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Draft Prospectus

Dated: December 18, 2024

Fixed Price Issue

Please read Section 26 of the Companies Act, 2013

(This Draft Prospectus will be updated upon filing with ROC)



## VANDAN FOODS LIMITED

Corporate Identity Numbers: U10402GJ2015PLC085394

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India		-	Ms. Aayushi Naresh Bhatia - Company Secretary & Compliance Officer	Mobile No: + 91-8980121363 Email Id: cs@vandanfoods.in	www.vandanfoods.in
PROMOTERS OF OUR COMPANY: MR. KALPESHKUMAR BHAGAVANDAS THAKKAR, MR. RAKESHKUMAR RAMESHBHAI PATEL, MR. JITENDRA RAMESHBHAI PATEL, MRS. JYOTSANA JITENDRABHAI PATEL AND KALPESH KUMAR THAKKAR HUF					
DETAILS OF THE ISSUE					
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY	
Fresh Issue	Upto 26,50,000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	Upto 26,50,000 Equity Shares aggregating to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.	
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES					
RISK IN RELATION TO THE FIRST ISSUE					
The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in chapter titled "Basis for Issue Price" beginning on Page No. 85 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.					
GENERAL RISKS					
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page No. 22 of this Draft Prospectus.					
ISSUER'S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.					
LISTING					
The Equity Shares Issued through this Draft Prospectus are proposed to be listed on the Emerge Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").					
LEAD MANAGER TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Mr. Kunjal Soni		Email: kunjal@nirbhaycapital.com Tel. No: +91 79 48970649 M. No: +91 9825052071	
Nirbhay Capital Services Private Limited					
REGISTRAR TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
		Mr. Vinayak Morbale		Email: ipo@bigshareonline.com Tel. No: + 91 22-62638200	
Bigshare Services Private Limited					
BID/ISSUE PERIOD					
BID/ISSUE OPENS ON: [●]			BID/ISSUE CLOSES ON: [●]		



## VANDAN FOODS LIMITED

Corporate Identity Numbers: U10402GJ2015PLC085394

Our Company was originally incorporated as "Vandan Foods Private Limited" as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from "Vandan Foods Private Limited" to "Vandan Foods Limited" and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

**Registered Office:** 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India

**Website:** www.vandanfoods.in **E-Mail:** cs@vandanfoods.in; **Telephone No:** + 091-8980121363

**Company Secretary and Compliance Officer:** Ms. Aayushi Naresh Bhatia

<b>PROMOTERS OF OUR COMPANY: MR. KALPESHKUMAR BHAGAVANDAS THAKKAR, MR. RAKESHKUMAR RAMESHBHAI PATEL, MR. JITENDRA RAMESHBHAI PATEL, MRS. JYOTSANA JITENDRABHAI PATEL AND KALPESH KUMAR THAKKAR HUF</b>	
<b>THE ISSUE</b>	
<p><b>PUBLIC ISSUE OF Upto 26,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF VANDAN FOODS LIMITED ("VFL") OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.</b></p>	
<p><b>THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIERMENTS) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.</b> For further details, please refer chapter titled "<b>Terms of The Issue</b>" beginning on Page No. 197 of this Draft Prospectus.</p>	
<p>In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks ("SCSBs") for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, all potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts or UPI ID (in case of RIIs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, please refer chapter titled "<b>Issue Procedure</b>" beginning on Page No. 205 of this Draft Prospectus.</p>	
<p><b>THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ [●]. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.</b></p>	
<b>RISK IN RELATION TO THE FIRST ISSUE</b>	
<p>This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled "<b>Basis for Issue Price</b>" beginning on Page No. 85 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.</p>	
<b>GENERAL RISKS</b>	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "<b>Risk Factors</b>" beginning on Page No. 22 of this Draft Prospectus.</p>	
<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>	
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
<b>LISTING</b>	
<p>The Equity Shares offered through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE SME"), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited ("BSE") for using its name in this offer document for listing our shares on the SME Platform of BSE Limited ("BSE SME"). For the purpose of this Issue, the designated Stock Exchange is the BSE.</p>	
<b>LEAD MANAGER</b>	<b>REGISTRAR TO THE ISSUE</b>
<p><b>NIRBHAY CAPITAL SERVICES PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INM000011393  <b>Address:</b> 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India  <b>Tel No:</b> +91 79 48970649;  <b>M. No.:</b> +91 9825052071  <b>Email Id:</b> kunjaj@nirbhaycapital.com  <b>Investors Grievance Id:</b> ipo@nirbhaycapital.com  <b>Website:</b> www.nirbhaycapital.com  <b>Contact Person:</b> Mr. Kunjal Soni  <b>CIN:</b> U67120GJ2006PTC047985</p>	<p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INR000001385  <b>Address:</b> S6-2, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093, Maharashtra  <b>Tel. Number:</b> + 91 22-62638200  <b>Fax No:</b> + 91 22-62638299  <b>Email Id</b> ipo@bigshareonline.com  <b>Investors Grievance Id:</b> investor@bigshareonline.com  <b>Website:</b> www.bigshareonline.com  <b>Contact Person:</b> Mr. Vinayak Morbale  <b>CIN:</b> U99999MH1994PTC076534</p>
<b>ISSUE OPENS ON: [●]</b>	<b>ISSUE CLOSES ON: [●]</b>

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**Pursuant to Schedule VI of SEBI (ICDR) Regulations, 2018**



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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft 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 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 the chapters titled “Industry Overview”, “Key Industry Regulations”, “Statement of Possible Tax Benefits”, “Restated Financial Information”, “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” beginning on Page Nos. 96, 121, 93, 159, 85, 126, 185, 177 and 250, respectively, of this Draft Prospectus shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Term	Description
“Vandan Foods”/ “VFL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	Vandan Foods Limited, a public limited company, registered under the Companies Act, 2013 and having its registered office at 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India
Our Promoters	Mr. Kalpeshkumar Bhagavandas Thakkar, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel, Mrs. Jyotsana Jitendrabhai Patel and Kalpesh Kumar Thakkar HUF
Promoters’ Group	Companies, individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “ <b>Our Promoters and Promoter’s Group</b> ” beginning on Page No. 148 of this Draft Prospectus.
You or Your or Yours	Prospective Investors in the Issue

#### Company Related Terms

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details, please refer chapter titled “ <b>Our Management</b> ” beginning on Page No. 132 of this Draft Prospectus.
Auditor of our Company / Joint Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being Piyush Kothari & Associates, Chartered Accountants holding a valid Peer Review certificate as mentioned in the section titled “ <b>General Information</b> ” beginning on Page No. 47 of this Draft Prospectus.
Bankers to the Company	Bank of India, being Banker to the Company.
Board of Directors / Board / BOD	The Board of Directors of Vandan Foods Limited unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e., U10402GJ2015PLC085394
Chairman	Mr. Rakeshkumar Rameshbhai Patel, being Chairman of the Company
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Vishvajitsinh Dipsinhbhai Kashela
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Ms. Aayushi Naresh Bhatia
Depositories Act	The Depositories Act, 1996, as amended from time to time



Term	Description
DIN	Director Identification Number
Equity Shares	Equity Shares of our Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons / Entities holding Equity Shares of Our Company.
Executive Director(s)	“Executive Director” means a Whole Time Director as defined in clause (94) of section 2 of the Act”
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed under section titled <b>“Information with respect to Group Companies”</b> beginning on Page No. 156 of this Draft Prospectus.
Independent Director	A Non-executive & Independent Director as per the Companies Act, 2013.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INEORDJ01019
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled <b>“Our Management”</b> beginning on Page No. 132 of this Draft Prospectus.
MD/Managing Director	Managing Director
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled <b>“Our Management”</b> beginning on Page No. 132 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
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.
Registered Office	503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India
Restated Financial Statements	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period ended August 31, 2024 and the financial year ended March 31, 2024, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled <b>“Our Management”</b> beginning on Page No. 132 of this Draft Prospectus.
Whole Time Director (WTD)	“Whole-time director” includes a Director in the whole-time employment of the company.

## Issue Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders Bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Prospectus and the Prospectus.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Issue and which is described in “ <i>Basis of allotment</i> ” under chapter titled “ <i>Issue Procedure</i> ” beginning on Page No. 205 of this Draft Prospectus.
Bankers to the Issue and Refund Banker	To be updated on filing of Prospectus with ROC
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of the Prospectus.
Bidder/ Applicants	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Business Day	Monday to Friday (except public holidays).
Broker Centres	Broker Centres notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	The SME Platform of BSE Limited (“BSE SME”), approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
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.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.



Terms	Description
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Circular on Streamlining of Public Issues/ UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of this Draft Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ), as updated from time to time.
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 <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
DP ID	Depository Participant's Identity Number
Draft Prospectus	This Draft Prospectus dated December 18, 2024 issued in accordance with Section 26 of the Companies Act filed with the SME Platform of BSE under SEBI (ICDR) Regulations.
Designated Stock Exchange	SME Platform of BSE Limited.
Eligible NRI	NRI's from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.



Terms	Description
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Shares	Equity Shares of our Company of face value Rs. 10/- each
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Account(s)	Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●].
Engagement Letter	The engagement letter dated August 23, 2024 between our Company and the LM.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fresh Issue	Fresh issue of Upto 26,50,000 Equity Shares by our Company aggregating up to ₹ [●] Lakhs to be issued by our Company as part of the Issue, in terms of the Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
“General Information Document” or “GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “ <b>Issue Procedure</b> ” beginning on page 205 of this Prospectus.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of Upto 26,50,000 Equity Shares of ₹ 10/- each at ₹ [●] per Equity Shares including Share Premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by Vandan Foods Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [●] (including share premium of ₹ [●] per Equity Share).
LM / Lead Manager	Lead Manager to the Issue, in this case being Nirbhay Capital Services Private Limited.





Terms	Description
Lot Size	Lot Size for the Issue being [●]
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE Limited (“BSE SME”).
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Making Agreement	The Agreement entered into between the Market Maker and our Company dated [●].
Market Maker Reservation Portion	The Reserved portion of up to [●] Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue.
NCLT	National Company Law Tribunal
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ 10/- each at ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by Vandan Foods Limited.
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).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 72 of this Draft Prospectus.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.



Terms	Description
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/- .
Retail Portion	The portion of the Net Issue being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
Self-Certified Syndicate Bank(s)/ SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
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.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter	The Underwriter to the Issue, in this case being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
UPI	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; Post Application / Issue closing date and till the Listing of Equity Shares:



Terms	Description
	All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

### Technical and Industry Related Terms

Term	Description
AUTFS	Amended Technology Upgradation Fund Scheme
CAD	Current Account Deficit
CCEA	Cabinet Committee on Economic Affairs
CAGR	Compound Annual Growth Rate
CP	Continuous Polymerization
CPI	Consumer Prices Index
DGFT	Directorate General of Foreign Trade
EMDEs	Emerging Market and Developing Economies
FDI	Foreign Direct Investment
GAV	Gross Value Added
GDP	Gross Domestic Product
HFI	High Frequency Indicators
IIP	Index of Industrial Production
IWDP	Integrated Wool Development Programme
MEIS	Merchandise Exports from India Scheme
MSME	Micro Small and Medium Enterprise
NBFC	Non-Banking Financial Companies
NEER	Nominal Effective Exchange Rate
PMP	Phased Manufacturing Programme
PPP	Purchasing Power Parity
TUFS	Technology Up-gradation Fund Scheme
USDA's	U.S. Department of Agriculture's
WEO	World Economic Outlook
WPI	Wholesale Price Index

### Conventional and General Terms/ Abbreviations

Term	Description
A/c	Account
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31
CAN	Confirmation Allocation Note

Term	Description
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax
CRR	Cash Reserve Ratio
CGST	Central Goods & Services Tax
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EOGM/EGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
IGST	Integrated GST
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India
ICAI	Institute of Chartered Accountants of India

Term	Description
IBEF	India Brand Equity Foundation
IMPS	Immediate Payment Service
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority of India
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
Mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No	Number
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SAT	Securities Appellate Tribunal
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks

Term	Description
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SEZ	Special Economic Zones
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VAT	Value Added Tax
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.
WCTL	Working Capital Term Loan
w.e.f.	With effect from
WEO	World Economic Outlook



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our Restated Financial Statements which includes Restated Financial information for the period ended August 31, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled **“Restated Financial Information”** beginning on Page No. 159 of this Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled **“Risk Factors”**, **“Business Overview”** and **“Management’s Discussion and Analysis of Financial Position and Results of Operations”** beginning on Page Nos. 22, 108 and 162, respectively of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### Industry and Market Data

Unless stated otherwise, industry data used throughout this Draft Prospectus has been obtained or derived from industry and government publications, publicly available information, and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Draft Prospectus is reliable, it has not been independently verified.

Further, the extent to which the industry and market data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

### Currency and units of presentation

All references in the Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the States of America.

In this Draft Prospectus, unless the context otherwise requires, all references to;

- i. ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ii. ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,

All references to the word ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

In accordance with the SEBI (ICDR) Regulations, the chapter titled **“Basis for Issue Price”** beginning on Page No. 85 of this Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

## FORWARD LOOKING STATEMENTS

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

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer to the sections / chapters titled “**Risk Factors**”, “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on Page Nos. 22, 108 and 162, respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



## SECTION II - SUMMARY OF DRAFT PROSPECTUS

### PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as “Vandan Foods Private Limited” as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from “Vandan Foods Private Limited” to “Vandan Foods Limited” and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpesh Kumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Castor Oil, nonvolatile fatty oil obtained from the seeds of the castor bean, *Ricinus Communis*, of the spurge family (Euphorbiaceae). It is used in the production of synthetic resins, plastics, fibres, paints, varnishes and various chemicals including drying oils and plasticizers. Castor Oil is viscous, has a clear and colourless to amber or greenish appearance, a faint characteristic odour and a bland but slightly acrid taste, with a usually nauseating aftertaste. Castor Oil is obtained from castor beans either by pressing or by solvent extraction. In addition to the uses mentioned above, castor oil and its derivatives are used in cosmetics, hair oils, fungistatic (fungus-growth-inhibiting) compounds, embalming fluid, printing inks, soap, lubricants, greases and hydraulic fluids, dyeing aids and textile finishing materials. Due to its renewability and high versatility in addition to being the only commercial source of a hydroxylated fatty acid, castor oil has been used as a vital raw material for the chemical industry. Castor oil has traditionally been used as a remedy for treating various skin conditions and infections, relieving constipation, and increasing the health of hair.

Being an ISO Certified Company, we endeavour to satisfy customers by continuous improvement through process innovation and quality maintenance. We focus on producing quality product to increase customer satisfaction and develop a positive brand image in the industry. We ensure that the castor seeds are sourced from reputable suppliers who adhere to quality standards. Regular testing for containments and quality metrics is essential. Our Management and team have enabled us to maintain continuing customer relations, by continuously improving the product quality and consistency, ensuring enhanced customer satisfaction and retention. We have outsourced testing of quality of raw material and finished products to laboratories and manufacturing the same strictly as per quality norms so as to provide the quality output to our customers at competitive prices. Our Company has marked its presence in domestic markets. We supply our products in states such as Gujarat, Haryana, Andhra Pradesh, Delhi, Bihar, Rajasthan and Telangana. Our Manufacturing facility is located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.

Our Promoters Kalpeshkumar Bhagvandas Thakkar, Rakeshkumar Rameshbhai Patel, Jitendra Rameshbhai Patel and Jyotsana Jitendrabhai Patel are having combined experience of more than 10 years in Agriculture and Derivatives Business and with their innovative business ideas, indepth knowledge and excellent management skills, we have served our customers proficiently. Our promoters are actively involved in day-to-day operations and looks after Sales, Purchase, Plant Operations, Finance, as well as general administration for the company.

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

#### GLOBAL ECONOMY

Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. It is then expected to edge up to 2.7 percent in 2025-26 amid modest growth in trade and investment. Global inflation is projected to moderate, but at a slower clip than previously assumed, averaging



3.5 percent this year. Given continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) will likely remain cautious in easing monetary policy. As such, average benchmark policy interest rates over the next few years are expected to remain about double the 2000-19 average.

Despite an improvement in near-term growth prospects, the outlook remains subdued by historical standards in advanced economies and EMDEs alike. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average pace. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, representing more than 80 percent of global population and world output. EMDE growth is forecast to moderate from 4.2 percent in 2023 to 4 percent in both 2024 and 2025. Prospects remain especially lack luster in many vulnerable economies over half of economies facing fragile- and conflict-affected situations will still be poorer by the end of this year than on the eve of the pandemic.

Domestic demand is projected to improve in many EMDEs this year, in line with a moderate cyclical recovery from the effects of high inflation, tight financial conditions, and anemic industrial activity. Aggregate EMDE growth is nonetheless poised to decelerate slightly mainly because of idiosyncratic factors in some large economies. Moreover, significant challenges persist in vulnerable economies—including in low-income countries (LICs) and those facing elevated levels of conflict and violence—where growth prospects have deteriorated markedly since January.

## **INDIAN ECONOMY**

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

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

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

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

## **CASTOR OIL – INDUSTRY SCENARIO**

The global castor oil market was valued at USD 1.4 billion in 2022, growing at a CAGR of 5.1% from 2023 to 2032. The market is expected to reach USD 2.3 billion by 2032. Throughout the forecast period, castor oil is expected to see high demand from the pharmaceutical and cosmetics sectors. Rising healthcare costs and public awareness of preventive care and self-management drive demand for cosmetics and pharmaceutical products. The product's increasing use in creating skincare, cosmetic, and soap goods is also expected to increase its demand.

The Indian agricultural sector has historically centred on oilseeds, which hold the second highest importance after food grains. India is one of the largest importers of edible oil, despite having the title of the world's fourth largest producer of oilseeds. This trend is attributed to the rising demand for edible oils in the private and industrial sectors. The government has implemented various policy changes throughout the post-independence period to address this persistent demand-supply gap. The agricultural climate in India allows the cultivation of 9 oilseeds, i.e., rapeseed, groundnut, niger, castor, sunflower, mustard, sesame, safflower, and soybean, and secondary sources of edible oil include palm oil, rice bran oil, coconut oil, cottonseed oil, tree-based oilseeds, oilseeds etc. The India castor oil market reached a volume of 102.5 Kilo Tons in 2023.

Increase in demand for sebacic acid and rise in use of bio based products in cosmetics, lubricant and pharmaceutical industries are propelling the castor oil market value. Castor Oil is widely employed in various skin care products used against inflammation, acne and dry skin. Rise in demand for nutritionally balanced cattle feed is also augmenting demand



for castor oil in the agriculture sector. Manufacturers in the industry are adopting advanced technologies and automating the oil extraction processes to increase their production capabilities. Availability of advanced oil extraction machinery is offering lucrative castor oil business opportunities for leading companies in the market.

### Regional Outlook

Increase in production and consumption of castor oil in pharmaceutical and food & beverage sectors is expected to boost the castor oil industry share in next few years. Castor Seeds are grown in tropical regions of India, Thailand, Pakistan, Myanmar, Indonesia, Cambodia, Philippines, Bangladesh and Vietnam. While castor seeds were traditionally grown in Asia Pacific's wild areas, many of the region's countries have recently begun to make significant attempts to grow castor seeds commercially. Castor leaves, stems, and roots are also important besides the seeds. Castor leaves are used to raise silkworms in China. While the roots of castor plants are utilised as natural medicines, the stems are used to create paper and medium-density boards.

Climatic change and growth in pollution are causing various skin concerns such as sunburn and allergies. Rise in concerns regarding the side effects of chemicals in conventional cosmetics is boosting demand for natural castor oil products. This, in turn, is driving the castor oil market landscape.

### NAME OF PROMOTERS

Promoters of our company are Mr. Kalpeshkumar Bhagavandas Thakkar, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel, Mrs. Jyotsana Jitendrabhai Patel and Kalpesh Kumar Thakkar HUF. For detailed information on our Promoters and Promoters' Group, please refer to chapter titled "**Our Promoters and Promoters' Group**" beginning on Page No. 148 of this Draft Prospectus.

### SIZE OF THE ISSUE

Initial Public issue of Upto 26,50,000 equity shares of face value of ₹ 10/- each of Vandan Foods Limited ("VFL") or the "Company" or the "Issuer") for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the "issue price") aggregating to ₹ [●] lakhs ("the issue"), of which [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the issue (the "Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute [●]% and [●]% respectively of the post issue paid up equity share capital of our Company.

