refer to the section titled “**Main Provisions of Articles of Association**” beginning on page 322 of this Draft Red Herring Prospectus.

*Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus.*

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post offer face value capital more than ten crores rupees and up to 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 SME Platform of BSE). 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 279 and 292 respectively, of this Draft Red Herring Prospectus.

### Offer Structure

Initial Public offer of up to 69,98,000 Equity Shares of ₹ 10 each (“**Equity Shares**”) of our Company for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share (the “**Offer Price**”), aggregating to ₹ [●] lakhs (the “**Offer**”) comprising a Fresh Issue of up to 56,00,000 Equity Shares of ₹ 10 per Equity Share aggregating to ₹ [●] lakhs and Offer For Sale of up to 13,98,000 Equity Shares by Selling Shareholder of ₹ 10 per Equity Share aggregating to ₹ [●] lakhs, out of which upto [●] Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Makers to the Offer (the “**Market Maker Reservation Portion**”). The Offer less Market Maker Reservation Portion i.e., Offer of upto [●] equity shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ [●] Lakhs is hereinafter referred to as 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. For further details, please refer chapter titled “*Terms of the Offer*” on page 279 of this Draft Red Herring Prospectus:

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Number of Equity Shares*</b>	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
<b>Percentage of Offer Size Available for allocation</b>	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only	Not less than 15.00% of the Offer or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation	Not less than 35.00% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation 5.01% of the Offer Size	[●] % of the Offer Size

Particulars	QIB's <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders	Market Maker
<b>Basis of Allotment / Allocation if respective category is oversubscribed</b>	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled "Offer Procedure" beginning on page 292.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "Offer Procedure" on page 292.	Firm Allotment
<b>Mode of Bid</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			
<b>Minimum Bid Size</b>	[●] Equity Shares of Face Value of ₹ 10.00 each	Such number of Equity shares in multiple of [●] Equity shares such that Application size exceeds ₹ 2,00,000	[●] Equity Shares of Face Value of ₹ 10.00 each	[●] Equity Shares of Face Value of ₹ 10.00 each
<b>Maximum Bid Size</b>	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Not exceeding the size of the Offer, subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000	[●] Equity Shares

\* Assuming full subscription in the Offer

1. Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. For further details, see "Offer Procedure" on page 292.
2. Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 253 of the SEBI ICDR Regulations. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "Terms of the Offer" on page 279.
3. Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable

by the Anchor Investor Pay-in Date as mentioned in the CAN.

In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

***In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.***

#### **Withdrawal of the Offer**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper, (Hindi being the regional language of Gorakhpur where our registered office is located), each with wide circulation.

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Offer after the Bid/ Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Offer is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

#### **Offer Programme**

<b>OFFER OPENING DATE</b>	[●] day, [●], 2024
<b>OFFER CLOSING DATE</b>	[●] day, [●], 2024

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form.

Due to limitation of time available for uploading the application on the Offer Closing Date, applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Offer Closing Date, as is typically experienced in public offers, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law by the intermediary responsible for causing such delay in unblocking. The Lead-Manager shall, in our Company with the SCSBs, to the extent applicable.*

#### **Lot Size**

SEBI vide circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 (“Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Offer Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Offer in consultation with Book Running Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## OFFER PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (*SEBI/HO/CFD/DIL1/CIR/P/2020/37*) dated *March 17, 2020* notified by SEBI and the UPI Circulars, notified by SEBI (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, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document shall be made available on the websites of the Stock Exchange, the Company and the Book Running Lead Manager before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to this Offer.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Offer; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (vi) price discovery and allocation; (vii) general instructions (limited to instructions for completing the Application Form); (viii) Designated Date; (ix) disposal of Applications; (x) submission of Application Form; (xi) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 1, 2018* read with its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2019/50* dated *April 3, 2019*, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 01, 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 RIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2020/50* dated *March 30, 2020* extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*, as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, has introduced certain additional measures for streamlining the process of initial public Issues and redressing investor grievances. This circular is effective for initial public Offer opening on/or after *May 01, 2021*, except as amended pursuant to SEBI circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

Thereafter, the final reduced timeline may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the offer will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / offer Opening Date. If the Offer is made under UPI Phase III, the same will be advertised in all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper (Hindi being the regional language of Gorakhpur where our registered office is located ) on or prior to the Bid / Offer Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their websites. Further SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021* have brought the implementation of the aforesaid circular dated *March 16, 2021* in accordance with the revised timelines for certain of its provisions based on representations received from the stakeholders due to Covid- 19 pandemic. The revisions of the circular dated *June 02, 2021* are elaborated as under:

- SCSB’s shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public

Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.

- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Offer process.
- The Stock Exchanges and Book Running Lead Manager shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Offer.
- The Registrar to the Offer shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e, the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Offer, not later than 5:00 PM on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Offer shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+4.

Our Company, the promoter selling shareholder, the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public Offer opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Offers where the application amount is up to ₹ 5 Lakhs may also use UPI.*

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

*Further, our Company, Promoter Selling Shareholder and BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in the Offer.*

## **PART A**

### **Book Built Process**

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from 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 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% 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.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.



The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Offer, subject to applicable laws.**

### **Application Form**

Retail Individual Applicants can submit their applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Offer and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Book Running Lead Manager and Stock Exchange, SME Platform of BSE, at least one day prior to the Offer Opening Date.

All Applicants shall mandatorily participate in the Offer only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Offer and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centers only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated *January 1, 2016* and bearing no. *CIR/CFD/DIL/1/2016*, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* investors in public issues can only invest through ASBA mode. The prescribed colors of the Application Form for various investors applying in the Offer are as follows:

<b>Categories</b>	<b>Color*</b>
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[●]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[●]
Anchor Investors	[●]

*\*Excluding Electronic Application Form*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021* and SEBI vide circular no. *SEBI/HO/CFD/DIL2/P/CIR/2021/570* dated *June 02, 2021*.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of Stock Exchange.

Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Offer. However, in case of electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an offer and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For application submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.  Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

### **Availability of Draft Red Herring Prospectus and Application Forms**

The Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company and Book Running Lead Manager to the Offer as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE.

### **Who can apply?**

In addition to the category of Applicants as set forth under “General Information Document for Investing in Public Issues-Category of Investors Eligible to participate in an Offer”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- a. Indian national resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non Institutional applicant's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r. Insurance funds set up and managed by army, navy or air force of the Union of India;
- s. Multilateral and bilateral development financial institution;
- t. Eligible QFIs;
- u. Insurance funds set up and managed by army, navy or air force of the Union of India;

- v. Insurance funds set up and managed by the Department of Posts, India;
- w. Any other persons eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

As per the existing RBI regulations, OCBs cannot participate in this Offer.

**Maximum And Minimum Application Size**

**For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

**For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Company and the BRLM 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. 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.

**Basis of Allotment**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than [●] Equity shares the allotment will be made as follows:

- i. Each successful applicant shall be allotted [●] Equity shares; and
- ii. the successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

- c) If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of [●] Equity shares subject to a minimum allotment of [●] Equity shares.
- d) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity shares, results in the actual allotment being higher than the shares Issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
- e) The above proportionate allotment of shares in an offer that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
- As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - The balance net offer of shares to the public shall be made available for allotment to Individual applicants other than retail individual investors and other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Participation by Associates /Affiliates of BRLM and the Market Makers**

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM/ Underwriters and Market Maker, if any may subscribe to Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Promoters and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Offer.

#### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled “**Restrictions on Foreign**

*Ownership of Indian Securities*” beginning on page 321 of this Draft Red Herring Prospectus.

### **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 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 by HUFs may be considered at par with Bids from individuals;

### **Bids By FPIs Including FIIs**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

### **Option to Subscribe in the Offer**

As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.

The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.

Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.

Copies of the Application Form along with Abridged Draft Red Herring Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.

Any applicant who would like to obtain the Draft Red Herring Prospectus and/ or the Application Form can obtain the same from our Registered Office.

Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.

Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.

The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.

Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB’s or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic

system.

Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Applicants.

The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCBS to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. *FEMA/20/2000 RB* dated *May 03, 2000* to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution

passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid-up value of each series of debentures or preference shares or warrants.

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.

- a. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer, 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 that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under 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.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public Offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company and the BRLM will not be responsible for loss, if any, incurred by the Applicant.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related



instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Offer only through the ASBA process.

#### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company consultation with the BRLM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations"), as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- ii. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- iii. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.
- iv. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,00,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹5,00,000.00 million or more but less than ₹25,00,000.00 million.

Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

#### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lacs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lacs, 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 must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, 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 their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of ₹ 2500 Lacs and pension funds with minimum corpus of ₹ 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the Book Running Lead Manager may deem fit.

#### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Draft Red Herring Prospectus.

#### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. 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 with the IRDA, a certified copy of certificate of registration issued by IRDA must 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.

Applications by Systemically Important Non-Banking Financial Companies In case of Applications 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 and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. 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. Offer Procedure for Application Supported by Blocked Account (ASBA) Applicants

In accordance with the SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes). For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below.

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹200 lakhs. A Bid cannot be submitted for over 60.00% 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 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.
- 5) Our Company, in consultation with the BRLM will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹200 lakhs;
  - b. minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200 lakhs but up to ₹2,500 lakhs, subject to a minimum Allotment of ₹100 lakhs per Anchor Investor; and
  - c. in case of allocation above ₹2,500 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 lakhs, and an additional 10 Anchor Investors for every additional ₹2,500 lakhs, subject to minimum allotment of ₹100 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 will be made available in the public domain by the BRLM 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 on the 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) One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.
- 10) Neither the BRLM or any associate of the BRLM (other than mutual funds sponsored by entities which are associate of the BRLM or insurance companies promoted by entities which are associate of the BRLM or Alternate Investment

Funds (AIFs) sponsored by the entities which are associates of the BRLM or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the BRLM shall apply under the Anchor Investors category. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

**Method and Process of Applications**

- 1) The Designated Intermediaries shall accept applications from the Applicants during the Offer Period.
- 2) The Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding 10 Working Days.
- 3) During the Offer Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- 4) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Offer.
- 5) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries there than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.

- 6) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- 7) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- 8) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- 9) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
- 10) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdraw/ failure of the Offer or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal/ failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

## **Terms of payment**

The entire offer price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the offer and the Registrar to the offer to facilitate collections from the Applicants.

## **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40 (3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application, as the case maybe.

## **Maximum and Minimum Application Size**

The applications in this Offer, being a Book Built offer, will be categorized into two; For Retail Individual Applicants. The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000

## **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the offer less total number of specified securities offered in the offered to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **Option to Receive Equity Shares in Dematerialized Form**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

#### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

The information set out above is given for the benefit of the Bidders/applicants. Our Company and the BRLM 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/applicants 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.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. The applications accepted by them,
  - ii. The applications uploaded by them
  - iii. The applications accepted but not uploaded by them or with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking offunds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - i. The applications accepted by any Designated Intermediaries
  - ii. The applications uploaded by any Designated Intermediaries or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic

registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:

- Name of the Applicant;
- IPO Name;
- Application Form Number;
- Investor Category;
- PAN (of First Applicant, if more than one Applicant);
- DP ID of the demat account of the Applicant;
- Client Identification Number of the demat account of the Applicant;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained, and Bank account number.

8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any

manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

12. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The SCSBs shall be given one day after the Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**

1. The Offer is being made through the Book Built Process wherein [●] Equity Shares shall be reserved for Market Maker and [●] Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Offer Price. The balance of the Net Offer will be available for allocation on proportionate basis to Non-Retail Applicants.
2. Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Offer.

#### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- a. Our company will enter into an Underwriting agreement before filing prospectus.
- b. A copy of the Draft Red Herring Prospectus will be filed with the RoC in terms of Section 26 of Companies Act, 2013.

#### **Pre-Offer Advertisement**

Please note that, in terms of SEBI Circular No. *CIR/CFD/POLICYCELL/11/2015* dated *November 10, 2015* and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. *SEBI/HO/CFD/DIL2/CIR/P/2018/138* dated *November 01, 2018*, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Draft Red Herring Prospectus with the RoC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

#### **Issuance of Allotment Advice**

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.



The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to the Applicants who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

### **Designated Date**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

### **Advertisement regarding Offer price and Draft Red Herring Prospectus**

Our Company will issue a statutory advertisement after the filing of the Draft Red Herring Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the floor Price and cap price.