### OBJECT OF THE ISSUE

Particulars	Amount (₹ in Lakhs)
Gross Issue Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
<b>Net Issue Proceeds</b>	<b>[●]*</b>

*\*Subject to finalization of Basis of Allotment.*

### UTILIZATION OF NET ISSUE PROCEEDS

The Gross Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Net Issue Proceeds
1.	To Meet Working Capital Requirements	805.20	[●]
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	140.00	[●]
3.	Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX)	829.00	[●]
4.	General Corporate Purpose	[●]	[●]
	<b>Net Issue Proceeds</b>	<b>[●]</b>	<b>[●]</b>



## MEANS OF FINANCE

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds: (₹ in Lakhs)

Sr. No.	Particulars	Total Estimated amount/ expenditure (A)	Amount already deployed as on October 28, 2024 (B)	Amount to be funded from Net proceeds (C=A-B)	Estimated Deployment of Net Proceeds	
					Fiscal 2025	Fiscal 2026
1.	To Meet Working Capital Requirements	805.20	0.00	805.20	131.20	674.00
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	140.00	0.00	140.00	140.00	0.00
3.	Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX)	829.00	0.00	829.00	829.00	0.00
4.	General Corporate Purpose*#	[●]	0.00	[●]	[●]	[●]
<b>Total</b>		[●]	[●]	[●]	[●]	[●]

\* To be updated in the Prospectus prior to the filing with RoC

# The amount utilized for general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue

## SHAREHOLDING

The shareholding pattern of our Promoters and Promoters' Group and Public before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Kalpeshkumar Bhagvandas Thakkar	2010800	35.00	[●]	[●]
2.	Kalpesh Kumar Thakkar HUF	990000	17.23	[●]	[●]
3.	Rakeshkumar Rameshbhai Patel	968000	16.85	[●]	[●]
4.	Jitendra Rameshbhai Patel	800000	13.93	[●]	[●]
5.	Jyotsana Jitendrabhai Patel	800000	13.93	[●]	[●]
<b>Total - A</b>		<b>5568800</b>	<b>96.94</b>	[●]	[●]
<b>Promoters' Group</b>					
1.	-	-	-	-	-
<b>Total-B</b>		-	-	-	-
<b>Public</b>					
1.	Nikunjibhai Mukeshbhai Choksi	35200	0.61	[●]	[●]
2.	Sanjaysinh Natvarsinh Chauhan	35200	0.61	[●]	[●]
3.	Jateen Kanada	35200	0.61	[●]	[●]
4.	Rajul Hasmukhbhai Gajjar	35200	0.61	[●]	[●]
5.	Darshak Girishbhai Patel	35200	0.61	[●]	[●]
6.	Others-Public**	-	-	[●]	[●]
<b>Total-C</b>		<b>176000</b>	<b>3.06</b>	[●]	[●]
<b>Total Promoters and Promoters' Group and Public (A+B+C)</b>		<b>5744800</b>	<b>100.00</b>	[●]	[●]

\* Rounded off



## FINANCIAL DETAILS

(₹ In Lakhs unless mentioned otherwise)

Sr. No.	Particulars	For the period ended	For the year ended on		
		August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	574.48	287.24	13.64	1.00
2.	Net worth	1,172.57	947.02	217.58	(4.69)
3.	Revenue from operations	4683.90	4873.04	1159.35	147.55
4.	Profit After Tax	225.55	264.43	64.28	(11.43)
5.	Earnings Per Share (Pre-Bonus)	57,44,800	28,72,400	1,36,400	10,000
6.	Earnings Per Share (Post Bonus)	57,44,800	56,96,815	48,78,251	47,66,400
7.	NAV per Equity Shares (Pre-Bonus)	20.41	32.97	159.52	(46.95)
8.	NAV per Equity Shares (Post-Bonus)	20.41	16.62	4.46	(0.10)
9.	Total Borrowings	891.30	-	39.47	345.29

## AUDITORS' QUALIFICATIONS

There is no Auditor qualification which have not been given effect to in the Restated Financial Statements.

## OUTSTANDING LITIGATIONS

(₹ in Lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved
<i>Litigation involving our Company</i>		
Criminal proceedings	Nil	Nil
Outstanding Actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	4	19.40
<i>Litigation involving our directors (other than Promoters)</i>		
Criminal proceedings	Nil	Nil
Outstanding Actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<i>Litigation involving our Promoters</i>		
Criminal proceedings	1	Not ascertainable
Outstanding Actions by regulatory and statutory authorities	1	Not ascertainable
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	7	97.75

## RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investors should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “**Business Overview**”, “**The Issue**”, “**Industry Overview**”, “**Restated Financial Information**”, “**Outstanding Litigation and Other Material Developments**”, and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on page no. 108, 46, 96, 159, 177 and 162 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. 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 conditions and Draft Prospectus.



## CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	For the period ended	For the year ended on		
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Claims against the Company not acknowledged as debt</b>				
Custom Duty saved on import of Capital Goods under EPCG Scheme	-	-	-	-
Bank Guarantees	-	-	-	-
Indirect Tax Liability	18.15	-	-	-
Direct Tax Liability	1.25	-	-	-
<b>Total</b>	<b>19.40</b>	-	-	-

## RELATED PARTY TRANSACTIONS

List of Related Parties where Control exists and Relationships:

Sr No.	Names of related parties	Designation
1	Kalpeshkumar Thakkar	Promoter & Executive Director
2	Rakeshkumar Patel	Promoter, Chairman & Non Executive Director
3	Jitendra Patel	Promoter & Managing Director
4	Kalpeshkumar HUF	Promoter
5	Jyotsana Jitendra Patel	Promoter
6	Manish Bachani	Independent Director
7	Simoli Raval	Independent Director
8	Aayushi Bhatia	Company secretary
9	Vishwajit Kashela	Chief Financial Officer
10	Manisha Thakkar	Promoter Group
11	Kalpeshkumar Thakkar HUF	Promoter Group
12	Jayendra B. Thakkar	Promoter Group
13	K T Associates	Promoter Group

(₹ in Lakhs)

Transactions during the year:	For the Period / Year Ended on			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Remuneration/Salary:</b>				
Kalpeshkumar Thakkar	0.00	3.00	3.11	0.12
Rakeshkumar Patel	0.00	3.83	2.83	0.00
Jitendra Patel	5.00	3.00	0.00	0.00
Manisha Thakkar	0.00	0.00	0.00	0.48
Aayushi Bhatia	0.60	0.15	0.00	0.00
Vishwajit Kashela	2.00	2.80	0.00	0.00
<b>Unsecured Loan Taken:</b>				
Kalpeshkumar Thakkar	0.00	0.00	11.02	136.43
Jayendra Thakkar	0.00	0.00	0.00	90.66



Transactions during the year:	For the Period / Year Ended on			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Jitendra Patel	4.50	0.00	0.00	0.00
<b>Unsecured Loan Repaid:</b>				
Manisha Thakkar	0.00	0.00	4.14	0.00
Kalpeshkumar Thakkar	0.00	39.47	107.98	0.00
Jayendra Thakkar	0.00	0.00	90.66	0.00
Jitendra Patel	4.50	0.00	0.00	0.00
<b>Loan &amp; advances Given:</b>				
Kalpeshkumar Thakkar HUF	0.00	4.00	8.50	0.00
Jitendra Patel	0.00	7.30	0.00	0.00
Kalpeshkumar Thakkar	1.50	0.00	0.00	0.00
KT Associate	0.00	3.71	0.00	0.00
<b>Loan &amp; advances Taken Back (Repayment):</b>				
Jitendra Patel	0.00	7.30	0.00	0.00
Kalpeshkumar Thakkar HUF	0.00	12.50	0.00	0.00
Kalpeshkumar Thakkar	1.50	0.00	0.00	0.00
<b>Labour Charges</b>	0.00	0.00	0.00	0.00
<b>Other Expenses:</b>				
Jyotsna Jitendra Patel-Rent Exps.	0.90	2.16	2.16	0.00
<b>Professional Fees</b>	0.00	0.00	0.00	0.00
<b>Rental Income</b>	0.00	0.00	0.00	0.00
<b>Advance to Suppliers</b>	0.00	0.00	0.00	0.00
<b>Purchase</b>	0.00	0.00	0.00	0.00
<b>Purchase (Capital Goods)</b>	0.00	0.00	0.00	0.00
<b>Sales:</b>				
K T Associates	0.00	0.00	0.00	27.29
<b>Sale (Capital Goods)</b>	0.00	0.00	0.00	0.00
<b>Deposit Received (Repaid)</b>	0.00	0.00	0.00	0.00
<b>Sitting Fees:</b>				
Manish Bachani	0.00	0.18	0.00	0.00
Simoli Raval	0.24	0.00	0.00	0.00
Drashti Dedyani	0.00	0.18	0.00	0.00
<b>Reimbursement</b>	0.00	0.00	0.00	0.00

(₹ in Lakhs)

Outstanding Balance (Receivables)/Payable	For period ended August 31, 2024	For year ended March 31, 2024	For year ended March 31, 2023	For year ended March 31, 2022
<b>Unsecured Loan:</b>				
Kalpeshkumar Thakkar	0.00	0.00	39.47	136.43
Kalpesh kumar Thakkar HUF	0.00	0.00	(8.50)	0.00
Manisha Thakkar	0.00	0.00	0.00	4.14
Jayendra Thakkar	0.00	0.00	0.00	90.66
<b>Trade Receivables</b>	0.00	0.00	0.00	0.00
<b>Salaries/Director Remuneration Payable</b>				
Kalpeshkumar Thakkar	0.00	0.00	3.01	0.00



Outstanding Balance (Receivables)/Payable	For period ended August 31, 2024	For year ended March 31, 2024	For year ended March 31, 2023	For year ended March 31, 2022
Rakeshkumar Patel	0.00	0.00	2.83	0.00
Vishwajit Kashela	0.40	0.00	0.00	0.00
<b>Trade Payables</b>	0.00	0.00	0.00	0.00
<b>Reimbursement Payable</b>	0.00	0.00	0.00	0.00
<b>Rent Payable</b>				
Jyotsna Jitendra Patel-Rent Exps.	0.00	0.00	0.18	0.00

## FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Prospectus.

## AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS:

**Average price at which the Equity Shares were acquired by our Promoters in last one year:**

Sr. No.	Name of Promoters	No. of Equity Shares Acquired	Average Cost of Acquisition per equity share (in ₹)*
1.	Kalpeshkumar Bhagvandas Thakkar	1005400	NIL <sup>^</sup>
2.	Kalpesh Kumar Thakkar HUF	495000	NIL <sup>^</sup>
3.	Rakeshkumar Rameshbhai Patel	484000	NIL <sup>^</sup>
4.	Jitendra Rameshbhai Patel	800000	25.00
5.	Jyotsana Jitendrabhai Patel	800000	25.00

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

<sup>^</sup> Being Bonus shares.

**Average Cost of Acquisition of Promoters:**

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*#
1.	Kalpeshkumar Bhagvandas Thakkar	2010800	5.40
2.	Kalpesh Kumar Thakkar HUF	990000	5.10
3.	Rakeshkumar Rameshbhai Patel	968000	5.68
4.	Jitendra Rameshbhai Patel	800000	25.00
5.	Jyotsana Jitendrabhai Patel	800000	25.00

## PRE-IPO PLACEMENT

Our Company has not allotted any shares under pre-IPO Placement.

## ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Except as disclosed in chapter titled as “*Capital Structure*”, our company has not issued any equity shares for consideration other than cash. For further details regarding issuance of shares, please refer section titled “*Capital Structure*” beginning on Page No. 58 of this Draft Prospectus.

## SPLIT / CONSOLIDATION

No Split or Consolidation has been done during the last one year.

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.



### SECTION III – RISK FACTORS

*Any investment in equity securities involves a high degree of risk. Investors should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, “Business Overview”, “The Issue”, “Industry Overview”, “Restated Financial Information”, “Outstanding Litigation and Other Material Developments”, and “Management’s Discussion and Analysis of Financial Position and Results of Operations” beginning on page no. 108, 46, 96, 159, 177 and 162 respectively, as well as the other financial and statistical information contained in this Draft Prospectus.*

*Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. 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 conditions and Draft Prospectus.*

*This Draft Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing 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 consequences to you of an investment in the Equity Shares.*

*The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.*

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.

#### **INTERNAL RISK FACTORS:**

- 1. A certain amount of our revenue is generated from certain key customers, and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on a limited number of customers for a certain portion of our revenues. There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. Also as per nature of our business, we do not have any firm agreements with our customers. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the industry or the economic environment generally, such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition.

Our reliance on a selected group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. In addition, our revenues may be adversely affected if there is an adverse change in any of our customers supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. The loss of one or more of our significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, to sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us.



The following is the break up of top ten customers of our Company for the period ended August 31, 2024, Fiscal 2024, 2023 and Fiscal 2022.

(₹ in Lakhs)

Particulars	August 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Top 10 Customers</b>	2877.63	61.44%	2052.44	42.12%	877.55	75.69%	147.55	100%

2. ***We rely significantly on some suppliers for the supply of our raw materials. If these suppliers are unable or unwilling to supply raw materials on time or otherwise fail to meet our requirements, our business will be harmed. An inability to procure the desired quality, quantity of our raw materials in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition.***

Although our supplier base is diversified, still we are dependent significantly on our suppliers. As per nature of our business, we do not have any contracts with our suppliers with any commitment to supply products to us. If our suppliers are unable to supply our products in sufficient quantities and on a consistent basis, we may not be able to sell our products to our customers in a timely manner. If we were to experience a supply disruption, it could take an extended period of time to find and qualify an alternate vendor. There is no guarantee that we would be able to obtain such alternative sources of supply on a timely basis, if at all. Further, all our suppliers are centric in Gujarat. Our Company may experience significant business disruption if we are unable to secure necessary raw materials from our suppliers or suffer reduction in efficiency, the revenue from operations of the Company will get severely affected.

The following is the break up of top ten suppliers of our Company for the period ended August 31, 2024, Fiscal 2024, 2023 and Fiscal 2022.

(₹ in Lakhs)

Particulars	August 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Top 10 Suppliers</b>	3058.15	63.60	2988.86	66.63	900.37	100.00	Nil	Nil

3. ***Our revenues are highly dependent on our operations in the geographical region of state of Gujarat. Any adverse development affecting our operations in this region could have an adverse impact on our business, financial condition and result of operations.***

We derive our revenue from various domestic regions. However, we derive a large portion of our revenue from state of Gujarat. The State of Gujarat contributed 89.67%, 87.63%, 93.53% and 80.70% of our total revenue for the period ended August 31, 2024 and for the financial year ended on March 31, 2024, March 2023 and March 2022, respectively. If the economic conditions of State of Gujarat become volatile or uncertain or the conditions in the financial market deteriorate, or if there are any changes in laws applicable to our industry or if any restrictive conditions are imposed on us or our business, there will be a severe impact on the financial condition of our business. Further, the ultimate customers located in this geography may reduce or postpone their spending significantly which would adversely affect our operations and financial conditions.

4. ***Our Company, its Directors and its Promoters are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various forums and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status.***

There are outstanding legal proceedings involving the Company, its Promoters and its Directors. These proceedings are pending at different levels of adjudication before various courts. The details of such outstanding litigations as at the date of this Draft Prospectus are as follows:

(₹ in Lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings	Nil	Nil
Outstanding Actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	4	19.40

<b>Litigation involving our Directors (other than Promoters)</b>		
Criminal proceedings	Nil	Nil
Outstanding Actions by regulatory and statutory authorities	Nil	Nil
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	Nil	Nil
<b>Litigation involving our Promoters</b>		
Criminal proceedings	1	Not ascertainable
Outstanding Actions by regulatory and statutory authorities	1	Not ascertainable
Material civil litigation	Nil	Nil
Direct and indirect tax proceedings	7	97.75

We may be required to devote management and financial resources in the defend or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition.

For further details of litigation proceedings, please refer to the chapter titled **“Outstanding Litigations and Material Developments”** on page 177 of this Draft Prospectus.

**5. Our Company has reported certain negative cash flows from its operating activity, investing activity and financing activity, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had reported certain negative cash flows in previous years as per the Restated Financial Statement, as stated below:

<b>Particular</b>	<b>For the period ended</b>			
	<b>August 31, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Cash flow from/ (used in) Operating Activities	(785.77)	88.08	261.10	24.95
Cash flow from (used in) Investing Activities	(197.27)	(536.55)	-	-
Cash flow from / (used in) Financing Activities	886.55	425.54	(147.82)	(24.92)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. Since our Company is in a growth phase, our working capital requirement has increased in tandem and this has resulted in negative cash flow from operations in the FYs 2023-24, 2022-23, 2021-22 and the period ended August 31, 2024. We may continue to have negative operating cash flows in future. If our Company is not able to generate sufficient operating cash flows, it may adversely affect our business and financial operations. For further details, see **“Restated Financial Statements-Restated Statement of Cash Flow”** on page 159.

**6. Our Business is subject to seasonal volatility, which may contribute to fluctuations in our result of operations and financial condition.**

The major raw material used in our manufacturing operations is Castor Seeds. Due to the seasonal availability of these castor seeds, our business is seasonal in nature. The period during which our business may experience higher revenues varies from season to season depending upon the availability and thereafter harvesting of this raw material. During the crop season, we are able to procure these raw materials at reasonable terms and in substantial quantities, whereas during the off-season their availability is less and also there are price variations. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole Financial Year. The seasonality of Castor Seeds and its impacts may cause fluctuations in our result of operations and financial conditions.

**7. Our Registered Office from where we operate is not owned by us but taken on leave and License basis. Our inability to renew the leave and license agreement or any adverse impact on the title or ownership rights of our owner/landlord in relation to these premises may impede our operations.**

Our Registered Office as disclosed under the chapter titled as **“Business Overview”** on page no. 108, from where we operate is on the premises that has been taken on leave and license from promoter. Upon expiration of the agreement, we will be required to negotiate the terms and conditions. Our leave and license agreement is renewable on mutually acceptable terms and upon payment of such rent escalations as stated in the leave and license agreement. Any delay or non-payment of rent may result in vacation of the property. In the event that we are required to vacate our current premises, we would be required to make alternate arrangements for our infrastructure and there can be no assurance that the new arrangements will be on commercially acceptable terms. Further, relocation of any part of our operations may cause disruptions to our business and may require significant expenditure. 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.

**8. Our cost of production is exposed to fluctuations in the prices of our raw material such as Castor Seeds.**

We are mainly engaged in the business of manufacturing Refined Castor Oil First Stage Grade (F.S.G.) and Castor De Oiled Cake for the domestic market. Castor Seeds is an important raw material required in the manufacturing of the abovementioned finished products. We source required raw material as mentioned above through domestic market. We are exposed to fluctuations in the price of the Castor Seeds and may be unable to control factors affecting the price directly or indirectly at which we procure such materials, particularly as we do not enter into any supply agreements with our suppliers. We also face the risks associated with compensating for or passing on such an increase in our cost of production on account of such fluctuations in price to our customers. Particularly, we do pass on the increase in the cost of production to our customers through a corresponding increase in the price of our products in order to maintain our historical margins.

**9. Our business is dependent and will continue to depend on our manufacturing unit, limited products and we are subject to certain risk in our manufacturing process such as breakdown or failure of equipment, industrial accidents, severe weather conditions and natural disasters.**

We have a manufacturing unit situated at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat. Our products primarily include Refined Castor Oil First Stage Grade (F.S.G.) and Castor De Oiled Cake. Our business is dependent upon limited products and our ability to manage our operations which involves manufacturing, storage and transportation, which are subject to various operating risks, including planned shutdowns of our manufacturing unit for maintenance, statutory inspections and testing and those beyond our control, such as the breakdown or failure of equipment, industrial accidents, severe weather conditions, and natural disasters. Any significant malfunction or breakdown or occurrence of any accident involving any of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing operations or systems (together, or “Manufacturing Assets”) may entail significant repair and maintenance costs, cause delays, suspension or full or partial shutdown of our operations. If we are unable to repair or rectify our Manufacturing Assets in a timely manner or at all which could have an adverse effect on our business, financial condition and results of operations.