### **Minimum Subscription**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of Offer of the Draft Red Herring Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as maybe prescribed under that section. If the Issuer does not received the subscription of 100% of the Offer through this Offer document including devolvement of underwriters within Sixty Days from the date of closure of the offer, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

### **General Instructions**

#### **Do's:**

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. All Bidders should submit their Bids through the ASBA process only;
5. Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
7. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the

UPI Circulars);

8. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
9. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
10. RIBs 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;
11. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the offer;
12. RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
13. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
14. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
15. If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
16. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms;
17. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;
18. Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the 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;
19. Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
20. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
21. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
22. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they 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
23. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. 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 beneficiary 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;

24. Ensure that the Demographic Details are updated, true and correct in all respects;
25. 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;
26. Ensure that the category and the investor status is indicated;
27. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
28. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
29. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
30. Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
31. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
32. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public offer;
33. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
34. Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
36. RIBs 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, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
37. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Offer Closing Date.
38. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
39. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
40. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional

Portion, for the purposes of allocation in the offer.

The 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 apply for lower than the minimum Application size.
2. Do not apply for a price different from the price mentioned herein or in the Application Form;
3. Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Application Forms by post, instead submit the Designated Intermediary only;
7. Do not submit the Application Forms to any non-SCSB bank or our Company.
8. Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
10. Do not apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Retail Individual Applicants);
11. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
12. Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
13. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant;
15. All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. *SEBI/HO/CFD/DCR2/CIR/P/2019/133* dated *November 08, 2019* & *SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M* dated *March 16, 2021*;
16. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended;
17. 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 RIB Bidders using the UPI Mechanism;
18. Do not Bid for a Bid Amount exceeding ₹ 2,00,000 (for Bids by Retail Individual Investors);
19. 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 Investor. Retail Individual Investors bidding in the Employee Reservation Portion can revise or withdraw their Bids until the Bid/Offer Closing Date

The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

## **Other instructions for the Bidders**

### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **Multiple Bids**

A Bidder should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

### **Investor Grievance**

In case of any pre-offer or post-offer related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

### **Submission of Bids**

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

### **Grounds of Technical Rejections**

Bidders are advised to note that SEBI, vide Circular No. *CIR/CFD/14/2012* dated *October 04, 2012* has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. *CIR/CFD/POLICY CELL/11/2015* dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Offer with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

**Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants.

Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Book Running Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Offer Closing Date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer Closing Date, would be ensured; and
- iii. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejection**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;

- Applications at a price other than the Fixed Price of the Offer;
- Applications for number of Equity Shares which are not in multiples of [●];
- The amounts mentioned in the Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Applications as defined in the Draft Red Herring Prospectus;
- Applications made using a third party bank account or using third party UPI ID linked bank account
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in

- the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading ‘Applicants Depository Account Details’ in the Application Form or Revision Form, it is liable to be rejected.
  - f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis- à-vis those with their Depository Participant.
  - g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
  - h. The trading of the Equity Shares of our Company would be only in dematerialized form.

### Communications

Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

### Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated September 25, 2023 among NSDL, the Company and the Registrar to the Offer; and
- b. Agreement dated October 18, 2023 among CDSL, the Company and the Registrar to the Offer.
- c. The Company’s shares bear ISIN no: INE0RBX01014

<p>To,  <b>Rohit Shrivastava,</b>          Company Secretary &amp; Compliance Officer  <b>Crazy Snacks Limited</b>          Shri Pramodaay Bhawan, 10, Park Road Officers          Residence Lane, Near Sahara Press, Gorakhpur-          273001, Uttar Pradesh, India  <b>Telephone No.:</b> +91-9838076426  <b>Website:</b> <a href="http://www.crazy.org.in">www.crazy.org.in</a>  <b>Email id:</b> <a href="mailto:secretarial@crazy.org.in">secretarial@crazy.org.in</a></p>	<p>To,  <b>M. Murali Krishna</b>  <b>KFin Technologies Limited</b>          Selenium, Tower B, Plot 31&amp; 32, Financial District,          Nanakramguda, Serilingampally, Hyderabad,          Telangana - 500032  <b>Telephone:</b> 040 6716 2222/18003094001  <b>Fax No.:</b> 04067161563  <b>Email:</b> <a href="mailto:csl.ipo@kfintech.com">csl.ipo@kfintech.com</a>  <b>Investor</b> <b>Grievance</b> <b>Email:</b>  <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a>  <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a>  <b>SEBI Registration Number:</b> INR000000221</p>
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### Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in its absolute discretion, 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 Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]-IPO-Anchor Investor-R”; and
- (b) In case of Non-Resident Anchor Investors: “[●]-IPO-Anchor Investor-NR”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any 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, 2013, our Company shall, after filing the Draft Red Herring Prospectus with the RoC, publish a Pre-offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●] (a widely circulated Hindi national daily newspaper) and regional editions of [●], a Hindi daily newspaper (Hindi being the regional language of Gorakhpur where our registered office is located) In the Pre-offer advertisement, we shall state the Bid/offer Opening Date and the Bid/offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations

#### **Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the Offer.

#### **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 for action under Section 447.”

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

#### **Procedure and time for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares.

#### **Bidders are advised to instruct their Depository.**

#### **Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Offer.

- a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 4 Working Days of the Offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Offer Account on the Designated Date.

#### **Basis of Allotment**

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

The total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

Each successful applicant shall be allotted [●] equity shares; and

The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

Since present offer is a Book Built offer, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made 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.*

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

Names of entities responsible for finalizing the Basis of Allotment in the event of Under Subscription.

In the event of under subscription in the offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE – the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the offer.

There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

### **Undertakings by Our Company**

We undertake as follows:

- That the complaints received in respect of the offer shall be attended to by our Company expeditiously and satisfactorily;
- That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of closure of the offer;
- That if the Company do not proceed with the Offer, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-offer advertisements were published. The stock exchange on which the Equity Shares are proposed to be

listed shall also be informed promptly;

- That our Promoter's contribution in full has already been brought in;
- That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Red Herring Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and That if the Company withdraws the offer after the Offer Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Offer giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- That Company shall not have recourse to the Offer proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and that none of the promoters or directors of the company is wilful defaulter or Fraudulent Borrower under Section 5(c) of SEBI (ICDR) Regulations, 2018.
- that except for any allotment of Equity Shares pursuant to the Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Draft Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

#### **Undertakings by Promoter Selling Shareholder**

Promoter Selling Shareholders, specifically undertake and/or confirms the following solely in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;
- its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- it shall not 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 in the Offer, except for fees or commission for services rendered in relation to the Offer; and
- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

#### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- a) All 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 2013;
- b) Details of all monies utilized out of the offer referred above shall be disclosed and continue to be disclosed till the time any part of the offer proceeds remains unutilized, under an appropriate head in the balance sheet of our company indicating the purpose for which such monies have been utilized;
- c) Details of all unutilized monies out of the offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- d) Our Company shall comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- e) Our Company shall not have recourse to utilize the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- f) Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**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 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 government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The DIPP, has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from *October 15, 2020*, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy from time to time and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular.

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 Offer 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 (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. As per the FDI policy, FDI in companies engaged in the manufacturing sector, which is 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 292. 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 Bid/Offer Period.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids 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, the Promoter Selling Shareholder and the BRLM is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

## SECTION IX-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### ARTICLES OF ASSOCIATION

OF

### CRAZY SNACKS LIMITED

*The regulations contained in Table 'F' of the First Schedule to the Companies Act, 2013 shall apply to the Company, as applicable to Company as notified under Schedule I of Companies Act, 2013.*

#### ***Interpretation***

##### ***I. In these regulations -***

- (a) **“Company”** means **CRAZY SNACKS LIMITED**,
- (b) **“Office”** means the Registered Office of the Company,
- (c) **“The Act”** means the Companies Act 2013 and any statutory modification thereof,
- (d) **“The seal”** means the common seal of the company,
- (e) **“Directors”** means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

2. Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

##### ***II. Share Capital and Variation of rights***

- 1. Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall specify the shares to which it relates 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. Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate. 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 holders.
- 3. If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back 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 a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
- 4. Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of

a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. The company may exercise the powers of paying commissions conferred by sub-section (6) of [section 40](#) provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of [section 40](#). 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.
6. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of [section 48](#) and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths 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 shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. Subject to the provisions of [section 55](#) any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

#### ***Lien***

9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company. Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. 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 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 the person entitled thereto by reason of his death or insolvency.
11. 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 in reference to the sale.
12. The proceeds of the 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. 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.