We may also experience loss of, or a decrease in, revenue due to lower manufacturing levels. Our installed capacity at our manufacturing facility for the period ended August 2024 and Financial Year ended March 2024, March 2023 and March 2022, was as follows:

Particulars	For the period ended August 2024	FY 2023-24	FY 2022-23	FY 2021-22
Total Installed Capacity (in MTPA)	4667	4000	Nil	Nil
Capacity Utilized (in MTPA)	3758	2713	Nil	Nil
Utilized Capacity (in %)	80.52%	67.83%	Nil	Nil

As certified by chartered engineer Mr. Devang Shah, vide his certificate dated October 21, 2024.

For further details, see heading “Capacity and Capacity Utilization” under chapter titled as **“Business Overview”** starting from on page 108 of this Draft Prospectus.

- 10. The Company is yet to place orders for 100% of the plant & machineries for our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of plant & machineries may delay our implementation schedule and may also lead to increase in price of these plant & machineries, further affecting our revenue and profitability.**

Although we have identified the type of plant and machineries required to be bought and the suppliers, however, we are yet to place orders for 100% of the plant & machinery worth ₹ 829.00 lakhs as detailed in the “Objects of the Issue” beginning on page 72 of this Draft Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including time of delivery as per the terms & conditions of quotations, possible cost overruns, changes in management’s views of the desirability of current plans, change in supplier of plant & machineries, Equipment among others, which may have an adverse effect on our business and results of operations.

The total estimated cost of machinery including installation and transportation charges is ₹ 829.00 lakhs. Out of total estimated budget for purchase of machineries, machinery worth ₹ 155.00 lakhs is proposed to be purchase from BB Consultancy & fabrications, machineries and parts of machineries worth ₹ 299.00 lakhs is proposed to be purchased from Reidius Engitech Private Limited and machineries and parts of machineries worth ₹ 375.00 Lakhs is proposed to be purchased from Troika Processes LLP. Please note none of the proposed suppliers are related to the Company or Directors or promoters of the Company.

Further, we cannot assure that we would be able to procure these machineries or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in cost and time overrun, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 72 of this Draft Prospectus.

- 11. Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.**

We are a manufacturing company, and, at all points in time, a certain portion of our assets comprises of an inventory of raw materials, work in progress and finished goods. Maintaining a sufficient inventory of raw materials is critical for our operations including as a buffer against any supply disruptions. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of business and increase the costs of our operations. In the event we overestimate our requirements for raw materials as compared to the demand for our products, it may lead to situations that require us to block more capital and increase our operating costs in connection with inventories and further expose us to variations in raw materials risk. Equally, if we underestimate our requirements for raw materials, it may adversely affect our ability to manufacture the required quantity of products for our customers’ requirements in a timely and cost-efficient manner which may lead to loss of business and / or the opportunity to service customers which could adversely affect our business, results of operations and financial condition. Further, we may also lose opportunities to acquire raw materials in a cost-effective manner, thereby increasing costs of operations and adversely affecting our working capital requirements. Additionally, if our inventory of finished products is not dispatched on time or if there is any unanticipated delay in the delivery of our finished products or if the finished products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

- 12. Any failure in our quality control processes may have an adverse effect on our business, results of operations and financial condition.**

Adherence to quality standards is crucial for our business to maintain strong relationships with customers and ensure their satisfaction. We have quality system and controls in place with ISO 9001:2015 Quality Management System Certificate. We have implemented quality checks & tests and regularly conduct inspections of raw materials sourced from suppliers and finished products manufactured by us on the basis of our internal quality standards. However, we cannot assure you that our quality control processes will not fail or the quality tests and inspections conducted by us will be accurate at all times. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality assurance procedures, negligence or otherwise, may damage our products and result in deficient products. Failure to achieve or sustain compliance with these standards can lead to adverse consequences, including a potential decrease in customers. Customers may prefer competitors who consistently meet quality requirements, which can harm our reputation and market position. In the event of degradation in quality, we may face legal disputes and commercial conflicts, further impacting our business and financial condition. Inadequate insurance coverage for potential liabilities may also expose us to financial risks, affecting our overall financial performance.



**13. Our operations are subject to high working capital requirements. If we are unable to generate sufficient cash flows to allow us to make required payments, there may be an adverse effect on our results of operations.**

Our business requires significant amount of working capital and major portion of our working capital is utilized towards raw material procurement, debtors and inventories. Presently we meet our working capital needs from internal accruals and banking arrangements. We have been sanctioned financing facilities from Banks and Financial Institutions. In future, our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, it may affect our business operations and financials.

For further details regarding working capital requirement, please refer to the section “*Objects of the Issue*” on page 72 of this Draft Prospectus.

**14. In addition to regular remuneration, other benefits and expense reimbursement our Promoters and Directors hold a vested interest in our Company; to the extent of their shareholding and associated dividend entitlements They also have a stake in transactions involving our company, whether with themselves individually or with our group companies/entities. Our Company in future may enter in related party transactions subject to necessary compliances.**

Our Promoters – Directors are interested in our Company to the extent of their shareholding and associated dividend entitlements thereon in our Company, in addition to regular remuneration or benefits and expenses reimbursement. Our Promoters and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity. All transactions with related parties entered into by the company in past were at arm’s length basis, in compliance with applicable provisions of Companies Act, 2013 and other applicable provisions. Our company, promoters and group companies may enter into such related party transaction in future as well which may be or may not be at Arms’ Length Price and in Ordinary Course of Business.

If such future transactions are not on Arms’ Length Price and in Ordinary Course of Business, our financial position may get affected to that extent. Additionally, our Company may enter in related party transactions in future subject to necessary compliances in accordance with relevant acts, rules and regulations. For details of transactions already executed by our Company with our Promoters, Directors and Group Companies/Entities during last three years, please refer to the “*Annexure-27 titled Related party Transaction*” under the Chapter titled “*Restated Financial Information*” beginning on Page No. 159 of this Draft Prospectus.

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

**15. Our company has not complied with certain statutory provisions with respect to filing forms of the Companies Act. Such non-compliance may attract penalties and prosecution against our Company and its Directors which could impact the financial position of us to that extent.**

Our Company is required to make filings under various rules and regulations as applicable under the Companies Act, 2013. Further, few forms have not been filed within the stipulated time period. Due to such delays in filings, our Company has on those occasions paid the requisite additional fees and made the filings with the ROC in compliance with the Companies Act, the list of delayed filling in recent years is mentioned herein :

Sr No.	Form	Due Date of Filing	Date of Filing
1.	SH-7	19-03-2023	17-08-2023
2.	PAS-3	17-03-2023	18-08-2023
3.	DPT-3	30-06-2023	19-08-2023
4.	MGT-14	19-03-2023	23-08-2023
5.	PAS-6	31-05-2024	29-06-2024
6.	DIR-12	30-03-2024	29-06-2024
7.	CHG-1	28-06-2024	24-07-2024
8.	MGT-14	29-10-2018	30-09-2024
9.	ADT-1	07-01-2024	29-06-2024
10.	ADT-3	14-12-2023	29-06-2024



11.	AOC-4	30-09-2023	29-11-2023
12.	ADT-1	30-01-2021	14-09-2023
13.	MGT-14	06-10-2024	22-10-2024
14.	AOC-4	26-10-2016	17-11-2024
15.	MGT-7	25-11-2016	18-11-2024
16.	MGT-14	03-03-2024	17-12-2024
17.	MGT-14	08-03-2024	17-12-2024
18.	MR-1	03-03-2024	17-12-2024

Further, few of the forms filed have been filed with inadvertent errors and without attachment. Furthermore, one of our Director Mr. Rakeshkumar Rameshbhai Patel was appointed by the Board of Directors of Company in their meeting held on April 15, 2023. However, his DIN was approved on April 29, 2023. Our company Suo-moto initiated Compounding and Adjudication for late filing under section 117 of the Companies Act, 2013 for which our Company has filed application with vide SRN: N00959924 dated October 08, 2024 for which, Registrar of Companies, Gujarat had passed order dated November 14, 2024 in this regard and imposed penalty of Rs. 6,83,200/- on company and liable person. Further our company vide letter dated December 06, 2024 had agreed to pay penalty of Rs.6,83,200/- towards the same adjudication. Final intimation for mode of payment for making payment of the said penalty is awaited from the appropriate authority.

Although no show cause notice has been issued against the Company till date in respect of above, such delay, non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company is in process of setting up a system to ensure that the requisite filings are done appropriately and within the timelines.

**16. Our Company has not paid Self-Assessment Tax for AY 2024-25 and has not filed Income Tax Return for AY 2024-25.**

Our Company has not paid Self-Assessment Tax for AY 2024-25 of Rs. 89.88 Lakhs (excluding Interest and before TDS credit) and has not filed Income Tax Return for AY 2024-25 due to liquidity issues and the same will be regularized in due course of time. Continued failure to file the income tax return or to pay taxes may result in escalating penalties, which can increase significantly the longer the delay continues. In addition to penalties, interest may be charged on unpaid tax amounts, which increases the amount owed over time. We cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by respective statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

**17. We have a history of net losses and negative earnings per share (“EPS”). We need to generate and sustain increased revenues while managing our expenses to achieve profitability, and our inability to achieve these goals may have an adverse effect on our business, results of operations, cash flows and financial condition.**

We have a history of net losses and negative EPS. The following table sets forth our restated loss, our basic and diluted EPS as at and for the period / year:

Particulars	(₹ In Lakhs)			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Restated Profit after Tax as per Profit & Loss Statement	225.55	264.43	64.28	(11.43)
Earnings Per Share - Basic & Diluted <sup>1</sup> (₹)	3.93	9.21	47.12	(114.35)
Earnings Per Share - Diluted <sup>1</sup> (₹)	3.93	4.64	1.32	(0.24)

We incurred losses for F.Y 2021-22 as a result of, among others, lower capacity utilization of our manufacturing facility, as well as lower gross margins due to inefficient utilization of manufacturing resources. For further details, see “*Management Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 162. We may continue to incur losses and have negative EPS for the foreseeable future and may not achieve or maintain profitability in the future. Any failure by us to achieve or sustain profitability on a consistent basis, or at all, may have an adverse impact on the value of our Equity Shares. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected.



**18. Our Contingent Liability and Commitments could affect our financial position.**

As on August 31, 2024 we had Contingent Liability of ₹ 19.40 Lakhs which has not been provided in our financial statements and which could affect our financial position. Details of Contingent Liabilities and commitments are as follows: -

(₹ In Lakhs)

Particulars	Period Ended on August 31, 2024
<b>Claims against the Company not acknowledged as debt</b>	
Custom Duty saved on import of Capital Goods under EPCG Scheme	-
Bank Guarantees	-
Indirect Tax Liability	18.15
Direct Tax Liability	1.25
<b>Total</b>	<b>19.40</b>

**19. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.**

Our financing arrangements contain restrictive covenants (i.e. mandatory covenants) whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, changes in fixed assets, enter into borrowing arrangement, not to undertake any guarantee including group companies etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “*Financial Indebtedness*” beginning on page 172 of the Draft Prospectus.

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

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our significant insurance policy consists of fire insurance. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks such as cash in transit, goods in transit, machinery breakdown, keyman insurance, workmen compensation, group personal accident or mediclaim policy. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policy will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

**21. Our Company has not entered into any agreements/contracts with the Suppliers and Customers.**

Related to shortfall or non-availability of raw material and other utilities may adversely affect our manufacturing processes and have an adverse impact on our operations and financial condition. We do not have long term arrangements with our vendors/suppliers and we operate on a purchase order basis. There are no long-term supply agreements for our raw material and other utilities. Our inability to obtain high quality raw materials in a timely and cost-effective manner would cause delays in our production and delivery schedules besides increasing cost of production, which may result in us losing some customers and hence could lead to reduction in revenues. Hence, we also face market risks for each of these products. We typically do not have firm commitment in the form of long-term supply agreements with most of our key customers and instead rely on purchase orders and other terms of our sales of products. We do not typically have exclusivity arrangements with most of our customers. While we have developed long-term relationships with certain of our customers, there is no commitment on the part of our key customers to continue to place new purchase orders with us and as a result, our cash flow and consequent revenue may fluctuate significantly from time to time. Further, we may not find any other customers for the surplus or excess capacity, in which case we may be forced to incur a loss. The loss of one or more of these significant customers or a

significant decrease in business from any such key customer may materially and adversely affect our business, results of operations and financial condition.

**22. There are certain instances of delays in payment of statutory dues. Any delay in payment of statutory dues or non-payment of statutory dues in dispute may attract financial penalties from the respective government authorities, which may have an adverse impact on our financial condition and cash flows**

There have been certain instances on delay in payment of statutory dues during the period ended on August 31, 2024 and in last three FYs fiscals, which inter-alia include, goods and services tax, provident fund, employees' state insurance, income-tax, which as on the date of this Draft Prospectus has been deposited with relevant authorities. For instance, please see below instances of delay/ irregularity in payment of provident fund dues, ESIC and GST for the periods indicated:

The following table depicts the delays in filing of GSTR – 3B returns by the Company:

For the Financial year/Period	Return Type	Total number of returns filed	Delayed filings
Fiscal 2022	GSTR – 3B	12	02
Fiscal 2023	GSTR – 3B	12	01
Fiscal 2024	GSTR – 3B	12	05
For the period ended August 31, 2024	GSTR – 3B	05	03

The following table depicts the delays in filing of GSTR – 1 return by the Company:

For the Financial year/Period	Return Type	Total number of returns filed	Delayed filings
Fiscal 2022	GSTR – 1	12	02
Fiscal 2023	GSTR – 1	12	-
Fiscal 2024	GSTR – 1	12	-
For the period ended August 31, 2024	GSTR – 1	05	-

Details of payment of provident fund due:

(₹ in Lakhs)

For the Financial year/Period	Total Amount Paid	Amount paid within due date	Delayed payment
Fiscal 2022	0.00	0.00	0.00
Fiscal 2023	0.00	0.00	0.00
Fiscal 2024	1.23	1.23	0.00
For the period ended August 31, 2024	2.82	2.82	0.00

Details of payment of ESIC dues:

(₹ in Lakhs)

For the Financial year/Period	Total Amount Paid	Amount paid within due date	Delayed payment
Fiscal 2022	0.00	0.00	0.00
Fiscal 2023	0.00	0.00	0.00
Fiscal 2024	0.11	0.11	0.00
For the period ended August 31, 2024	0.19	0.19	0.00

There can be no assurance that such delays may not arise in future. This may lead to financial penalties from respective government authorities which may have a material adverse impact on our financial condition and cash flows.

**23. If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.**

We require certain statutory and regulatory licenses, registrations and approvals to operate our business some of which are granted for a fixed period of time and need to be renewed from time to time. Although we have obtained all the requisite licences to operate our business, in future, we may also be required to obtain new licenses, registrations and approvals for any proposed operations, including any expansion of existing operations. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals upon their expiry in a timely manner or at all. We also cannot assure you that the applicable authorities shall not take adverse actions against us for delayed application for the aforementioned approvals.


Further, these licenses, registrations and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. We may be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. Further, our Company will be responsible for bearing any and all liabilities arising out of this non-compliance. If we are unable to renew, maintain or obtain the required registrations or approvals, it may result in the interruption of our operations and may have a material adverse effect on our revenues and operations. Failure by our Company to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our Company's operations and may have a material adverse effect on our business. For further details on the licenses obtained by our Company, see **"Government and Other Approvals"** beginning on page 181.

**24. The machineries used by the Company for the purpose of its operations are taken on lease. Any termination of the relevant lease agreements or rent agreements in connection with such machinery or our failure to renew the same could adversely affect our operations.**

Some of our Machineries located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan - 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan - 384 225, Gujarat are taken on lease by our company. Our Company entered into Leave and License agreement dated March 31, 2023 from Mr. Chaudhari Girishkumar Govindbhai. Further, Lease agreement was executed on April 01, 2024 valid for a further period of 2 years. As a result, we are dependent on third-party lessors for the continued availability and operational efficiency of these machines. Non-adherence of any covenants of the lease agreements or termination of the lease in connection with the above machineries or our failure to renew the same, in a timely manner could adversely affect our operations. If we are required to terminate the lease agreement, we would be required to make alternative arrangements for our business activities and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms which could have an adverse effect on our business, prospects, results of operations and financial condition.

For further details, please refer chapters titled **"Business Overview"** beginning on Page No. 108.

**25. Our Company has applied for registration of the trademarks in its name. Until such registration is granted, we may not be able to prevent unauthorised use of such trademarks by third parties, which may lead to the dilution of our goodwill**

Our Company has made application dated July 10, 2024 for its logo '' under class 30 of the under the Trade Mark Act, 1999 which is currently objected as on date. There can be no assurance that we will be able to successfully obtain or remove objection raised for the logo of the Company, which may affect our ability to use such trade marks in the future. If we are unable to renew or register our trademarks for various reasons including our inability to remove objections to trademark application, or if our unregistered trademark is registered in favour of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark and consequently, we may not be able to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities, causing damage to our business prospects, reputation and goodwill in India and abroad. Apart from this, any failure to register or renew registration of our registered trademark may affect our right to use such trademark in future.

Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation,

which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad.

Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge in India and abroad. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand name is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such brand name will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source in India and abroad. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position in India and abroad. For further details see “*Business Overview*” and “*Government and Other Statutory Approvals*” beginning on pages 108 and 181, respectively of this Draft Prospectus.

**26. *Our operations depend on the availability of timely and cost-efficient transportation and other logistic facilities and any prolonged disruption may adversely affect our business, results of operations, cash flows and financial conditions.***

Our operations are dependent on the timely transport of raw materials to our manufacturing facilities and of our products to our customers. We typically rely on third party transportation providers for transportation of Raw Material to our manufacturing facility and finished products from our manufacturing facility to our customers, which are subject to various bottlenecks, including roadblocks, weather, strikes or civil disruptions. We may experience disruption in the transportation of raw materials by road and delivery of the products to our customers due to bad weather conditions. Any failure to deliver our products to our customers in an efficient, reliable and timely manner could have an adverse effect on our business, results of operations, cash flow and financial conditions.

**27. *Our Company have been in the manufacturing industry from more than one year.***

Our company has been operating in the manufacturing industry for over one year, having transitioned from the trading activities. The limited prior experience in the manufacturing sector may affect our ability to address industry-specific challenges effectively, delays in strategy execution and future growth prospects.

**28. *Our Business is dependent on adequate and uninterrupted supply of electrical power and water at a reasonable cost. Failure on account of unavailability of electrical power and water may restrict us in utilizing our full capacity and hence, may impact our business and result of operations.***

Adequate and cost-effective supply of electrical power is critical to our operations, which entails significant consumption of electrical power. Currently, we source power requirements by purchasing electricity from Uttar Gujarat Vij Company Limited (UGVCL) but there can be no assurance that electricity supplied by them will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. Further, if the per unit cost of electricity is increased by the state electricity board, our power costs will increase and it may not be possible to pass on any increase in our power costs to our customers, which may adversely affect our profit margins. We source our water requirements at our manufacturing units by procuring the same from Garm panchayat. Lack of sufficient water resources or an increase in the cost of such water used in manufacturing facilities could adversely affect our business, financial condition and results of operations.

**29. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures may adversely affect our business, financial condition and results of operations.***

The Castor oil segment is highly competitive. Increasing competition may subject us to pricing pressures and require us to reduce the prices of our products and services in order to retain or attract customers, which may have a material adverse effect on our revenues and margins. Further, many of our competitors are larger international and domestic companies and have access to greater resources or may be able to develop or acquire technology or partner with innovators or customers at terms which are not presently feasible for us, due to our current scale of operations. Any failure to keep abreast of technological advancements might place our competitors at an advantageous position in terms of cost, efficiency and timely delivery of final products. While we are focused on developing cost and time efficiencies and to broaden our product range, in particular in certain niche segments, in the event our competitors develop better process technology or improved process yield or are able to source raw materials at competitive prices, and are therefore able to create new products or substitutes for our products at competitive prices, we may not be able to maintain our growth rate and revenues and our profitability may decline. Any of these factors may have a material adverse effect on our business and prospects.