#### ***Calls on shares***

13. The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of 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. Each member shall subject to receiving at least fourteen 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. A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. 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 regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations 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.
18. The Board –
  - a. may if it thinks fit 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 not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.

#### ***Transfer of shares***

19. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may subject to the right of appeal conferred by [section 58](#) decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless
  - a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of [section 56](#)
  - b. the instrument of transfer is accompanied by the certificate of the 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
  - c. the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days previous notice in accordance with [section 91](#) and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### ***Transmission of shares***

23. On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
25. 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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers 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.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall 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 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 days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.

#### ***Forfeiture of shares***

27. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
28. The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and 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.
29. 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.
30. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
31. 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 to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. 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.
32. 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. The company may receive the consideration if any given for the share on any sale 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 or disposal of the share.

33. The provisions of these regulations 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.

#### ***Alteration of capital***

34. The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
35. Subject to the provisions of [section 61](#) the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations 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. 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. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
37. The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.

#### ***Capitalisation of profits***

38. The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on such members.

#### ***Buy-back of shares***

40. Notwithstanding anything contained in these articles but subject to the provisions of sections [68](#) to [70](#) and any other applicable provision 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***

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

#### ***Proceedings at general meetings***

43. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in [section 103](#).
44. The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.

#### ***Adjournment of meeting***

47. The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. 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 a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in [section 103](#) of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting rights***

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. 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 guardian may on a poll vote by proxy.
52. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. No objection shall be raised to the qualification of any voter except at the meeting or adjourned 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 meeting whose decision shall be final and conclusive.

***Proxy***

55. The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 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.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under [section 105](#).
57. 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 the 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.

***Board of Directors***

58. (a) The number of Directors shall not be less than three and not more than fifteen.
- (b) The following shall be the First Directors of the Company.
  1. Mr. Hari Mohan Agarwal
  2. Mr. Rajeev Shorewala
- (c) The Directors may from time to time appoint one or more of their body to the office of the Managing Director for one or more of the divisions of the business carried on by the Company and to enter into agreement with him in such terms and conditions as they may deem fit.
- (d) The Directors shall have the power at any time and from time to time to appoint any person as additional Director in addition to the existing Director so that the total number of Directors shall not at any time exceed the number fixed for Directors in these articles Any Directors so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier.
- (e) The Managing Director may be paid such remuneration as may from time to time be determined by the Board and such remuneration as may be fixed by way of salary or commission or participation in profits or partly in one

way or partly in another and the same has to be ratified by the shareholders in the General Meeting as per the provisions of Section 196 and Schedule V of the Companies Act 2013.

(f) The quorum necessary for the transaction of the business of the Board meeting subject to Section 174 of the Companies Act 2013 shall be one third of the total strength or at least two whichever is higher.

(g) The Company shall not directly or indirectly advance any loan or a loan represented as a book debt to any of its Managing/Whole Time directors or to any person in whom such Managing/Whole Time director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person unless the same is approved by the members in general meeting or as a part of conditions of service extended to all of its employees by the Company subject to the provisions of section 185 of the Companies Act, 2013.

(h) Subject to section 175 of the Companies Act, 2013 a resolution in writing signed by the Directors except a resolution which the Act specifically required it to be passed at a Board meeting shall be effective for all purposes as a resolution passed at a meeting of Directors duly called held and constituted.

(i) Subject to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors may by passing a resolution in Board Meeting appoint a person as an alternate director in place of a director who is absent from India for a period not less than 3 (three) months. Such alternate director while so acting shall exercise and discharge all functions and powers and be subject to all the duties and limitations of the Director which he represents and shall be entitled to receive notice to attend and to vote a Directors meeting on behalf of meeting attended by him. Such alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

(j) The Director shall have power for engagement and dismissal of managers, engineers, assistants, clerks and others and shall have power of general direction and management and superintendence of the business of the company with full powers to do all such acts matters and things deemed necessary proper or expedient for carrying on the business and concern of the Company including the power to make such investment of the Company's fund as they shall think fit subject to the limit fixed by the Board of Directors under Section 179 of the Companies Act 2013 and sign contracts and to draw make sign accept endorse and negotiate on behalf of the Company all bills of exchange promissory notes, hundies, drafts, Government Promissory Notes and other Government securities and such other instruments.