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

As of August 31, 2024 our Company had total indebtedness in the form of short term and long-term borrowings of ₹ 891.30 lakhs on restated basis. Our indebtedness could have several important consequences, including but not limited to the following:

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

Many of our financing agreements also include various conditions and covenants that require us to obtain consent of the lenders prior to carrying out certain activities or entering into certain transactions. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer chapter titled **“Restated Financial Statement”** beginning on page 159 of this Draft Prospectus.

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

We have secured outstanding debt of ₹ 891.30 lakhs as on August 31, 2024 and we have secured our lenders by creating charge over our movable and immovable properties. In the event we default in repayment of the loans availed by us and any interest thereof, our properties may be forfeited by lenders. Please note, secured lender M/s Bank of India has provided their consent to include name and No Objection Certificate dated July 09, 2024 towards proposed issue of the shares by the issuer. For further information on the financing and loan agreements along with the total amounts outstanding, please refer to section titled **“Restated Financial Information”** on page 159 of this Draft Prospectus.

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

Our performance depends largely on the efforts and abilities of our promoters, senior management and other key personnel. They have gained experience in this line of business and have over the years built relations with our customers and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for project development and procurement activities, and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see **“Our Management”** on page 132 of this Draft Prospectus.

Our future success substantially depends on the continued service and performance of the members of our senior management team and other key personnel in our business for management, running of our daily operations, and the planning and execution of our business strategy. There is intense competition for experienced senior management and other key personnel with technical and industry expertise in our business and if we lose the services of any of these or other key individuals and are unable to find suitable replacements in a timely manner, our ability to realize our strategic objectives could be impaired. We face specific disadvantages in our efforts to attract and retain our management. As a public sector undertaking, Government of India policies regulate and control the emoluments, benefits and perquisites that we pay to our employees, including our key managerial and technical personnel and these policies may not permit us to pay at market rates.

Additionally, we may not have in place the necessary systems and processes to develop key personnel internally. Our Company does not maintain any director’s and officer’s insurance policy or any keyman insurance policy. The loss



of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business and results of operations. Our performance also depends on our ability to attract and train highly skilled personnel. If we are unable to do so, it would materially and adversely affect our business, prospects and results of operations.

We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

**33. *Our promoters do not have significant experience in the castor oil industry.***

Our promoters do not have substantial prior experience in the castor oil industry, which may affect the company's ability to effectively manage industry-specific challenges, operations, and growth opportunities. While our management team includes directors with expertise in relevant fields, the lack of industry-specific experience at the promoter level could result in suboptimal decision-making, delay in implementation of strategies, or inability to adapt to industry trends and regulatory changes. This could adversely impact our business operations, financial performance, and future growth prospects.

**34. *Some of our Directors does not have prior experience of being a Director of a Listed Company.***

None of our Directors have prior experience of being a directors/ holding directorship of listed companies. Accordingly, they have limited exposure as regards managing the affairs of a listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will be required to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. Our Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly/half yearly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy the reporting obligations. Further, as a publicly listed company, our Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Board of our Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

**35. *Certain of our promoter and director have past instances of credit card and other due settlements.***

Our Promoter and Director, Mr. Kalpeshkumar Thakkar, and Independent Director, Mr. Manish Bachani, have past instances of credit card settlements and other due amounts reflected in their credit reports. As per the consumer credit report, Mr. Kalpeshkumar Thakkar had credit card dues of Rs. 88,262/- with Kotak Mahindra Bank as of March 31, 2024 and Rs. 63,543/- with RBL Bank as of October 15, 2024, both classified as write-offs and settled for Rs. 45,000/- and Rs. 28,000/- respectively. Mr. Manish Bachani had an overdue amount of Rs. 7,952/- on a credit facility as of June 30, 2021, reported as overdue in his credit report and, as confirmed by the said persons, the same have been regularised in the past.

**36. *Relevant copies of educational qualification of two of our directors and one promoter is not traceable.***

Relevant copies of the educational qualification of our Director, namely, Kalpeshkumar Thakkar, Rakeshkumar Rameshbhai Patel and promoter named Mrs Jyotsanaben Jitendrabhai Patel is not traceable. In accordance with the disclosure requirements in respect of brief biographies of the Directors, we have relied on affidavit provided by such Director and promoter for the purpose of disclosure in the chapter titled "***Our Management***" beginning on page 132 of this Draft Prospectus.

**37. *Certain members of our promoter group have not filed Income Tax Returns ("ITR").***

As on the date of this Draft Prospectus, certain members of our promoter group have not filed ITRs for any financial year. In the event cognizance is taken by certain authorities in relation to the aforesaid, it may result in penal actions against the said persons, which may affect our reputation.



**38. Certain members of our promoter group have not PAN (“PAN”).**

As on the date of this Draft Prospectus, certain members of our promoter group does not have PAN. In the event cognizance is taken by certain authorities in relation to the aforesaid, it may result in penal actions against the said persons, which may affect our reputation.

**39. There are instances of mismatch in name and date of birth in the documents of certain members of our promoter group.**

Some of our promoters and certain members of promoter groups have differences in name and date of birth in their documents. We have relied on the affidavits and declarations provided by them for the purpose of making disclosures in the offer document.

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

To remain competitive and efficient, modernization and technology upgradation are crucial for reducing costs and increasing output. Our business heavily relies on technology and machinery to deliver quality services. However, there is a risk of our technology and machinery becoming obsolete over time or not being upgraded timely, which can adversely impact our operations and financial condition, leading to a loss of competitive edge in the market. While we believe that we have implemented updated technology, we understand the importance of continuous improvement. We are committed to staying abreast of the latest technological standards and trends to enhance our capabilities. In the event of a new technology emerging in our industry, we may be required to invest in adopting that technology or upgrading our existing machinery and equipment to remain competitive.

The costs associated with upgrading technology and modernizing machinery are significant, and they can have a substantial impact on our finances and operations. These investments may lead to higher capital expenditures and can temporarily affect our profitability and cash flow. We must carefully assess the potential benefits and returns on such investments to ensure they align with our long-term growth objectives.

Our ability to successfully implement technology upgrades and modernization efforts depends on various factors, including availability of skilled technicians, compatibility of new technology with existing systems, and adequate financial resources. Delays or challenges in adopting new technology can hinder our operational efficiency and competitiveness in the market.

**41. Significant disruptions of information technology systems or breaches of data security could adversely affect our business.**

We depend upon information technology systems and third-party software, including internet-based systems, for our business operations, and these systems facilitate the flow of real-time information across departments and allows us to make information driven decisions and manage performance. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. Any such disruption may result in the loss of key information and disrupt our operations. In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Although we have not experienced any significant disruptions to, or security breaches of, our information technology systems, we cannot assure you that we will not encounter such disruptions in the future and any such disruptions or security breaches could have an adverse effect on our business and reputation.

**42. 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 is lower than the Issue Price as detailed in the following table:

Date of Allotment	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of consideration	Nature of allotment
March 18,2024	4,00,000	10/-	50/-	Cash	Right Issue
March 28,2024	4,00,000	10/-	50/-	Cash	Right Issue
July 4,2024	28,72,400	10/-	Nil	Nil	Bonus Issue

**43. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price.**

Our Promoter's average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:

Sr No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)
1.	Kalpeshkumar Bhagavandas Thakkar	2010800	5.40
2.	Kalpeshkumar Thakkar HUF	990000	5.10
3.	Rakeshkumar Rameshbhai Patel	968000	5.68
4.	Jitendra Rameshbhai Patel	800000	25.00
5.	Jyotsana Jitendrabhai Patel	800000	25.00

**44. We could be adversely affected due to misconduct or errors of our employees that are difficult to detect and any such incidents could adversely affect our financial condition, results of operations and reputation.**

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

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

Our company faces potential risks related to incidents of theft or damage to inventory. While we have not encountered such situations in the past, we acknowledge that there is a possibility of experiencing inventory losses due to various factors such as employee theft, vendor fraud, and general administrative errors. These incidents could have a negative impact on the results of operations and financial condition. During the execution of the contract and up to defect liability period we are generally fully liable to compensate all concerned for any loss, damage, or destruction of work, structure, property etc. including third party risk arising due to causes attributable to us.

Despite implementing security measures and internal controls, there is no guarantee that we will completely avoid instances of fraud, theft, employee negligence, or security lapses in the future. Any such occurrence could lead to significant financial losses and affect our overall business performance.

Although we have insurance coverage against losses due to theft, fire, breakage, or damage caused by other casualties, the extent of coverage may not fully mitigate the financial impact of such incidents on our operations and financial condition. In some cases, the losses incurred may exceed the insurance coverage, resulting in additional financial strain for the company.

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

We propose to utilize the Net Proceeds towards utilization for the working capital requirement and General Corporate Purposes of our Company. For further details of the proposed objects of the Issue, see Chapter titled as "**Objects of the Issue**" beginning on page 72. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds,

even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

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

The fund requirement and deployment, as mentioned in the chapter titled as "**Objects of the Issue**" on page 72 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter titled "**Objects of the Issue**" on page 72 of this Draft Prospectus is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation under chapter titled "**Objects of the Issue**" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control and will be subject applicable rules and regulations. The occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

- 48. *Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Moreover, we might not sustain historical dividend levels moving forward.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section "**Dividend Policy**" on page 156 of the Draft Prospectus. While we have paid dividends in the past, there can be no assurance as to whether we will pay dividends in the future and, if so, the level of such future dividends.

- 49. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹ 10,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, 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.

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

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

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

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to

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

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

**52. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "***Basis for Issue Price***" beginning on page 85 of the Draft Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

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

This Draft Prospectus includes information on Industry in which we operate from various sources. For further details, please see chapter titled "***Industry Overview***" beginning on page 96. The data has been furnished by independent agency on their websites and has no relationship with our Company, its Promoters, Directors, or the Lead Manager as on the date of this Draft Prospectus. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. 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. Industry sources and publications are also prepared based on information as of 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. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

**54. *Certain data mentioned in this Draft Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

- 55. In the event there is any delay in the completion of the Issue, or delay in schedule of implementation, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.**

The funds that we receive would be utilized for the objects of the Issue as has been stated in the chapter titled “**Objects of The Issue**” on Page no. 72 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may adversely affect our revenues and results of operations.

- 56. We have not identified any alternate source of raising the funds required for the object of the Issue and the deployment of funds is entirely at our discretion and as per the details mentioned in the section titled “Objects of the Issue”.**

Our Company has not identified any alternate source of funding for our object of the Issue and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operation and financial performance of the company. Further the deployment of the funds raised in the issue will be entirely at the discretion of the management and any revision in the estimates may require us to reschedule our projected expenditure and may have a bearing on our expected revenues and earnings. For further details of Please refer chapter titled “**Object for the Issue**” beginning on page 72 of this Draft Prospectus.

- 57. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.**

Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

- 58. The requirements of being a public listed company may strain our resources and impose additional requirements.**

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge, and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

#### **EXTERNAL RISK FACTORS:**

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax (“**GST**”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited



availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency and may result in significant additional taxes becoming payable.

**60. *Investor may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief

Accordingly, Investors may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as STT. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument (“MLI”), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company’s business, financial condition, results of operations and cash flows.

**61. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

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



**62. *An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our business, results of operations and financial condition.***

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

**63. *Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.***

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

**64. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock prices.***

Global economic and political factors that are beyond our control influence forecasts directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

**65. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

**66. *Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by 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 may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

**67. *Instability in financial markets could materially and adversely affect the results of operations and financial condition.***

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

the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

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

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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "Government and Other Statutory Approvals" on page 181 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our

tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see “Outstanding Litigation and Material Developments” on page 177. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

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

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

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

Prior to the issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India’s economic liberalisation and deregulation policies, and significant developments in India’s fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies’ operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company,

we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

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

**74. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.***

After the completion of the Issue, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

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

On and post the listing of equity shares, we may be subject to ASM and GSM by the Stock Exchange(s) and the Securities and Exchange Board of India. These measures have been introduced in order to enhance market integrity, safeguard the interest of investors and to alert and advise investors to be extra cautious and carry out necessary due diligence while dealing in such securities. The criteria for shortlisting any scrip trading on the Stock Exchange(s) under the ASM is based on an objective criteria as jointly decided by SEBI and the Stock Exchanges(s) which includes market based dynamic parameters such as high low price variation, client concentration, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is typically subjected to GSM measures where there is an abnormal price rise that is not commensurate with the financial health and fundamentals of a company. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalisation, and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

**76. *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 Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant's demat account with depository participant and listing is expected to commence within the period as may be prescribed under the applicable laws. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors' ability to dispose their Equity Shares. We cannot assure that the Equity Shares will be



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credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods prescribed under applicable law

***77. There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the relevant stock exchange within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

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## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	Details
Equity Shares offered	Upto 26,50,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Of which:	
Reserved for Market Makers	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Net Issue to the Public*	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs
Of which	
Retail Portion	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Non-Retail Portion	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Equity Shares outstanding prior to the Issue	57,44,800 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	[●]Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “ <i>Objects Of The Issue</i> ” beginning on Page no. 72 of this Draft Prospectus for information on use of Issue Proceeds.

\* Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows;

- minimum fifty per cent. to retail individual investors; and
- remaining to:
  - i) individual applicants other than retail individual investors; and
  - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

**Explanation:** If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

#### NOTES

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on October 22, 2024 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the Extra-Ordinary General Meeting held on October 23, 2024.





## SUMMARY OF FINANCIAL INFORMATION

### Annexure 1: Restated Summary Statement of Assets and Liabilities

(Amount in Lakhs)

Particulars	Annexure	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Equity and Liabilities</b>					
<b>Shareholders' Funds</b>					
Share Capital	5	574.48	287.24	13.64	1.00
Reserves and Surplus	6	598.09	659.78	203.94	(5.69)
<b>Total Equity</b>		<b>1,172.57</b>	<b>947.02</b>	<b>217.58</b>	<b>(4.69)</b>
<b>Non-Current Liabilities</b>					
Long-Term Borrowings	7	133.33	-	-	345.29
Deferred Tax Liabilities (Net)	8	-	-	-	-
Other Long-Term Liabilities		-	-	-	-
Long-Term Provisions	9	1.20	1.00	-	-
<b>Total Non- Current Liabilities</b>		<b>134.53</b>	<b>1.00</b>	<b>-</b>	<b>345.29</b>
<b>Current liabilities</b>					
Short-term borrowings	7	757.97	-	39.47	-
Trade payables	10				
i) Total outstanding dues of micro enterprise and small enterprise		-	-	-	-
ii) Total outstanding dues other than micro enterprise and small enterprise		89.62	-	-	78.22
Other current liabilities	11	42.62	105.52	182.65	1.34
Short-term provisions	9	167.94	158.38	34.27	-
<b>Total Current Liabilities</b>		<b>1,058.16</b>	<b>263.90</b>	<b>256.39</b>	<b>79.56</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2,365.26</b>	<b>1,211.92</b>	<b>473.97</b>	<b>420.16</b>
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant and Equipment	12	606.98	564.20	38.67	52.26
(ii) Capital Work In Progress	12	140.27	-	-	-
(iii) Intangible Assets		-	-	-	-
Deferred Tax Asset (Net)	8	4.38	4.82	4.05	2.18
Long-Term Loans and Advances	13	-	-	-	-
Other Non-Current Assets	14	0.15	0.15	0.15	0.15
<b>Total Non-Current Assets</b>		<b>751.77</b>	<b>569.17</b>	<b>42.87</b>	<b>54.58</b>
<b>Current Assets</b>					
Inventories	15	1,145.05	493.15	180.20	25.36
Trade Receivables	16	127.00	40.47	5.00	68.90
Cash and Cash Equivalent	17	2.32	98.80	121.73	8.45
Short-Term Loans and Advances	13	313.94	-	122.96	246.46
Other Current Assets	14	25.18	10.33	1.21	16.40
<b>Total Current Assets</b>		<b>1,613.49</b>	<b>642.75</b>	<b>431.10</b>	<b>365.57</b>
<b>TOTAL ASSETS</b>		<b>2,365.26</b>	<b>1,211.92</b>	<b>473.97</b>	<b>420.16</b>


**Annexure 2: Restated Summary Statement of Profit and Loss**
**(Amount in Lakhs)**

Particulars	Annexure	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Revenue</b>					
Revenue from operations	18	4,683.90	4,873.04	1,159.35	147.55
Other income	19	-	-	-	13.58
<b>Total Income</b>		<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>161.13</b>
<b>Expenses</b>					
Cost of materials consumed	20	4,471.06	3,352.90	-	-
Purchase of Stock in Trade	20A	-	791.50	900.38	-
Changes in inventories of Finished Goods, WIP and Traded Goods	20B	(314.92)	28.09	(154.84)	15.00
Employee Benefits Expense	21	36.76	42.96	70.44	5.02
Finance Costs	22	34.35	-	-	-
Depreciation and amortisation Expense	12	14.21	11.02	13.59	19.42
Other Expenses	23	141.01	293.02	243.88	135.30
<b>Total Expenses</b>		<b>4,382.49</b>	<b>4,519.50</b>	<b>1,073.45</b>	<b>174.74</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>301.41</b>	<b>353.54</b>	<b>85.90</b>	<b>(13.61)</b>
Exceptional/Prior Period Items					
<b>PROFIT BEFORE TAX</b>		<b>301.41</b>	<b>353.54</b>	<b>85.90</b>	<b>(13.61)</b>
<b>Tax Expense</b>					
Current tax		75.42	89.88	23.50	-
Deferred tax (credit)/charge		0.44	(0.76)	(1.88)	(2.18)
<b>Total Tax Expenses</b>		<b>75.86</b>	<b>89.12</b>	<b>21.62</b>	<b>(2.18)</b>
<b>Profit for the period / year</b>		<b>225.55</b>	<b>264.43</b>	<b>64.28</b>	<b>(11.43)</b>
<b>Earnings per equity share of Rs. 10/- each (in Rs.)</b>					
a) Basic/Diluted EPS		<b>3.93</b>	<b>9.21</b>	<b>47.12</b>	<b>-114.35</b>
b) Adjusted/Diluted EPS after Bonus Issue		<b>3.93</b>	<b>4.64</b>	<b>1.32</b>	<b>-0.24</b>


**Annexure 3: Restated Summary Statement of Cash Flows**
**(Amount in Lakhs)**

Particulars	Period Ended	Year Ended	Year Ended	Year Ended
	31st August,2024	31st March, 2024	31st March, 2023	31st March, 2022
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
<b>A. Cash flow from operating activities</b>				
<b>Profit before tax, as restated</b>	301.41	353.54	85.90	(13.61)
<b>Adjustments for:</b>				
Provision for Gratuity	0.20	1.00		
Depreciation and amortisation expense	14.21	11.02	13.59	19.42
Finance costs	4.75	-	-	-
<b>Operating profit before working capital changes</b>	<b>320.58</b>	<b>365.56</b>	<b>99.49</b>	<b>5.81</b>
<b>Changes in working capital:</b>				
(Increase) / decrease Inventories	(651.90)	(312.95)	(154.84)	15.00
(Increase) / decrease in Trade Receivables	(86.53)	(35.47)	63.90	(52.21)
(Increase) / decrease in loans and advances	-	-	-	-
(Increase) / decrease in Short-term loans and advances	(313.94)	122.96	123.50	47.68
(Increase) / decrease in Other current assets	(14.85)	(9.12)	15.19	(16.40)
Increase / (decrease) in Trade Payables	89.62	-	(78.22)	29.12
Increase / (decrease) in Other Current Liabilities and other assets	(62.90)	(77.13)	181.31	(3.89)
(Increase) / decrease in Non Current Assets	-	-	-	(0.15)
Increase / (decrease) in Short Term Provision	9.56	124.11	34.27	-
<b>Cash generated from / (utilised in) operations</b>	<b>(710.35)</b>	<b>177.96</b>	<b>284.60</b>	<b>24.95</b>
Less: Income tax paid	(75.42)	(89.88)	(23.50)	-
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>(785.77)</b>	<b>88.08</b>	<b>261.10</b>	<b>24.95</b>
<b>B. Cash flow from investing activities</b>				
(Purchase)/Sale of property, plant and equipment	(57.00)	(536.55)	-	-
Capital Work In Progress	(140.27)	-	-	-
Net of Purchase/ Proceeds from Sale of Investments	-	-	-	-
<b>Net cash flow utilised in investing activities (B)</b>	<b>(197.27)</b>	<b>(536.55)</b>	<b>-</b>	<b>-</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issuance of shares	-	85.20	12.64	-
Proceeds from Security Premium	-	379.80	145.36	-
Net of Repayment/Proceeds from Short Term Borrowings	757.97	(39.46)	39.47	
Net of Repayment/Proceeds from Long Term Borrowings	133.33	-	(345.29)	(24.92)
Interest/Finance Charges Paid	(4.75)			
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>886.55</b>	<b>425.54</b>	<b>(147.82)</b>	<b>(24.92)</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>(96.49)</b>	<b>-22.93</b>	<b>113.28</b>	<b>0.03</b>
Cash and cash equivalents at the beginning of the period/ year	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>	<b>8.42</b>
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>2.32</b>	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>



## SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as “Vandan Foods Private Limited” as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated September 11, 2023 and consequently, the name of our Company was changed from “Vandan Foods Private Limited” to “Vandan Foods Limited” and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U15137GJ2015PLC085394. For further details regarding change in registered office of our Company, please refer to chapter titled “*History and Corporate Structure*” beginning on Page No. 126 of this Draft Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details			
Name of Issuer	Vandan Foods Limited			
Registered Office	503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India <b>Telephone No.:</b> + 91-8980121363 <b>Web site:</b> www.vandanfoods.in <b>E-Mail:</b> cs@vandanfoods.in <b>Contact Person:</b> Ms. Aayushi Naresh Bhatia			
Date of Incorporation	December 15, 2015			
Company Identification Number	U10402GJ2015PLC085394			
Company Registration Number	085394			
Company Category	Company Limited by Shares			
Registrar of Company	ROC- Ahmedabad			
Address of the RoC	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat. Phone: 079-27438531			
Company Secretary and Compliance Officer	<b>Ms. Aayushi Naresh Bhatia</b> Vandan Foods Limited 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad - 380006 Gujarat. <b>Telephone No.:</b> +91 -8980121363 <b>Web site:</b> www.vandanfoods.in <b>E-Mail:</b> cs@vandanfoods.in			
Designated Stock Exchange	SME Platform of BSE Limited (“BSE SME”) <b>Address:</b> Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai – 400001, Maharashtra.			
Issue Programme	<b>Issue Opens On:</b>	[•]	<b>Issue Closes On:</b>	[•]

#### Note:

Investors can contact the Company Secretary cum Compliance officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository’s beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, UPI ID (in case of RII’s if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.



Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

### BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr No.	Name	Designation	Address	DIN
1.	Kalpeshkumar Bhagavandas Thakkar	Executive Director	4 Anjali Appartment, Near Lad Society Road, Nehrunagar, Vastrapur, Ahmedabad – 380015, Gujarat	07825212
2.	Rakeshkumar Rameshbhai Patel	Non-Executive Director	2/243/1, Bhogilal Ni Navi Chali, Asarwa, Civil Hospital, Ahmedabad – 380016, Gujarat	10141844
3.	Simoli Kalpesh Raval	Independent Director	315, Saraswatinagar, Himmatlal Park-2, Ambawadi, PO: Manekbag, Dist: Ahmedabad – 380015, Gujarat	10350999
4.	Jitendra Rameshbhai Patel	Managing Director	C-204 Parshwanath Royal Residency, Near shreenath park bungalows, opposite I O C petrol pump, PO: Adalaj, DIST: Gandhinagar – 382421, Gujarat	08205811
5.	Manish Shrichand Bachani	Independent Director	13/A, Shyamal Society, Opp-Kanya Ashram, Chakaliya Road, Dahod – 389151, Gujarat	08013906

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled “*Our Management*” beginning on Page no. 132 of this Draft Prospectus.

### DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p><b>NIRBHAY CAPITAL SERVICES PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INM000011393  <b>Address:</b> 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat.  <b>Tel No:</b> +91 79 48970649; <b>M. No.:</b> +91 9825052071  <b>Email Id:</b> kunjaj@nirbhaycapital.com  <b>Investors Grievance Id:</b> ipo@nirbhaycapital.com  <b>Website:</b> www.nirbhaycapital.com  <b>Contact Person:</b> Mr. Kunjal Soni  <b>CIN:</b> U67120GJ2006PTC047985</p>	 <p><b>BIGSHARE SERVICES PRIVATE LIMITED</b>  <b>SEBI Registration Number:</b> INR000001385  <b>Address:</b> S6-2, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093, Maharashtra.  <b>Tel. Number:</b> + 91 22-62328200  <b>Fax No:</b> +91 22-62638299  <b>Email Id:</b> ipo@bigshareonline.com  <b>Investors Grievance Id:</b> investor@bigshareonline.com  <b>Website:</b> www.bigshareonline.com  <b>Contact Person:</b> Mr. Vinayak Morbale  <b>CIN:</b> U99999MH1994PTC076534</p>



STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
<b>M/s. PIYUSH KOTHARI &amp; ASSOCIATES</b> <b>Chartered Accountants</b> <b>Address:</b> 208, Hemkoot Building, Nr. Gandhigram, Railway Station, Ashram Road, Ahmedabad – 380009, Gujarat <b>Tel. No.:</b> +91-8849398150 <b>Email Id:</b> piyushkothari999@gmail.com <b>Membership No.:</b> 158407 <b>Firm Registration No:</b> 140711W <b>Peer Review No:</b> 013450 <b>Contact Person:</b> Piyush Kothari	<b>M/s. VIDHIGYA ASSOCIATES</b> <b>Advocates</b> <b>Address:</b> 105, 1 <sup>st</sup> Floor, A Wing, Kanara Business Centre, Ghatkopar East, Mumbai - 400075 <b>Tel No:</b> +918424030160 <b>Email:</b> rahul@vidhigyaassociates.com <b>Contact Person:</b> Mr. Rahul Pandey
BANKERS TO THE COMPANY	
<b>BANK OF INDIA</b> <b>Address:</b> Ellisbridge Branch, Opp Town Hall, Ellis Bridge, Ahmedabad – 380006 <b>Telephone:</b> 079-26576030 <b>Email Id:</b> ellisbridge.ahmedabad@bankofindia.co.in <b>Website:</b> www.bankofindia.co.in <b>Contact Person:</b> Pragati Sakena	
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	
[●]	

### DESIGNATED INTERMEDIARIES

#### Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

#### 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 provide on the website of SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41> .

### BROKERS TO THE ISSUE

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

### REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10> , as updated from time to time.

### COLLECTING DEPOSITORY PARTICIPANTS

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

### STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Nirbhay Capital Services Private Limited is only Lead Manager to the issue, all the responsibility of the issue will be managed by them.



### CREDIT RATING

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

### GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

### IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

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

The Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai – 400001, Maharashtra.

A Draft Prospectus will not be filed with SEBI nor SEBI will issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013 India and will be made available on the website of the Company i.e. [www.vandanfoods.in](http://www.vandanfoods.in).

### CHANGE IN AUDITORS IN LAST THREE YEARS

Particulars	Date of Appointment/Resignation	Reason for change
<b>M/s. PIYUSH KOTHARI &amp; ASSOCIATES</b> <b>Chartered Accountants</b> <b>Address:</b> 208, Hemkoot Building, Nr. Gandhigram, Railway Station, Ashram Road, Ahmedabad – 380009, Gujarat <b>Tel. No.:</b> +91-8849398150 <b>Email Id:</b> piyushkothari999@gmail.com <b>Membership No.:</b> 158407 <b>Firm Registration No:</b> 140711W	September 30, 2024	Appointment as Statutory Auditor in the Annual General Meeting from the conclusion of Annual General Meeting held for the Financial Year 2023-24 till the Annual General Meeting held for the Financial Year 2027-28.
<b>M/s. PIYUSH KOTHARI &amp; ASSOCIATES</b> <b>Chartered Accountants</b> <b>Address:</b> 208, Hemkoot Building, Nr. Gandhigram, Railway Station, Ashram Road, Ahmedabad – 380009, Gujarat <b>Tel. No.:</b> +91-8849398150 <b>Email Id:</b> piyushkothari999@gmail.com <b>Membership No.:</b> 158407 <b>Firm Registration No:</b> 140711W	July 31, 2024	Appointment as Statutory Auditor to fill the casual vacancy
<b>M/s. B B GUSANI &amp; ASSOCIATES.,</b> <b>Chartered Accountants</b> <b>Address:</b> 215-A, Manek Center, P.N. Marg, Jamnagar – 361008, Gujarat <b>Tel. No.:</b> +91 9428817400 <b>Email Id:</b> bhargavgusani77@gmail.com <b>Membership No.:</b> 120710 <b>Firm Registration No:</b> 140785W	July 6, 2024	Resignation as Statutory Auditor due to Pre-Occupation in other work and assignments



<b>M/s. B B GUSANI &amp; ASSOCIATES.,</b> <b>Chartered Accountants</b> <b>Address:</b> 215-A, Manek Center, P.N. Marg, Jamnagar – 361008, Gujarat <b>Tel. No.:</b> +91 9428817400 <b>Email Id:</b> bhargavgusani77@gmail.com <b>Membership No.:</b> 120710 <b>Firm Registration No:</b> 140785W	December 8, 2023	Appointment as Statutory Auditor to fill the casual vacancy
<b>M/s. D G M S &amp; CO.,</b> <b>Chartered Accountants</b> <b>Address:</b> 217/218/219 Manek Center, P. N. Marg, Jamnagar – 361008, Gujarat <b>Tel. No.:</b> 0288 2661942 <b>Email Id:</b> dgmsco.jam@gmail.com <b>Membership No.:</b> 108456 <b>Firm Registration No:</b> 0112187W	November 14, 2023	Resignation as Statutory Auditor due to Pre-Occupation.
<b>M/s. D G M S &amp; CO.,</b> <b>Chartered Accountants</b> <b>Address:</b> 217/218/219 Manek Center, P. N. Marg, Jamnagar – 361008, Gujarat <b>Tel. No.:</b> 0288 2661942 <b>Email Id:</b> dgmsco.jam@gmail.com <b>Membership No.:</b> 108456 <b>Firm Registration No:</b> 0112187W	September 30, 2023	Appointment as Statutory Auditor in the Annual General Meeting for a period of 5 years from the conclusion of Annual General Meeting held for the Financial Year 2022-23 till the Annual General Meeting held for the Financial Year 2027-28.
<b>M/s. D G M S &amp; CO.,</b> <b>Chartered Accountants</b> <b>Address:</b> 217/218/219 Manek Center, P. N. Marg, Jamnagar – 361008, Gujarat <b>Tel. No.:</b> 0288 2661942 <b>Email Id:</b> dgmsco.jam@gmail.com <b>Membership No.:</b> 108456 <b>Firm Registration No:</b> 0112187W	September 01, 2023	Appointment as Statutory Auditor to fill the casual vacancy
<b>Mr. Prashant Akhani</b> <b>Chartered Accountant</b> <b>Address:</b> 302, Rituraj Complex, Swastuik Society, C G Road, Ahmedabad – 380009, Gujarat <b>Tel. No.:</b> +91 7984354566 <b>Email Id:</b> caprashantakhani@gmail.com <b>Membership No.:</b> 162119 <b>Firm Registration No:</b> NA	August 10, 2023	Resignation as Statutory Auditor due to Pre-Occupation.

### DEBENTURE TRUSTEES

As this is an issue of Equity Shares, the appointment of Debenture Trustees is not required.

### APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

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

### UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	100%

\*Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full.

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager have entered into an agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making:

[●]

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

- 1) The Market Maker(s) (individually or jointly) 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(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s).
- 2) 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 Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) After a period of 3 (three) 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 Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) 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 Issue price.
- 8) The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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.
- 10) The Market Maker(s) shall have the right to terminate said arrangement by giving a One month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the 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. Further our Company and the 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 particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

- 11) Risk containment measures and monitoring for Market Makers: SME Platform of BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 12) Punitive Action in case of default by Market Makers: SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- 13) The prices quoted by the Market Maker shall be in compliance with the requirements and other particulars as specified by the SME Platform of BSE Limited (BSE SME) and SEBI from time to time.
- 14) The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited i.e. BSE SME from time to time.
- 15) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- 16) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 17) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. 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.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

- 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 Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹ 20 Crore	25%	24%

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
₹ 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 from time to time.

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## SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Prospectus, is set forth below:

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	<b>Authorized Share Capital</b> 85,00,000 Equity Shares of face value of ₹ 10/- each	850.00	-
2.	<b>Issued, Subscribed and Paid-Up Equity Share Capital before the Issue</b> 57,44,800 Equity Shares of face value of ₹ 10/- each	574.48	-
3.	<b>Present Issue in terms of the Draft Prospectus</b>		
	Upto 26,50,000 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share.	[●]	[●]
	<b>Which comprises of</b>		
	<b>Reservation for Market Maker Portion</b> [●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	<b>Net Issue to Public</b> Net Issue to Public of [●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<b>Net Issue* to Public consists of</b>		
	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	[●]	[●]
	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh (Non-Retail Portion)	[●]	[●]
4.	<b>Paid Up Equity Capital after the Issue</b> [●]Equity Shares of ₹ 10/- each	[●]	-
5.	<b>Securities Premium Account</b>		
	Before the Issue	336.76	
	After the Issue		[●]

\* For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “The Issue” on Page no. 46 of this Draft Prospectus.

The Present Issue of Upto 26,50,000 Equity Shares in terms of this Draft Prospectus has been authorized by the Board of Directors vide a resolution passed at its meeting held on October 22, 2024, and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting held on October 23, 2024.

### CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this Draft Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in the Authorized Equity Share Capital of our Company:

Since Incorporation of our Company, the Authorized Equity Share Capital of our Company has been changed in the manner set forth below:



Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative Authorized Equity Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation Authorized Equity Share Capital of our Company was ₹ 1.00 Lakhs divided into 10000 Equity Shares of ₹ 10/- each	10000	1.00	N.A.	N.A.
2.	Increase in Authorized Equity Share Capital from ₹ 1.00 Lakhs divided into 10000 Equity Shares of ₹ 10/- each to ₹ 350.00 Lakhs divided into 3500000 Equity Shares of ₹ 10/- each	3500000	350.00	February 7, 2023	EGM
3.	Increase in Authorized Equity Share Capital from ₹ 350.00 Lakhs divided into 3500000 Equity Shares of ₹ 10/- each to ₹ 850.00 Lakhs divided into 8500000 Equity Shares of ₹ 10/- each	8500000	850.00	July 3, 2024	EGM

## 2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
December 15, 2015 (On Incorporation)	Subscription to Memorandum of Association <sup>(1)</sup>	10000	10.00	10.00	Cash	10000	1.00	0.00
February 17, 2023	Right Issue <sup>(2)</sup>	126400	10.00	125.00	Cash	136400	13.64	145.36
August 14, 2023	Right Issue <sup>(3)</sup>	52000	10.00	125.00	Cash	188400	18.84	205.16
September 12, 2023	Bonus Issue <sup>(4)</sup>	1884000	10.00	Nil	Other than Cash	2072400	207.24	16.76
March 18, 2024	Right Issue <sup>(5)</sup>	400000	10.00	50.00	Cash	2472400	247.24	176.76
March 28, 2024	Right Issue <sup>(6)</sup>	400000	10.00	50.00	Cash	2872400	287.24	336.76
July 4, 2024	Bonus Issue <sup>(7)</sup>	2872400	10.00	Nil	Other than Cash	5744800	574.48	336.76

<sup>(1)</sup> The details of allotment of 10000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association, are as follows:



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Vandan Parag Dave	5000	10.00	10.00
2.	Smruti Parag Dave	5000	10.00	10.00
<b>Total</b>		<b>10000</b>	-	-

(2) The details of allotment of 126400 Equity Shares made on February 17, 2023 under Right Issue at an issue price of ₹ 125/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kalpeshkumar Bhagavandas Thakkar	86400*	10.00	125.00
2.	Kalpeshkumar Thakkar HUF	40000	10.00	125.00
<b>Total</b>		<b>126400</b>	-	-

\*The consideration was adjusted against his loan.

(3) The details of allotment of 52000 Equity Shares made on August 14, 2023 under Right Issue at an issue price of ₹ 125/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Rakeshkumar Rameshbhai Patel	44000	10.00	125.00
2.	Nikunjibhai Mukeshbhai Choksi	1600	10.00	125.00
3.	Sanjaysinh Natvarsinh Chauhan	1600	10.00	125.00
4.	Jateen Kanada	1600	10.00	125.00
5.	Rajul Hasmukhbhai Gajjar	1600	10.00	125.00
6.	Darshak Girishbhai Patel	1600	10.00	125.00
<b>Total</b>		<b>52000</b>	-	-

(4) The details of allotment of 1884000 Equity Shares made on September 12, 2023 in the ratio of 10:1 i.e. ten bonus equity share for every one equity share held under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kalpeshkumar Bhagavandas Thakkar	914000	10.00	Nil
2.	Kalpeshkumar Thakkar HUF	450000	10.00	Nil
3.	Rakeshkumar Rameshbhai Patel	440000	10.00	Nil
4.	Nikunjibhai Mukeshbhai Choksi	16000	10.00	Nil
5.	Sanjaysinh Natvarsinh Chauhan	16000	10.00	Nil
6.	Jateen Kanada	16000	10.00	Nil
7.	Rajul Hasmukhbhai Gajjar	16000	10.00	Nil
8.	Darshak Girishbhai Patel	16000	10.00	Nil
<b>Total</b>		<b>1884000</b>	-	-

(5) The details of allotment of 400000 Equity Shares made on March 18, 2024 under Right Issue at an issue price of ₹ 50/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Jitendra Rameshbhai Patel	400000	10.00	50.00
<b>Total</b>		<b>400000</b>	-	-

(6) The details of allotment of 400000 Equity Shares made on March 28, 2024 under Right Issue at an issue price of ₹ 50/- per equity share are as follows:



Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Jyotsana Jitendrabhai Patel	400000	10.00	50.00
<b>Total</b>		<b>400000</b>	-	-

<sup>(7)</sup> The details of allotment of 2872400 Equity Shares made on July 4, 2024 in the ratio of 1:1 i.e. one bonus equity share for every one equity share held on record date under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kalpeshkumar Bhagavandas Thakkar	1005400	10.00	Nil
2.	Kalpesh Kumar Thakkar HUF	495000	10.00	Nil
3.	Rakeshkumar Rameshbhai Patel	484000	10.00	Nil
4.	Nikunjibhai Mukeshbhai Choksi	17600	10.00	Nil
5.	Sanjaysinh Natvarsinh Chauhan	17600	10.00	Nil
6.	Jateen Kanada	17600	10.00	Nil
7.	Rajul Hasmukhbhai Gajjar	17600	10.00	Nil
8.	Darshak Girishbhai Patel	17600	10.00	Nil
9.	Jitendra Rameshbhai Patel	400000	10.00	Nil
10.	Jyotsana Jitendrabhai Patel	400000	10.00	Nil
<b>Total</b>		<b>2872400</b>	-	-

- Our Company has not issued shares for consideration other than cash or out of revaluation of reserves at any point of time since Incorporation except for allotment of Bonus equity shares on September 12, 2023 in the ratio of 10:1 i.e. ten bonus equity share for every one equity share held and allotment of Bonus equity shares on July 4, 2024 in the ratio of 1:1 i.e. one bonus equity share for every one equity share held, details of which are provided in point 2<sup>(4)</sup> and point 2<sup>(7)</sup> of this chapter.
- Our Company has not allotted any Equity Shares pursuant to any scheme approved Sections 230 to 234 of the Companies Act, 2013.
- Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company has not made allotment at price lower than the Issue Price during past one year from the date of the Draft Prospectus except mentioned below:

The details of allotment of 400000 Equity Shares made on March 18, 2024 under Right Issue at an issue price of ₹ 50/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Jitendra Rameshbhai Patel	400000	10.00	50.00
<b>Total</b>		<b>400000</b>	-	-

The details of allotment of 400000 Equity Shares made on March 28, 2024 under Right Issue at an issue price of ₹ 50/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Jyotsana Jitendrabhai Patel	400000	10.00	50.00
<b>Total</b>		<b>400000</b>	-	-