(k) The Director may delegate all or any of their powers to such other Directors Managers or other persons as they think fit and shall have power to grant to any such person such power of attorney as they deem expedient and such powers at pleasure to revoke subject to Section 179 and 166 of the Companies Act 2013.

(l) Subject to Provision under section 197 and Schedule V of the Companies Act 2013 the director shall receive such remuneration for their services as may from time to time be determined by the Company in general meeting or in a Board Meeting or may be contained in an agreement if any between the Company and any Director or Directors.

(m) The Director shall also be paid travelling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services rendered by them outside their ordinary duties as Director subject to the provisions of Section 188 of the Companies Act 2013.

(n) Subject to the provisions of the companies Act 2013 and the Rules framed there under Board may decide to pay a Director out of the funds of the Company by way of sitting fees a sum to be determined by the board for each meeting attended by him.

(o) The Board of Directors may participate in board meeting by telephone or video conferencing or any other means of contemporaneous communication.

(p) A Written Resolution circulated to all the Director whether in India or overseas and signed by majority of them as approved shall (subject to the provisions of section 175 of the Companies Act 2013.) be as valid and effective as a resolution duly passed at the meeting of the Board.

- (q) The controlling shareholders shall have the right to appoint managing director of the company. Wherever the Managing Director has been appointed in a Board Meeting and has not been approved by shareholders in the General Meeting all the acts done by such person in such duration shall not be invalid.
59. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
  60. The Board may pay all expenses incurred in getting up and registering the company.
  61. The company may exercise the powers conferred on it by [section 88](#) with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
  62. 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 may be by such person and in such manner as the Board shall from time to time by resolution determine.
  63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
  64. Subject to the provisions of [section 149](#) 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. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### ***Proceedings of the Board***

65. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
66. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
68. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
69. The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
70. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson 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 Chairperson of the meeting.

71. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or 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 every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

74. Subject to the provisions of the Act, A Chief Executive Officer, Manager, Company Secretary or 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 or Chief Financial Officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
75. A provision of the Act or these regulations 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 director and as or in place of Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

***The Seal***

76. The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

***Dividends and Reserve***

77. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of [section 123](#) the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable 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. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
80. 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. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. 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.

81. The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. Any dividend interest or other monies payable in cash in respect of shares may be paid 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.
83. Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

#### ***Accounts***

86. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### ***Winding up***

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### ***Indemnity***

88. Every officer of the company shall be indemnified out of the assets of 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.

## SECTION X – 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 contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus, which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus, will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from date of filing the Draft Red Herring Prospectus with RoC to Offer Closing Date on Working Days from 10.00 a.m. to 5.00 p.m.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable laws.

#### Material Contracts:

- 1) Offer Agreement dated December 27, 2024, between our Company, the Promoter Selling shareholder and the BRLM.
- 2) Registrar Agreement dated December 27, 2024, between our Company, the Promoter Selling shareholder and the Registrar to the Offer.
- 3) Banker to the Offer agreement dated [●] amongst our Company, the Promoter selling shareholder, the Registrar to the Offer, the BRLM, Banker to the Offer, Sponsor Bank, Refund Bank and the Syndicate Member.
- 4) Syndicate agreement dated [●] entered into amongst our Company, the Promoter Selling Shareholder, the BRLM and the Syndicate Member.
- 5) Underwriting Agreement dated December 27, 2024 between our Company, the Promoter Selling Shareholder, the BRLM and Underwriters.
- 6) Cash escrow and sponsor bank agreement dated [●] amongst our Company, the Registrar to the Offer, the BRLM, Syndicate Member
- 7) Share Escrow Agreement dated [●] between our Company, the Promoter Selling Shareholder, the BRLM and the Share Escrow Agent.
- 8) Market Making Agreement dated December 27, 2024 between our Company, the Promoter Selling Shareholder, the BRLM and the Market Maker.
- 9) Tripartite agreement among the NSDL, our Company and the Registrar to the Offer dated September 25, 2023
- 10) Tripartite agreement among the CDSL, our Company and the Registrar to the Offer dated October 18, 2023