The details of allotment of 2872400 Equity Shares made on July 4, 2024 in the ratio of 1:1 i.e. one bonus equity share for every one equity share held on record date under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Kalpeshkumar Bhagavandas Thakkar	1005400	10.00	Nil
2.	Kalpeshkumar Thakkar HUF	495000	10.00	Nil
3.	Rakeshkumar Rameshbhai Patel	484000	10.00	Nil
4.	Nikunjibhai Mukeshbhai Choksi	17600	10.00	Nil
5.	Sanjaysinh Natvarsinh Chauhan	17600	10.00	Nil
6.	Jateen Kanada	17600	10.00	Nil
7.	Rajul Hasmukhbhai Gajjar	17600	10.00	Nil
8.	Darshak Girishbhai Patel	17600	10.00	Nil
9.	Jitendra Rameshbhai Patel	400000	10.00	Nil
10.	Jyotsana Jitendrabhai Patel	400000	10.00	Nil
<b>Total</b>		<b>2872400</b>	<b>-</b>	<b>-</b>

7. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

8. As on the date of this Draft Prospectus, our Company does not have any outstanding preference shares.

#### 9. Our Shareholding Pattern:

The Shareholding Pattern of our Company before the issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 is given here below:

*(The remainder of this page is intentionally left blank)*

**(A). Table I - Summary Statement holding of Equity Shares**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percent age of diluted share capital) (XI)=(V II)+(X) as a % of (A+B+ C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbe red (XIII)		Number of equity shares held in dematerialized form	
								No of Voting (XIV) Rights					Total as a % of (A+B+C)	No. (a)	As a % of total shares held (b)	No. (a)		As a % of total shares held (b)
								Class (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	5	5568800	0	0	5568800	96.94	5568800	0	5568800	96.94	0	96.94	0	0	0	0	5568800
(B)	Public	5	176000	0	0	176000	3.06	176000	0	176000	3.06	0	3.06	0	0	0	0	176000
(C)	Non-Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>10</b>	<b>5744800</b>	<b>0</b>	<b>0</b>	<b>5744800</b>	<b>100.00</b>	<b>5744800</b>	<b>0</b>	<b>5744800</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5744800</b>
<b>Note:</b>																		
1.	<b>C=C1+C2</b>																	
2.	<b>Grand Total=A+B+C</b>																	



**10. The shareholding pattern of our Promoters and Promoters' Group and Public before and after the Issue:**

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital*	No. of equity shares	As a % of Issued Capital*
<b>Promoters</b>					
1.	Kalpeshkumar Bhagavandas Thakkar	2010800	35.00	[●]	[●]
2.	Kalpeshkumar Thakkar HUF	990000	17.23	[●]	[●]
3.	Rakeshkumar Rameshbhai Patel	968000	16.85	[●]	[●]
4.	Jitendra Rameshbhai Patel	800000	13.93	[●]	[●]
5.	Jyotsana Jitendrabhai Patel	800000	13.93	[●]	[●]
<b>Total - A</b>		<b>5568800</b>	<b>96.94</b>	[●]	[●]
<b>Promoters' Group</b>					
-		-	-	-	-
<b>Total-B</b>		-	-	-	-
<b>Public</b>					
1.	Nikunjibhai Mukeshbhai Choksi	35200	0.61	[●]	[●]
2.	Sanjaysinh Natvarsinh Chauhan	35200	0.61	[●]	[●]
3.	Jateen Kanada	35200	0.61	[●]	[●]
4.	Rajul Hasmukhbhai Gajjar	35200	0.61	[●]	[●]
5.	Darshak Girishbhai Patel	35200	0.61	[●]	[●]
6.	Others-Public	-	-	[●]	[●]
<b>Total-C</b>		<b>176000</b>	<b>3.06</b>	[●]	[●]
<b>Total Promoters and Promoters' Group and Public (A+B+C)</b>		<b>5744800</b>	<b>100.00</b>	[●]	[●]

\* Rounded off

**11. Details of Major Shareholders:**

**(A) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*#
1.	Kalpeshkumar Bhagavandas Thakkar	2010800	35.00
2.	Kalpesh Kumar Thakkar HUF	990000	17.23
3.	Rakeshkumar Rameshbhai Patel	968000	16.85
4.	Jitendra Rameshbhai Patel	800000	13.93
5.	Jyotsana Jitendrabhai Patel	800000	13.93
<b>Total</b>		<b>5568800</b>	<b>96.94</b>

\* Rounded off

# the % has been calculated based on existing (pre-issue) paid up capital of the Company.

**(B) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*#
1.	Kalpeshkumar Bhagavandas Thakkar	2010800	35.00
2.	Kalpesh Kumar Thakkar HUF	990000	17.23
3.	Rakeshkumar Rameshbhai Patel	968000	16.85
4.	Jitendra Rameshbhai Patel	800000	13.93
5.	Jyotsana Jitendrabhai Patel	800000	13.93
<b>Total</b>		<b>5568800</b>	<b>96.94</b>

\* Rounded off

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.





**(C) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One year prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*#
1.	Kalpeshkumar Bhagavandas Thakkar	1005400	48.51
2.	Kalpesh Kumar Thakkar HUF	495000	23.89
3.	Rakeshkumar Rameshbhai Patel	484000	23.35
<b>Total</b>		<b>19,84,400</b>	<b>95.75</b>

\* Rounded off

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

**(D) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two years prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*#
1.	Kalpeshkumar Bhagavandas Thakkar	5000	50.00
2.	Kalpesh Kumar Thakkar HUF	5000	50.00
<b>Total</b>		<b>10000</b>	<b>100.00</b>

\*Rounded off

# the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

- 12.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Prospectus.

As on the date of filing the Draft Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**13. Shareholding of the Promoters of our Company:**

As on the date of the Draft Prospectus, our Promoters – Kalpeshkumar Bhagavandas Thakkar, Rakeshkumar Rameshbhai Patel, Jitendra Rameshbhai Patel, Jyotsana Jitendrabhai Patel and Kalpesh Kumar Thakkar HUF holds total 5568800 Equity Shares representing 96.94% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

Kalpeshkumar Bhagavandas Thakkar								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre Issue Capital	% of post issue Capital
June 30, 2022	Transfer from Vandan Parag Dave	5000	5000	10	10	50,000	0.09	[•]
February 17, 2023	Right Issue	86400	91400	10	125	1,08,00,000	1.50	[•]
September 12, 2023	Bonus Allotment	914000	1005400	10	Nil	Not Applicable	15.91	[•]

Kalpeshkumar Bhagavandas Thakkar								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre Issue Capital	% of post issue Capital
July 4, 2024	Bonus Allotment	1005400	2010800	10	Nil	Not Applicable	17.50	[•]
<b>Total</b>		<b>2010800</b>				<b>1,08,50,000</b>	<b>35.00</b>	<b>[•]</b>

Rakeshkumar Rameshbhai Patel								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
August 14, 2023	Right Issue	44000	44000	10	125	55,00,000	0.77	[•]
September 12, 2023	Bonus Allotment	440000	484000	10	Nil	Not Applicable	7.66	[•]
July 4, 2024	Bonus Allotment	484000	968000	10	Nil	Not Applicable	8.43	[•]
<b>Total</b>		<b>968000</b>				<b>55,00,000</b>	<b>16.85</b>	<b>[•]</b>

Jitendra Rameshbhai Patel								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
March 18, 2024	Right Issue	400000	400000	10	50	2,00,00,000	6.96	[•]
July 4, 2024	Bonus Allotment	400000	800000	10	Nil	Not Applicable	6.96	[•]
<b>Total</b>		<b>800000</b>				<b>2,00,00,000</b>	<b>13.93</b>	<b>[•]</b>

Jyotsana Jitendrabhai Patel								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
March 28, 2024	Right Issue	400000	400000	10	50	2,00,00,000	6.96	[•]
July 4, 2024	Bonus Allotment	400000	800000	10	Nil	Not Applicable	6.96	[•]
<b>Total</b>		<b>800000</b>				<b>2,00,00,000</b>	<b>13.93</b>	<b>[•]</b>

Kalpeshkumar Thakkar HUF								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
June 30, 2022	Transfer from Smruti Parag Dave	5000	5000	10	10	50,000	0.09	[•]
February 17, 2023	Right Issue	40000	45000	10	125	50,00,000	0.70	[•]
September 12, 2023	Bonus Allotment	450000	495000	10	Nil	Not Applicable	7.83	[•]
July 4, 2024	Bonus Allotment	495000	990000	10	Nil	Not Applicable	8.62	[•]
<b>Total</b>		<b>990000</b>				<b>50,50,000</b>	<b>17.23</b>	<b>[•]</b>

14. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*#
1.	Kalpeshkumar Bhagavandas Thakkar	2010800	5.40
2.	Kalpesh Kumar Thakkar HUF	990000	5.10
3.	Rakeshkumar Rameshbhai Patel	968000	5.68
4.	Jitendra Rameshbhai Patel	800000	25.00
5.	Jyotsana Jitendrabhai Patel	800000	25.00

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

# Rounded Off

15. We have 10 (Ten) shareholders as on the date of filing of the Draft Prospectus.

16. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 5568800 Equity Shares representing 96.94% of the pre-issue paid up share capital of our Company.

17. Except as mentioned below, there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date of filing of this Draft Prospectus:

Date of allotment / transfer	Name of Allotee / Transferor	Party category	Name of Transferee	No. of Equity Shares allotted / transferred	Face Value (₹)	Issue Price/ Transfer Price (₹)	Nature of transaction
July 4, 2024	Kalpeshkumar Bhagavandas Thakkar	Promoter	-	1005400	10	N.A	Bonus Allotment
July 4, 2024	Kalpesh Kumar Thakkar HUF	Promoter	-	495000	10	N.A	Bonus Allotment
July 4, 2024	Rakeshkumar Rameshbhai Patel	Promoter	-	484000	10	N.A	Bonus Allotment
July 4, 2024	Jitendra Rameshbhai Patel	Promoter	-	400000	10	N.A	Bonus Allotment
July 4, 2024	Jyotsana Jitendrabhai Patel	Promoter	-	400000	10	N.A	Bonus Allotment

18. The members of the Promoters' Group, our directors and the relatives of our directors 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 six months immediately preceding the date of filing the Draft Prospectus.

#### 19. Details of Promoter's Contribution locked in for three years:

Our Promoters have given written consent to include [●] Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting 20.00% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.- **Noted for compliance.**

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

**Explanation:** The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilized as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters' Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the 20.00% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoters' Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of Minimum Promoters' Contribution are as follows:

Kalpeshkumar Bhagavandas Thakkar									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>									

Rakeshkumar Rameshbhai Patel									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>									

\* To be included in the Prospectus.

All the Equity Shares held by the Promoters / members of the Promoters' Group are in already dematerialized as on date of this Draft Prospectus. – **Noted for Compliance**

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.00% of the Post Issue Capital of our Company as mentioned above does 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 is involved in such transaction;
  - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoters' contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- As per Regulation 237 (1) if the Shares are issued to the promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum promoters' contribution.
- However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: - **Not Applicable**  
 Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible; **Not Applicable**

#### **20. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution:**

In addition to Minimum Promoters' Contribution which shall be locked-in for three years, the balance 3900240 Equity Shares held by Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer as provided in clause (b) of Regulation 238 of the SEBI (ICDR) Regulations, 2018.

#### **21. Lock in of Equity Shares held by Persons other than the Promoters:**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-issue capital held by the Persons other than the Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock-in is recorded by the Depository. – **Not Applicable as all existing Equity Shares are held in dematerialized form.**

#### **22. Pledge of Locked in Equity Shares:**

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or public financial institution or a systemically important non-banking finance company or housing finance company, subject to following;

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired.

### **23. Transferability of Locked in Equity Shares:**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
  - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
24. None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Draft Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.
  25. No split or consolidation of equity shares has been made in the last one year prior to filing of this Draft Prospectus.
  26. Our Company, our Directors and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
  27. As on date of the Draft Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
  28. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
  29. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
  30. There are no safety net arrangements for this public issue.
  31. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
  32. As per RBI regulations, OCBs are not allowed to participate in this offer.
  33. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
  34. There are no Equity Shares against which depository receipts have been issued.
  35. As on date of the Draft Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
  36. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
  37. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
  38. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
    - (a). Minimum fifty per cent. to retail individual investors; and
    - (b). remaining to:
      - i) individual applicants other than retail individual investors; and
      - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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





**Explanation:** If the retail individual investor category is entitled to more than fifty per cent. of the Net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

39. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
40. Our Promoters and the members of our Promoters' Group will not participate in this offer.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
42. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.

Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Rakeshkumar Rameshbhai Patel	Chairman and Non-Executive Director	968000	16.85	[•]
2.	Jitendra Rameshbhai Patel	Managing Director	800000	13.93	[•]
3.	Kalpeshkumar Bhagavandas Thakkar	Executive Director	2010800	35.00	[•]
4.	Manish Shrichand Bachani	Independent Director	Nil	Nil	[•]
5.	Simoli Kalpesh Raval	Independent Director	Nil	Nil	[•]
6.	Vishvajitsinh Dipsinhbhai Kashela	Chief Financial Officer	Nil	Nil	[•]
7.	Aayushi Naresh Bhatia	Company Secretary and Compliance Officer	Nil	Nil	[•]

*(The remainder of this page is intentionally left blank)*



## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECT OF THE ISSUE

The Issue constitutes of Fresh Issue of upto 26,50,000 Equity Shares of our Company at an Issue Price of ₹ [●]/- per Equity Share.

#### FRESH ISSUE

The Issue Proceeds from the Fresh Issue will be utilized towards the following objects:

1. To Meet Working Capital Requirements
2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company
3. Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX)
4. General Corporate Purpose
5. To meet Public Issue Expenses

*(Collectively referred as the “Objects of the Issue”)*

We believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Vandan foods Company is engaged the business of manufacturing, processing, refining and selling of Refined F.S.G. Castor Oil, Castor De Oil Cake.

Objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the objects clause of our Memorandum of Association.

#### REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the “Net Issue Proceeds”).

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
<b>Net Issue Proceeds</b>	<b>[●]*</b>

*\*Subject to finalization of Basis of Allotment.*

#### UTILIZATION OF NET ISSUE PROCEEDS

The Gross Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Net Issue Proceeds
1.	To Meet Working Capital Requirements	805.20	[●]
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	140.00	[●]
3.	Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX)	829.00	[●]
4.	General Corporate Purpose	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>[●]</b>

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

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



Sr. No.	Particulars	Total Estimated amount/ expenditure (A)	Amount already deployed as on October 28, 2024 (B)	Amount to be funded from Net proceeds (C=A-B)	Estimated Deployment of Net Proceeds	
					Fiscal 2025	Fiscal 2026
1.	To Meet Working Capital Requirements	805.20	0.00	805.20	131.20	674.00
2.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company	140.00	0.00	140.00	140.00	0.00
3.	Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX)	829.00	0.00	829.00	829.00	0.00
4.	General Corporate Purpose*#	[●]	0.00	[●]	[●]	[●]
<b>Total</b>		[●]	[●]	[●]	[●]	[●]

\* To be updated in the Prospectus prior to the filing with RoC

# The amount utilized for general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue

We propose to deploy the entire Net Proceeds towards the Objects of the Issue by the end of the Financial Year 2026 and in the manner as specified in the table above. However, if the Net Proceeds are not completely utilized for the Objects of the Issue stated above, per the estimated scheduled of deployment specified above i.e. by the end of Financial Year 2026, such amounts will be utilised (in part or full) in the next financial year or subsequent periods towards the aforementioned Objects of the Issue, as determined by us, in accordance with applicable law.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, current and valid quotations from suppliers, prevailing market conditions, which are subject to change, and other commercial and technical factors. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details of factors that may affect these estimates, see **“Risk Factors”** beginning on page 22 of this Draft Prospectus.

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 this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the applicable laws. Subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the purposes set forth above, such additional funds for a particular activity may be financed by surplus funds including from internal accruals and any additional equity and/or debt arrangements from existing and future lenders, subject to compliance with applicable law. Subject to applicable law, if the actual utilisation 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 Gross Proceeds from the Fresh Issue in accordance with Regulation of the SEBI (ICDR).

## MEANS OF FINANCE

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of Draft Prospectus. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the Section titled "**Risk Factors**" beginning on page no. 22 of this Draft Prospectus.

## DETAILS OF USE OF ISSUE PROCEEDS

### 1. WORKING CAPITAL REQUIREMENTS:

Our Company was originally incorporated as "Vandan Foods Private Limited" as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from "Vandan Foods Private Limited" to "Vandan Foods Limited" and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U15137GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpesh Kumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B and B2C business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Net Working Capital requirement of our Company on restated basis was ₹ 1,313.30 Lakhs for August 31, 2024. The Net Working capital requirements for the FY 2023-24 was ₹ 378.85 Lakhs. We have estimated working capital requirement



for FY 2024-25 to be ₹ 2,229.88 Lakhs and for FY 2025-26 to be ₹ 4,310.67 Lakhs. The Company will meet the requirement to the extent of ₹131.20 Lakhs for FY 2024-25 & ₹674.00 Lakhs for FY 2025-26 from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital requirement and estimated Working Capital Requirement;

(Amount in ₹ Lakhs)

Particulars	Projected		Audited			
	31-Mar-26	31-Mar-25	31.08.2024	31-Mar-24	31-Mar-23	31-Mar-22
Raw Material	1,615.00	815.00	678.02	341.04	-	-
Finished Goods & Others	1,400.00	717.00	467.03	152.11	180.20	25.36
Trade receivables	909.29	445.00	127.00	40.47	5.00	68.90
Cash and Bank Balance	153.01	117.29	2.32	98.80	121.73	8.45
Loans and Advances	489.75	376.73	313.94	-	122.96	246.46
Other Assets	200.00	75.00	25.18	10.33	1.21	16.40
<b>Total Current Assets</b>	<b>4767.04</b>	<b>2546.02</b>	<b>1,613.49</b>	<b>642.75</b>	<b>431.10</b>	<b>365.57</b>
Trade payables	345.00	165.00	89.62	-	-	78.22
Other liabilities (Including Non-Current liability)	61.37	51.14	42.62	105.52	182.65	1.34
Short-term provisions	50.00	100.00	167.94	158.38	34.27	-
<b>Total Current Liabilities</b>	<b>456.37</b>	<b>316.14</b>	<b>300.19</b>	<b>263.90</b>	<b>216.92</b>	<b>79.56</b>
<b>Net Working Capital</b>	<b>4,310.67</b>	<b>2,229.88</b>	<b>1,313.30</b>	<b>379.00</b>	<b>214.18</b>	<b>286.01</b>
<b>Sources of Funds</b>						
Short Term Borrowing	750.00	750.00	725.00	-	-	-
Unsecured Loan	-	-	-	-	-	-
Internal Accruals/Existing Net worth	2,886.67	1,348.68	588.30	378.85	214.18	286.01
Proceeds from Offer	674.00	131.20	-	-	-	-
<b>Total</b>	<b>4,310.67</b>	<b>2,229.88</b>	<b>1,313.30</b>	<b>379.00</b>	<b>214.18</b>	<b>286.01</b>

Assumptions for working capital requirements.

Particulars	31-Mar-26 (Projected)	31-Mar-25 (Projected)	August 31, 2024 (Restated)	31-Mar-24 (Restated)	31-Mar-23 (Restated)	31-Mar-22 (Restated)	Justification for Holding Period
<b>Inventory</b>							
Raw Material	0.77	0.77	1.69	0.91	-	-	Raw Material holding period for FY 2024-25 is estimated to be 0.77 Months & FY 2025-26 is estimated to be 0.77 Months. This estimation is based on raw material holding cycle of previous financial year FY 2023-24 and to meet expected turnover



Particulars	31-Mar-26 (Projected)	31-Mar-25 (Projected)	August 31, 2024 (Restated)	31-Mar- 24 (Restated)	31-Mar- 23 (Restated)	31-Mar- 22 (Restated)	Justification for Holding Period
							requirement for FY 2024-25 and to ensure uninterrupted manufacturing process.
Trade Receivables	0.40	0.39	0.33	0.10	0.05	5.60	Trade receivables are amount owed to Company by customers following sale of goods on credit. Our Company has estimated the average trade receivable cycle to be 0.39 months for FY 2024-25 & FY 2025-26 is estimated to be 0.40 Months. This estimation is based on trade receivable cycle of previous financial year FY 2023-24 and to meet expected turnover requirement for FY 2024-25
Trade Payables	0.16	0.15	0.23	-	-	6.94	Trade payables include dues to micro and small enterprises and other creditors. The Trade Payable Cycle is estimated to be at 0.15 months for FY 2024-25 & 0.16 months for FY 2025-26 respectively. This estimation is in line with availing better pricing and reducing the cost of purchase by availing discounts from our suppliers / vendors.

Apart from above there are other working capital requirements such as Cash and Cash Equivalents, Other Current assets, loans and advances, short term provisions and other current liabilities. Details of which are given below.





Cash and Cash Equivalents	Cash and cash equivalents include balances in current accounts, Fixed Deposits and cash in hand. Cash and Cash Equivalent balance is estimated based on previous years outstanding amount and for expected Business requirement of company.
Loans and Advances	Loans and advances mainly include Advance to suppliers and Staff/employees. Loans and advances are estimated based on previous years outstanding amount and for expected Business requirement of company.
Other Assets	Other Current Assets mainly includes Duties & Taxes Prepaid Expenses. Other Assets is estimated based on previous years outstanding amount and for expected Business requirement of company.
Other liabilities	Other Liabilities mainly includes advance from customers, expense payable and duties & taxes payable. Other liabilities is estimated based on previous years outstanding amount and for expected Business requirement of company.
Short-term provisions	Short-term provisions mainly include Provision for income tax. Short-term provisions is estimated based on previous years outstanding amount and for expected Business requirement of company.

## 2. Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company:

Our Company has entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowing in the form of, *inter alia*, term loans and working capital facilities. For further details, see “**Annexure: - Repayment Terms and Annexure: I.7a - Repayment Terms**” in the chapter titled “**Restated Financial Information**” beginning on page 159. As on August 31, 2024, our aggregate outstanding long term borrowings is ₹ 166.30 lakhs.

We propose to utilize an estimated amount of ₹ 140 Lakhs from the Net Proceeds towards repayment/ prepayment of some of the loan facilities availed by our Company (“**Identified Loans**”). The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favorable debt-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Our Company may choose to repay/ prepay additional borrowings availed by our Company, which may include additional borrowings availed after the filing of this Draft Prospectus. Given the nature of Identified Loans and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. However, the aggregate amount to be utilized from the Net Proceeds towards repayment/ prepayment of the Identified Loans (excluding interest accrued thereon), in part or in full, would not exceed ₹ 140 lakhs.

The repayment/prepayment of the loans (excluding interest accrued thereon) shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) provisions of any law, rules, regulations governing such borrowings, and (iv) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds of the Issue.

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 the Identified Loans (excluding interest thereon) is repaid/prepaid or refinanced prior to the completion of the issue, we may utilize Net Proceeds of the Issue towards repayment / prepayment of such additional and/ or re-financed indebtedness availed by us.

(₹ in lakhs)

Sr. No.	Name of Lender	Date of Sanction/ Facility agreement	Nature of Borrowing	Amount Sanctioned	Outstanding amount as on August 31, 2024	Repayment date / Schedule	Interest Rate	Repayment / Prepayment clause	Amount to be repaid
1.	Bank of India	20/04/2024	Term Loan for machineries	150.00	140.00	Repayable in 60 Monthly Installment	9.10	2% prepayment penalty on outstanding Amount.	122.5



2.	Bank of India	29/05/2024	Car Loan	27.00	26.30	Repayable in 84 Monthly Installments	8.95	NA	17.50
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In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Company has obtained the requisite certificate dated October 28, 2024 for the loans to be repaid by our Company.

### 3. Funding the capital expenditure requirement for expansion of our Dhinoj Facility (CAPEX):

Our Company intends to enhance its existing manufacturing capabilities through investment in additional plant & machineries. These assets will be positioned at our existing manufacturing unit located at Dhinoj, Gujarat. Our Company has received quotation for installation of plant and machinery from 3 suppliers to supply various parts of plant and machinery which are as under:

Our company proposes to install continuous solvent extraction plant with installed capacity of additional 200 tons per day for processing castor seeds. Following are the details in this regard:

Sr. No.	Particulars of machinery	Name of Supplier	Qty	Rate (₹ in lakhs)	Amount (₹ in lakhs)#	Percentage of Amount (%)	Date of Quotation	Validity of Quotation	Date of Placement of Order	Expected time of Supply
1	Redler Chain Conveyer	Reidius Engitech private Limited	1	61.60	61.60	7.43	25-11-2024	12 months	Order not placed	3 to 4 months from the date of receipt of confirm order
2	Bulk Flow Feed Conveyer	Reidius Engitech Private Limited	1	68.20	68.20	8.23	25-11-2024	12 months	Order Not placed	3 to 4 months from the date of receipt of confirm order
3	Deoiled Meal Conveyer	Reidius Engitech Private Limited	1	46.20	46.20	5.57	25-11-2024	12 months	Order Not Placed	3 to 4 months from the date of receipt of confirm order
4	Bagging Arrangement	Reidius Engitech Private Limited	1	13.00	13.00	1.57	25-11-2024	12 months	Order not Placed	3 to 4 months from the date of receipt of confirm order
5	Steel Structural and Tanks	Reidius Engitech Private Limited	1	110	110	13.27	25-11-2024	12 months	Order Not placed	3 to 4 months from the date of

										receipt of confirm order
6	Heat Insulation & Painting	BB Consultancy & Fabrication	1	8.5	8.5	1.03	25-11-2024	12 Month	Order not placed	1 to 2 months from the date of receipt of confirm order
7	Water Cooling & Pumping	BB Consultancy & Fabrication	1	12	12	1.45	25-11-2024	12 Month	Order not placed	1 to 2 months from the date of receipt of confirm order
8	Storage Tank – Solvent – 30000 Liters – 2 Nos.	BB Consultancy & Fabrication	1	10.5	10.5	1.27	25-11-2024	12 Month	Order not placed	1 to 2 months from the date of receipt of confirm order
9	preparatory Equipment -Oil Cake	Troika Processes LLP	1	25	25	3.02	17-10-2024	12 Month	Order not placed	10 to 12 months from the date of receipt of confirm order
10	Main Solvent Plant	Troika Processes LLP	1	350	350	42.22	17-10-2024	12 Month	Order not placed	10 to 12 months from the date of receipt of confirm order
11	Boiler Structure and Duting Piping Etc. Fabrication And Eraction charges with material (8 Ton)	BB Consultancy & Fabrication	1	108	108	13.02	25-11-2024	12 Month	Order not placed	1 to 2 months from the date of receipt of confirm order
12	Ro Plant (Per Hr.	BB Consultancy &	1	16	16	1.92	25-11-2024	12 Month	Order not placed	1 to 2 months from the



	10000 Liter)	Fabrication								date of receipt of confirm order
				<b>Total</b>	<b>829.00</b>	<b>100</b>				

- # Exclusive of GST & Cess where input credit is not available, wherever applicable.
- Our management does not have validity period which is generally given by vendors. However our management are confident enough that such products will be available at quotation price only at the time of purchasing such assets.
- We have received GST Certificate and confirmation from all the 3 suppliers.
- We have considered the above quotations for the budgetary estimate purposes and as on date of this Draft Prospectus, neither our company has placed any orders nor made any payment towards purchase of above plant and machinery. The actual cost of procurement and actual supplier may vary.
- We have not entered into definitive agreements with any of these suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the equipment or at the same costs.
- The quantity of plant and machinery to be purchased is based on quotations received from suppliers and estimates of our management. The Management shall have the flexibility to revise such quantities/ estimates (including but not limited to change of the supplier or addition/ deletion of any quantity of plant and machinery) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds remains after meeting the total cost of the plant and machinery 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.
- Following Existing Plant & Machinery installed at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.

Sr. No.	Machine Name	Type of Machine	Capacity / Specification	Maker	Quantity (Nos)	Useful Economic Life (Years)	Estimated Balance Life (Years)
1.	Oil Expeller Round Kettle	Production	2000 MTPA	Gokul Impex	2	15	13
2.	Oil Expeller Round Kettle	Production	7200 MTPA	Navdurga Expeller Co.	1	15	15
3.	Continuous Bleacher	Production	60 TPD	Chempro	1	15	12
4.	FRP Cooling Tower	Process Equipment	80 TR	Motto Tech	1	15	12
5.	Air Compressor	Process Equipment	NA	Dwarkesh	1	15	12
6.	Decent Centrifuge	Production	NA	Dolphin Engi.	1	15	12
7.	Boiler	Process Equipment	2 TON	Thermal Eng.	1	15	12
8.	BSS Refinery	Production	140 TPD	Aahuja	1	20	17
9.	Oil Extraction Machine	Production	140 TPD	Alpha	4	15	12
10.	Oil Storage Tank	Process Equipment	200 TON	Assemble	2	20	17

11.	Raw Material Storage	Process Equipment	300 TON	Assemble	1	20	17
12.	Silo	Process Equipment	50 TON	Assemble	1	20	17
13.	Weigh Bridge	Process Equipment	100 TON	Kinal Scale	1	15	12

Source: - As certified by chartered engineer Mr. Devang Shah, vide his certificate dated October 21, 2024.

- 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 the plant and machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost. Further, cost can be escalated on account of freight expenses and incidental charges. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.
- The purchase of equipment/machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time.
- Any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, including any contingencies etc. in relation to above object, will be met from internal accruals of our Company.
- **Reason/rationale/purpose for enhancing existing manufacturing capabilities through investment in additional plant & machineries:**

Sr. No.	Machinery Details	Machine usage & Rationale of Purchase
1	Oil Expeller	The installation of the Oil Expeller Machine has significantly improved our castor seed crushing and oil production capacity. We are now able to process three times of castor seeds per day, allowing us to fulfill more sales orders than before. This has resulted in a substantial increase in revenue and profit.
2	Continuous Solvent Extraction Plant for Processing Castor Comprising of The Foll. Sections	
(a)	Main Solvent Extraction Plant	Solvent oil extraction method has the advantages of (1) low residual oil rate; (2) less than 1% residual in the cake (high oil yield); (3) low labor intensity; (4) good working environment and good quality of meal.  The solvent extraction method is a relatively efficient and reliable process will remove about 50% of residual oil from the meal. This method uses less energy, and requires less maintenance. It is relatively efficient and reliable, and making it the primary means of separating large tonnages of oil from protein meal.  The main benefit of solvent Extraction Plant Machinery is its ability to produce great yields without having to search out the biggest, most resinous flowers (as is the case when making solvent less extracts). Hence, Solvent extracts are definitely the way to go for maximum potency.
(b)	Conditioning & Conveying Section	
(c)	Heat Insulation & Painting	
(d)	Water Cooling & Pumping	
(e)	Storage Tanks	
3	1000 MT Hopper Silo (Complete Set)	Hopper bottom silos are designed to allow total cleanout by gravity without the use of sweep augers. This can result in a number of benefits, including:  * Reduced material handling equipment * Less electricity needed for unloading * Much less maintenance required

4	BSS Castor Oil Refinery Plant	<p>BSS Castor Oil Refinery Plant employs processes like degumming, bleaching, and/or deodorization to remove impurities from castor oil. These impurities include colloidal matter, phospholipids, excess free fatty acids, and compounds that give castor oil its distinct color.</p> <p>Refining not only makes the oil more suitable for use by other industries but also extends the shelf life of the final oil produced. Additionally, a key benefit of using BSS Castor Oil Refinery Plant is that castor oil comprises linoleic, oleic, stearic, and linoleic fatty acids in smaller amounts.</p> <p>However, castor beans also contain some allergenic proteins and the toxic ricin, making castor oil refining all the more important. Without utilizing a castor oil refining plant to take out these and other potential hazardous impurities, it is impossible to safely use castor oil for pharmaceutical purposes or any other application that would expose humans to their ill effects.</p>
5	Boiler Structure & Ducting Piping Etc.	<p>Boilers are used to generate hot water and steam for drilling operations, such as to power the drilling rig, heat the drilling mud, and melt the drilling bit. Boilers are also used in the refining process to heat the crude oil and separate it into its various components. The steam generation boiler will provide the necessary steam required by the heating kettles to cook and heat the oil seeds. new generation boilers are more efficient than traditional boilers, which can save you money on energy costs. They are also more environmentally friendly, as they produce fewer emissions. In addition, new generation boilers are often equipped with automatic feeding systems, which can reduce labor costs.</p>
6	RO Plant	<p>We require clean water for our BSS Castor Oil Refinery Plant, Boiler, cooling Tower, and other factory consumption. RO plants are designed to remove impurities and microorganisms from water, ensuring that the water used in castor oil production is pure. This leads to a higher quality of the final oil product. RO plant can treat wastewater generated during the Castor oil extraction process, making it reusable and reducing environmental impact.</p>

#### 4. GENERAL CORPORATE PURPOSE:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ [●] Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- 1) funding growth opportunities;
- 2) servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- 3) capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- 4) working capital;
- 5) meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- 6) strategic initiatives and
- 7) On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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



related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## 5. ISSUE RELATED EXPENSES

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

Expenses	Expenses (Rs. In Lakhs)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees & Underwriting Commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees to the Legal Advisor	[●]	[●]	[●]
Fees Payable to Market Maker (for Three Years)	[●]	[●]	[●]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

### Notes:

- Up to October 28, 2024, Our Company has deployed/incurred expense of ₹ 56.58 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals & existing loan facilities duly certified by Statutory Auditor M/s. Piyush Kothari & Associates, Chartered Accountants vide its certificate dated October 28, 2024.
- Any expenses incurred towards aforesaid issue related expenses during the period from January 01, 2024 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:
 

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

8. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

#### **APPRAISAL REPORT**

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions / banks.

#### **BRIDGE FINANCING**

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

#### **INTERIM USE OF FUNDS**

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

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

#### **MONITORING UTILIZATION OF FUNDS**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

#### **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10/- and Issue Price is ₹ [●]/- per Equity Shares and is [●] times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page no. 22, 159 and 108 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

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

- Experienced Promoters and Management Team
- End to end execution capabilities
- Long term Relationship with the Clients
- Quality Assurance & Control
- Scalable Business model

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please refer chapter titled “Our Business” beginning on page no. 108 of this Draft Prospectus.

### Quantitative Factors

Our Company was incorporated on December 15, 2015. Therefore, the information presented below relating to the Company is based on the restated standalone financial statements of the Company for Financial years ending March 31, 2024, 2023 and 2022 and for the period ending on August 31, 2024 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic and Diluted Earnings Per Share (EPS):

Period	Basic and Diluted EPS (In ₹)	Weights
FY 2021-22	(0.24)	1
FY 2022-23	1.32	2
FY 2023-24	4.64	3
<b>Weighted Average</b>	<b>2.72</b>	
August 31, 2024*	<b>3.93</b>	

\*Not Annualized

#### Notes:

- The figures disclosed above are based on the restated standalone financial statements of the Company.
- The above statement should be read with the chapter titled “Restated Financial Information” beginning on page no. 159 of this Draft Prospectus.
- Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/period.
- Diluted Earnings per share = Net profit/(loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/period.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal]/[Total of weights].

## 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●]/- per share of ₹ 10/- each

Particulars	P/E at the Issue Price of ₹ [●]/-
Based on the Basic and Diluted EPS as restated for period ending August 31, 2024	[●]
Based on the Weighted average EPS	[●]
<b>Industry P/E</b>	
Highest	[●]
Lowest	[●]
Average	[●]

**Note:** The highest and lowest industry P/E has been considered from the industry peer structure provided later in this chapter. The industry average has been calculated as the arithmetic average P/E of the industry peer structure disclosed in this chapter. For further details, please refer chapter titled “Restated Financial Information” beginning on page no. 159 of this Draft Prospectus.

## 3. Average Return on Net Worth (RoNW):

Period	Return on Net Worth (%)	Weights
As on March 31, 2022	243.57%	1
As on March 31, 2023	29.54%	2
As on March 31, 2024	27.92%	3
<b>Weighted Average</b>	64.40%	
For Period ended on August 31, 2024*	19.24%	

\*Not Annualized

### Note:

- The figures disclosed above are based on the restated standalone financial statements of the Company.
- The RONW has been computed by dividing net profit/loss after tax (excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW x Weight) for each fiscal] / [Total of weights].

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

Particulars	NAV (in ₹)
As on March 31, 2022	(0.10)
As on March 31, 2023	4.46
As on March 31, 2024	16.62
As on August 31, 2024	20.41
NAV after the Issue	[●]
Issue Price	[●]

### Note:

- The figures disclosed above are based on the restated standalone financial statements of the Company.
- NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.



## 5. Comparison of Accounting Ratios with Peer Group Companies:

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company.

Name of the company	Face value	Revenue from Operations (₹ in Lakhs)	EPS (Basic) (₹)	EPS (Diluted) (₹)	P/E*	Return on Net Worth (%)	Net Worth (₹ in Lakhs)	Net Asset Value Per Equity Share (₹)
Vandan Foods Limited	10	4873.04	4.64	4.64	[●]	27.92%	947.02	16.62
Listed peers*								
NK Industries Limited	10	1912.21	(1.71)	(1.71)	NA	0.34%	(34410.1)	(572.66)
Jayant Agro-Organics Limited	5	215004.31	17.59	17.59	17.24	10.12%	54321.04	181.07

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and 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 NSE on December 11, 2024 divided by the Basic EPS.
2. RoNW is computed as net profit after tax (after considering Comprehensive Income) divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares.
4. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.
5. The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

For further details, please refer to the section titled "**Risk Factors**", and chapters titled "**Business Overview**" and "**Restated Financial Information**" beginning on page no.22, 108 and 159 respectively of this Draft Prospectus.

## 6. Key Performance Indicators:

The table below sets forth the details of Key Performance Indicators that our Company considers to have a bearing for arriving at the basis for Offer Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee.

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which helps our Company in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price which have been disclosed below. Additionally, the KPIs have been certified vide certificate dated October 28, 2024 issued by M/s. Piyush Kothari & Associates, Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated October 28, 2024 issued by M/s. Piyush Kothari & Associates, Chartered Accountants, has been included in 'Material Contracts and Documents for Inspection – Material Documents' beginning on page 321.

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



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

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

A list of our KPIs for the four months' period ended on August 31, 2024 and Financial Year ended March 31, 2024, March 31, 2023 and March 31, 2022 is set out below:

Particulars	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations (Rs. in Lakhs)	4,683.90	4,873.04	1,159.35	147.55
EBITDA (Rs. in Lakhs)	349.98	364.56	99.49	(7.77)
EBIT (Rs. in Lakhs)	335.76	353.54	85.90	(13.61)
EBITDA margin (%)	7.47%	7.48%	8.58%	-5.27%
PAT (Rs. in Lakhs)	225.55	264.43	64.28	(11.43)
Net Profit margin (%)	4.82%	5.43%	5.54%	-7.75%
Net worth (Rs. in Lakhs)	1,172.57	947.02	217.58	(4.69)
Return on capital employed (%)	16.27%	37.33%	33.42%	-4.00%
Return on equity (%)	21.28%	45.41%	60.39%	-1116.78%
Debt to equity ratio (times)	0.76	-	0.18	-73.55
Fixed Asset Turnover Ratio (times)	7.72	8.64	29.98	2.82

Source: The Figure has been certified by M/s. Piyush Kothari & Associates, Chartered Accountants vide their certificate dated October 28, 2024 vide UDIN no. 24158407BKBIUH1239.

1. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
2. EBITDA is calculated as restated profit / (loss) for the period / year, plus finance costs, total taxes, and depreciation and amortisation expense reduced by other income.
3. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
4. Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
5. PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
6. Return on Equity (%) refers to restated profit after tax divided by Average Shareholders' Equity of our Company for the year/period. Restated profit after tax means restated profit / (loss) for the period/year as appearing in the Restated Financial Statements.
7. Return on Capital Employed is calculated as adjusted EBIT divided by Capital Employed which is defined as Shareholders' Equity plus Total Borrowing (Current and Non-Current).
8. Debt Equity ratio is calculated as total borrowings divided net worth available to the equity shareholders of the Company.
9. Fixed asset turnover ratio is calculated as revenue from operations divided by property, plant and equipment.