#### Material Documents

- 1) Certified true copy of Certificate of Incorporation, Memorandum and Articles of Association of our Company as amended from time to time;
- 2) Board resolution and special resolution passed pursuant to Section 62 (1)(c) of the Companies Act, 2013 by the Board and shareholders of our Company approving the Offer, at their meetings held on November 09, 2024 and November 11, 2024, respectively;
- 3) Resolution of the Board of Directors of our Company dated December 30, 2024 approving the Draft Red Herring Prospectus and amendments thereto.
- 4) The examination reports dated December 18, 2024, issued by the Statutory and Peer Review Auditor, on our Company's Restated Financial Statements, included in this Draft Red Herring Prospectus.



- 5) Certificate on Key Performance Indicators (KPI's) issued by Statutory Auditor dated December 20, 2024
- 6) Resolution of Audit Committee dated December 18, 2024, verifying the Key Performance Indicators.
- 7) Copies of the Audited Financial Statements of our Company for the period ended June 30, 2024 and Fiscals 2024, 2023 and 2022.
- 8) Resolution of shareholders of our company dated April 17, 2024 approving re-designation of Managing Director;
- 9) Consent dated December 20, 2024, from the Statutory and Peer Review Auditor, M/s HCO & Co., Chartered Accountants, to include their name as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as the Statutory and Peer Review Auditor and in respect of the: (i) Restated Financial Statements and their examination report, and (ii) the Statement of Possible tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
- 10) Consent dated August 30, 2024, by Mr. Abhay Kumar, Independent Chartered Engineer, to include their name, in this Draft Red Herring Prospectus and as an "Expert" defined under Section 2(38) of the Companies Act, in respect of the certificates dated December 10, 2024.
- 11) Consents of Promoters, Directors, the Promoter Selling Shareholder, Company Secretary & Compliance Officer, Chief Financial Officer, Chief Executive Officer, Statutory and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Offer, Book Running Lead Manager, Registrar to the Offer, Syndicate Member, the Escrow Collection Bank(s), Market Maker, Underwriter and Bankers to the Offer/Public Offer Bank/Refund Banker and Sponsor Banker to act in their respective capacities;
- 12) Consent Letter from Promoter Selling Shareholder for Offer for sale dated November 09, 2024.
- 13) Due Diligence Certificate from Book Running Lead Manager dated December 30, 2024 addressed to SEBI from the BRLM.
- 14) Copy of In-Principle Approval from BSE by way of letter dated [●], to use the name of BSE in this issue document for listing of Equity Shares on SME Platform of BSE Limited.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE MANAGING DIRECTOR**

**Navin Kumar Agarwal**  
**Managing Director**

**Place:** Gorakhpur

**Date:** December 30, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE EXECUTIVE DIRECTOR**

**Swedit Garg**  
**Executive Director and CEO**

**Place:** Lucknow

**Date:** December 30, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE NON-EXECUTIVE DIRECTOR**

**Upma Agrawal**  
**Non-Executive Director**

**Place:** Gorakhpur  
**Date:** December 30, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE INDEPENDENT DIRECTOR**

**Vandana Gupta**  
**Independent Director**

**Place:** New Delhi

**Date:** December 30, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE INDEPENDENT DIRECTOR**

**Roopali Mittal**  
**Independent Director**

**Place:** Australia  
**Date:** December 30, 2024

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Vinit Kumar Gupta**  
**Chief Financial Officer**

**Place:** Gorakhpur

**Date:** December 30, 202

## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

### **SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Rohit Shrivastava**  
**Company Secretary and Compliance Officer**

**Place:** Bareilly.

**Date:** December 30, 2024



## **DECLARATION**

I hereby certify and declare that all relevant provisions under the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules or regulations made thereunder or guidelines issued, as the case may be. I further certify that all disclosures made in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY NAVEEN KUMAR AGARWAL (PROMOTER SELLING SHAREHOLDER)**

**Sd/-**

**Navin Kumar Agarwal  
Promoter Selling Shareholder**

**Place:** Gorakhpur

**Date:** December 30, 2024