#### Explanation for the Key Performance Indicators

Sr. No.	Key Performance Indicator	Description and Rationale
1	Revenue from Operations	Revenue from operations include revenue from sales of products in domestic and exports markets, revenue from sale of Castor Oil, Castor Cake, Agricultural commodities also includes Commission Income , Work Contract Income and other operating revenue
2	EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses less other income and excluding exceptional items. EBITDA provides information regarding operational profitability and efficiency of our Company.
3	EBIT	Earnings before interest and tax is calculated as the restated profit for the period or year plus tax expense and finance cost less other income and excluding exceptional items.
4	EBITDA Margin	Percentage of earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax





		expense, finance cost, depreciation and amortization expenses excluding exceptional items. This metric helps in benchmarking the operating profitability against the historical performance of our Company.
5	Profit after tax for the period	The amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
6	Net profit margin	Percentage of the amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
7	Net worth	Calculated as total of share capital and other equity. It provides information on the book value of the owners' equity in the business.
8	Return on capital employed	Return on capital employed is calculated using two components, i.e. earnings before interest and tax divided by capital employed. Capital employed is calculated by sum of net worth and total debt less cash and cash equivalents freely available. This provides us information on efficiency of our capital deployment and utilisation.
9	Return on equity	Return on Equity is calculated on the basis of net profit after tax divided by shareholder's equity and is calculated by profit after tax divided by our net worth (share capital and other equity). It indicates our Company's ability to turn equity investments into profits.
10	Debt to equity ratio	Debt to equity ratio is calculated by dividing our Company's debt by shareholders' equity (as a percentage). This metric is a measurement of our Company's financial leverage and provides us information on our current capital structure and helps us in targeting an optimized capital structure.
11	Fixed asset turnover ratio	Fixed asset turnover ratio is calculated as revenue from operations divided by property, plant and equipment.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in 'Our Business' and 'Management's Discussion and Analysis of Financial Position and Results of Operations' beginning on pages 108 and 162, respectively. All such KPIs have been defined consistently and precisely in 'Definitions and Abbreviations – Conventional and General Terms and Abbreviations' on page no. 1.

## COMPARISON OF FINANCIAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:

Particulars	Vandan Foods Limited For the Year ended on March 31			NK Industries Limited For the Year ended on March 31			Jayant Agro-Organics Limited For the Year ended on March 31		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Revenue from operations (Rs. in Lakhs)	4,873.04	1,159.35	147.55	1912.21	1777.47	2033.26	2,15,004.31	2,77,161.41	2,58,934.41
Growth in Revenue from Operations (%)	320.33%	685.73%	-	7.58%	-12.58%	-7.77%	-22.43%	7.04%	58.00%
EBITDA (Rs. in Lakhs)	364.56	99.49	(7.77)	142.17	179.65	265.39	7953.21	7886.24	12037.22
EBITDA Margin	7.48%	8.58%	-5.27%	7.43%	10.11%	13.05%	3.70%	2.85%	4.65%
PAT (Rs. in Lakhs)	264.43	64.28	(11.43)	-103.05	-186.11	-152.56	5550.59	5187.07	9238.75



Net Profit margin (%)	5.43%	5.54%	-7.75%	-5.39%	-10.47%	-7.50%	2.58%	1.87%	3.57%
Return on equity (%)	45.41%	60.39%	1116.78%	0.30%	0.54%	0.45%	10.22%	10.22%	19.81%
Return on capital employed (%)	37.33%	33.42%	-4.00%	0.30%	0.54%	0.45%	7.97%	8.66%	15.06%
Debt Equity Ratio	-	0.18	-	NA	NA	NA	0.28	0.18	0.32

All the financial information for listed industry peer mentioned above is on a consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2024.

Notes:

1. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements/Annual Reports of the respected company.
2. Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.
3. EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income
4. 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
5. 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
6. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account.

#### 7. Weighted average cost of acquisition

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

The details of issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Prospectus, where such issuance 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)), in a single transaction or multiple transactions combined together over a span of 30 days is as follows:

Name of Allottee	Shares Alloted	FV	Issue Price	Nature of consideration	Total Consideration (Lakhs)
Patel Rakeshkumar Rameshbhai	44,000	10.00	125	Cash	55.00
Jitendra Rameshbhai Patel	4,00,000	10.00	50	Cash	200.00
Jyotsana Jitendrabhai Patel	4,00,000	10.00	50	Cash	200.00
Weighted Average price (Post bonus)					17.72

##### B. The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

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

### C. Price per share based on the last five primary or secondary transactions

Since there are transactions to report to under (a) and (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of the Company, are a party to the transaction) not older than 3 years prior to the date of Draft Prospectus irrespective of the size of transactions is not required to disclosed.

### D. Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price	Cap Price
(i) Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	17.72	NA	NA
(ii) Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	NA	NA	NA
(iii) Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Prospectus irrespective of the size of the transaction.	NA	NA	NA

The above details related to WACA have been certified by M/s. Piyush Kothari & Associates, Chartered Accountants by their certificate dated October 28, 2024.



The Issue Price is [●] times of the face value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the LM, on the basis of assessment of market demand from Bidders for Equity Shares through the Fixed Price Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with section titled “**Business Overview**”, “**Risk Factors**” and “**Financial Information of our Company**” beginning on page 108, 22 and 159 respectively including important profitability and return ratios, as set out in chapter titled “**Other Financial Information**” on page 160 of this Draft Prospectus to have a more informed view.

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## STATEMENT OF POSSIBLE TAX BENEFITS

**To**  
**The Board of Directors,**  
**Vandan Foods Limited**  
503/B, Wall Street-1,  
Opp. Orient Club,  
Nr. Rly. Crossing, Ellisbridge,  
Ahmedabad, Gujarat-380006

Dear Sir,

**Sub: - Statement of Tax Benefits ('the Statement') available to Vandan Foods Limited ('the Company') and its shareholders under direct and indirect tax laws.**

**RE: Proposed initial public offer ("IPO") of equity shares of face value Rs. 10 each ("Equity Shares") by Vandan Foods Limited ("Company") ("Offer") in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and other applicable laws, as amended.**

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



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

**Yours faithfully,**

**For Piyush Kothari & Associates**

**Chartered Accountants**

**FRN: - 140711W**

**Sd/-**

**CA Piyush Kothari**

**Partner**

**Membership No.: 158407**

**UDIN: -24158407BKBIUR7594**

**Date : - October 28, 2024**

**Place : Ahmedabad**



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## ANNEXURE-I

The information provided below sets out the possible special tax benefits available to the Company and its Shareholders under Income Tax Act, 1961 and Income Tax Rules, 1962 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:**

The Company is not entitled to any special tax benefits under the Act.

### **B. SPECIAL TAX BENEFITS AVAILABLE TO SHAREHOLDERS OF THE COMPANY:**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Notes:

1. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
2. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.

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## SECTION VIII – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

#### GLOBAL ECONOMY

Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. It is then expected to edge up to 2.7 percent in 2025-26 amid modest growth in trade and investment. Global inflation is projected to moderate, but at a slower clip than previously assumed, averaging 3.5 percent this year. Given continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) will likely remain cautious in easing monetary policy. As such, average benchmark policy interest rates over the next few years are expected to remain about double the 2000-19 average.

Despite an improvement in near-term growth prospects, the outlook remains subdued by historical standards in advanced economies and EMDEs alike. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average pace. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, representing more than 80 percent of global population and world output. EMDE growth is forecast to moderate from 4.2 percent in 2023 to 4 percent in both 2024 and 2025. Prospects remain especially lack luster in many vulnerable economies over half of economies facing fragile- and conflict-affected situations will still be poorer by the end of this year than on the eve of the pandemic.

Domestic demand is projected to improve in many EMDEs this year, in line with a moderate cyclical recovery from the effects of high inflation, tight financial conditions, and anemic industrial activity. Aggregate EMDE growth is nonetheless poised to decelerate slightly mainly because of idiosyncratic factors in some large economies. Moreover, significant challenges persist in vulnerable economies—including in low-income countries (LICs) and those facing elevated levels of conflict and violence—where growth prospects have deteriorated markedly since January.

#### **Fiscal Challenges in Small States: Weathering Storms, Rebuilding Resilience.**

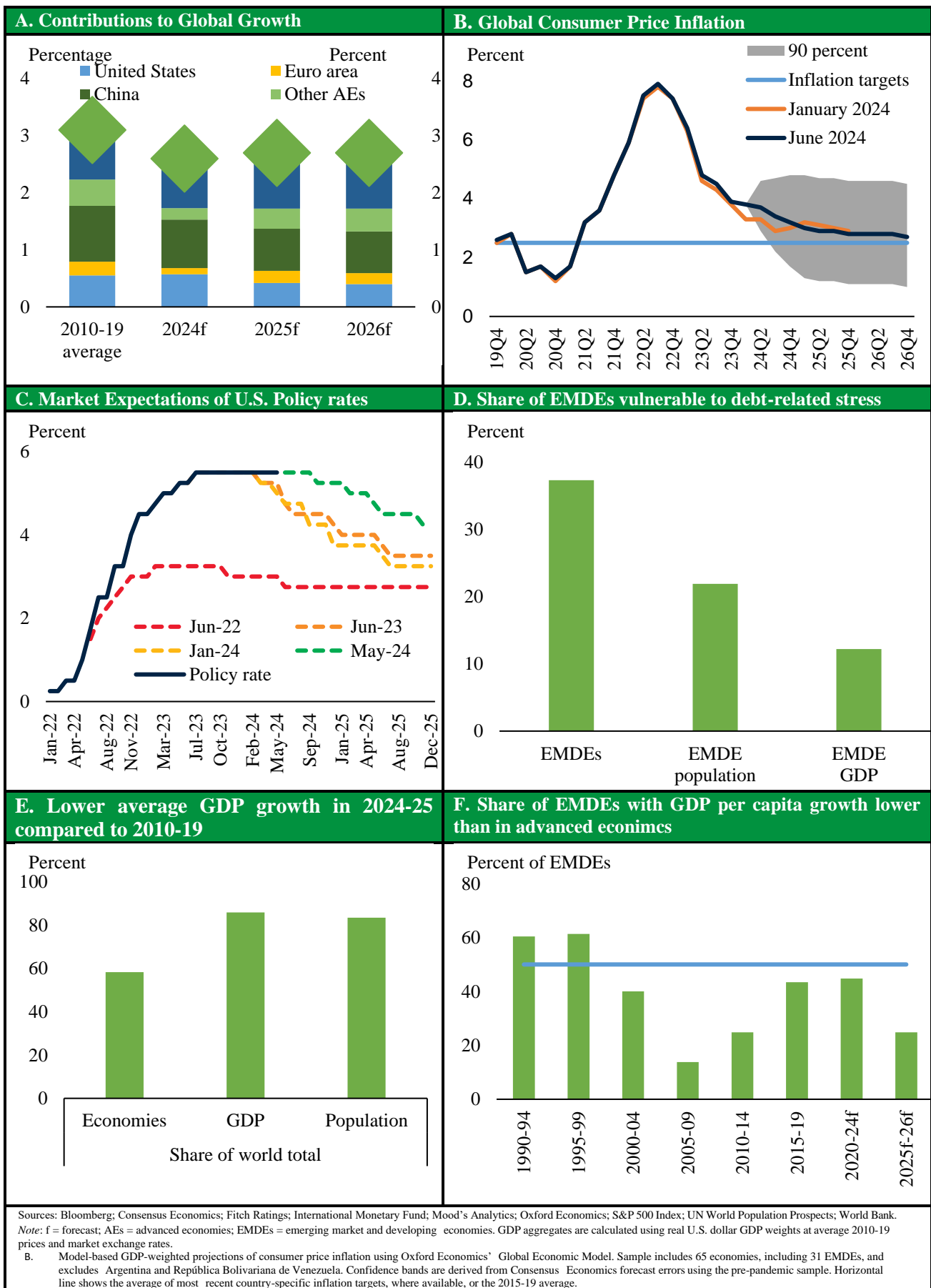
The COVID-19 pandemic and the global shocks that followed have worsened fiscal and debt positions in small states. This has intensified their already substantial fiscal challenges—especially the need to manage more frequent climate change-related natural disasters. Two-fifths of the 35 EMDE small states are at high risk of debt distress or already in it, roughly twice the share for other EMDEs. Fiscal deficits in small states have widened since the pandemic, reflecting increased government spending to support households and firms, as well as weaker revenues.

#### **Regional Prospects**

Growth is projected to soften in most EMDE regions in 2024. In East Asia and Pacific, the expected slowdown this year mainly reflects moderating growth in China. Growth in Europe and Central Asia, Latin America and the Caribbean, and South Asia is also set to decelerate amid a slowdown in their largest economies. In contrast, growth is projected to pick up this year in the Middle East and North Africa and Sub-Saharan Africa, albeit less robustly than previously forecast.

#### **Global prospects**

The global economy is stabilizing but the outlook remains subdued—both advanced economies and EMDEs are projected to grow at a slower pace over 2024-26 than in the pre-pandemic decade. Recent upward pressures on global core inflation are anticipated to gradually ease, such that headline inflation converges to levels broadly consistent with central bank targets by 2026. Market expectations for the path of U.S. policy rates have been repeatedly revised higher. Amid elevated borrowing costs, about two-fifths of EMDEs are acutely vulnerable to debt stress. In 2024-25, growth is expected to underperform its 2010-19 average in countries comprising more than 80 percent of global output and population. The multiple shocks of recent years have impeded per capita income catch-up, with almost half of EMDEs losing ground relative to advanced economies over 2020-24.



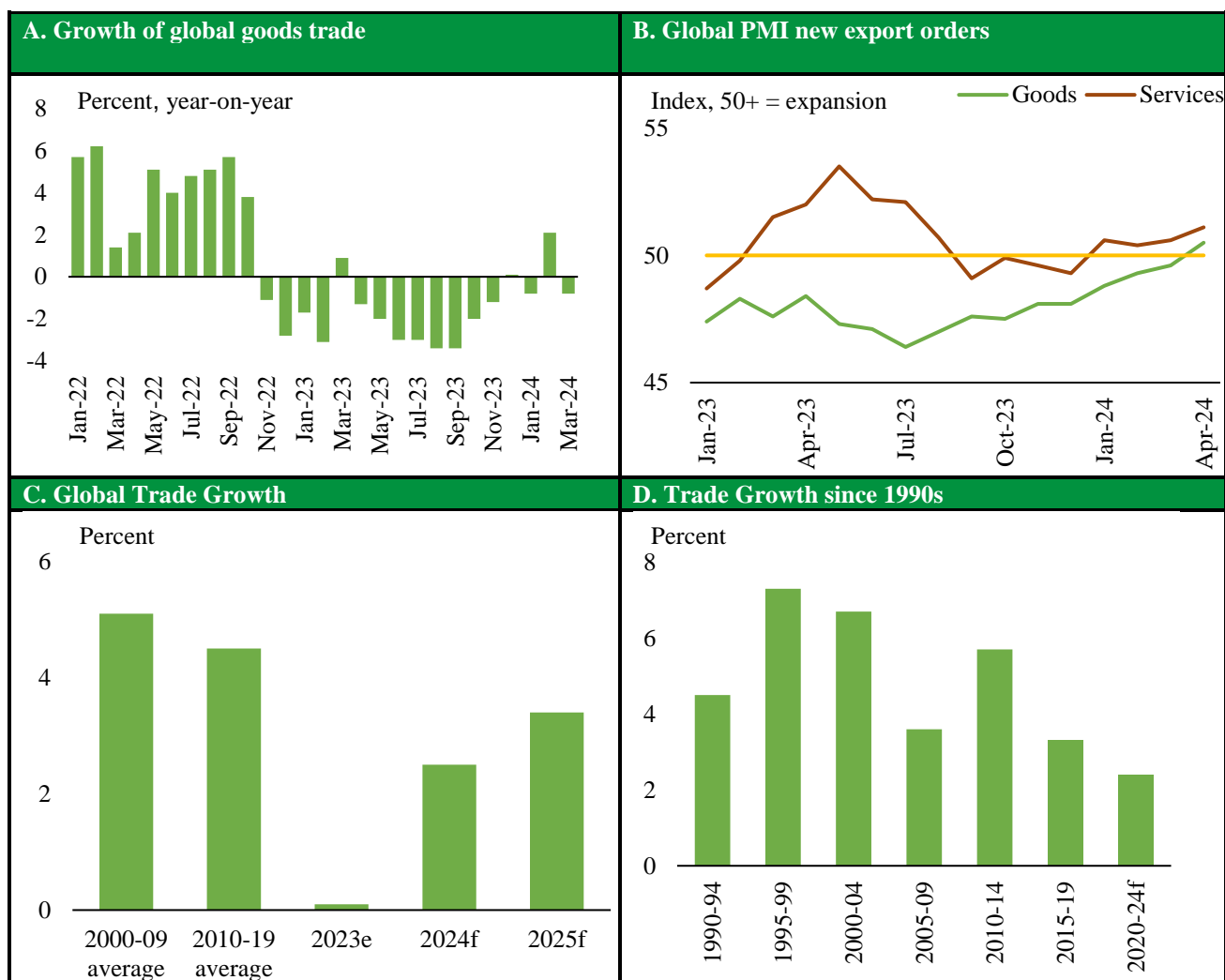
- C. Solid blue line is the upper bound of the target range for the U.S. federal funds rate. Dotted lines are vintages of market-based policy rate expectations, derived from derivatives markets.
- D. Sample includes those with weak credit ratings and those judged by the International Monetary Fund and the World Bank to be in or at high risk of debt distress.
- E. "Economies" refers to the share of countries, "GDP" refers to the share of world GDP, and "population" is the share of the world population.
- F. Horizontal line indicates the 50 percent threshold.

## Global Risks and Policy Challenges

Risks to the outlook are somewhat more balanced but remain skewed to the downside. Pronounced trade policy uncertainty—already at its highest level compared with other years of major elections since 2000—could portend further trade restrictions and weigh on global trade. Advanced- economy interest rates are expected to remain well above 2000-19 average levels and could turn out higher still if inflationary pressures persist, substantially slowing global growth. Conflict-related oil supply disruptions could raise oil prices, dampen economic activity, and undermine the disinflation process. EMDE fiscal policy makers confront exacting trade-offs, given elevated borrowing costs and large financing needs. Improving public investment efficiency in EMDEs is crucial, especially given constrained fiscal space.

## Global Trade

Global trade in goods and services was nearly flat in 2023 amid goods trade contractions for most of the year. Leading indicators suggest that services trade has stabilized. Global trade in goods and services is projected to expand by 2.5 percent in 2024 and 3.4 percent in 2025 but remain well below the average rates of the two decades preceding the pandemic. In all, global trade growth in 2020-24 is set to register the slowest half decade of growth since the 1990s.



Sources: CPB Netherlands Bureau of Economic Analysis; Haver Analytics; World Bank.

Note: e = estimate; f = forecast; PMI = purchasing managers' index. Trade in goods and services is measured as the average of export and import volumes.

A. Panel shows goods trade volumes. Last observation is March 2024.

B. Panel shows manufacturing and services subcomponents of the global purchasing managers' index (PMI) new export orders series. PMI readings above (below) 50 indicate expansion (contraction). Last observation is April 2024.

D. Panel shows five-year averages of growth in global trade in goods and services.

## Global Inflation

The pace of decline in core inflation has slowed this year. In major advanced economies, disinflation in consumer goods prices appears to have bottomed out, while inflation in consumer services prices remains elevated. High core inflation in EMDEs was driven by services, including shelter. Global inflation is expected to gradually decelerate toward average inflation targets by 2026, amid softening core inflation.

## Global financial developments

Global financial conditions have eased, on balance, since last year, primarily reflecting declines in risk premia amid still-elevated interest rates. Central Banks across major advanced economies are expected to gradually lower policy rates this year, but the level of real interest rates is set to remain a headwind to economic activity-albeit a diminishing one-for some time. Policy rate projections derived from financial markets have been volatile since U.S policy tightening started in 2022, with expectations repeatedly revised higher over time. Meanwhile, most advanced -economy central banks continue emphasize that the pace of easing will be cautious, reflecting persistent inflationary pressures-and, in the case of the United States, robust economic activity. As such, government bond yields are well above pre-pandemic levels and are likely to remain so, absent large negative shocks to growth.

(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/6feb9566-e973-4706-a4e1-b3b82a1a758d/content>)

## INDIAN ECONOMY

### INTRODUCTION

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

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

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

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

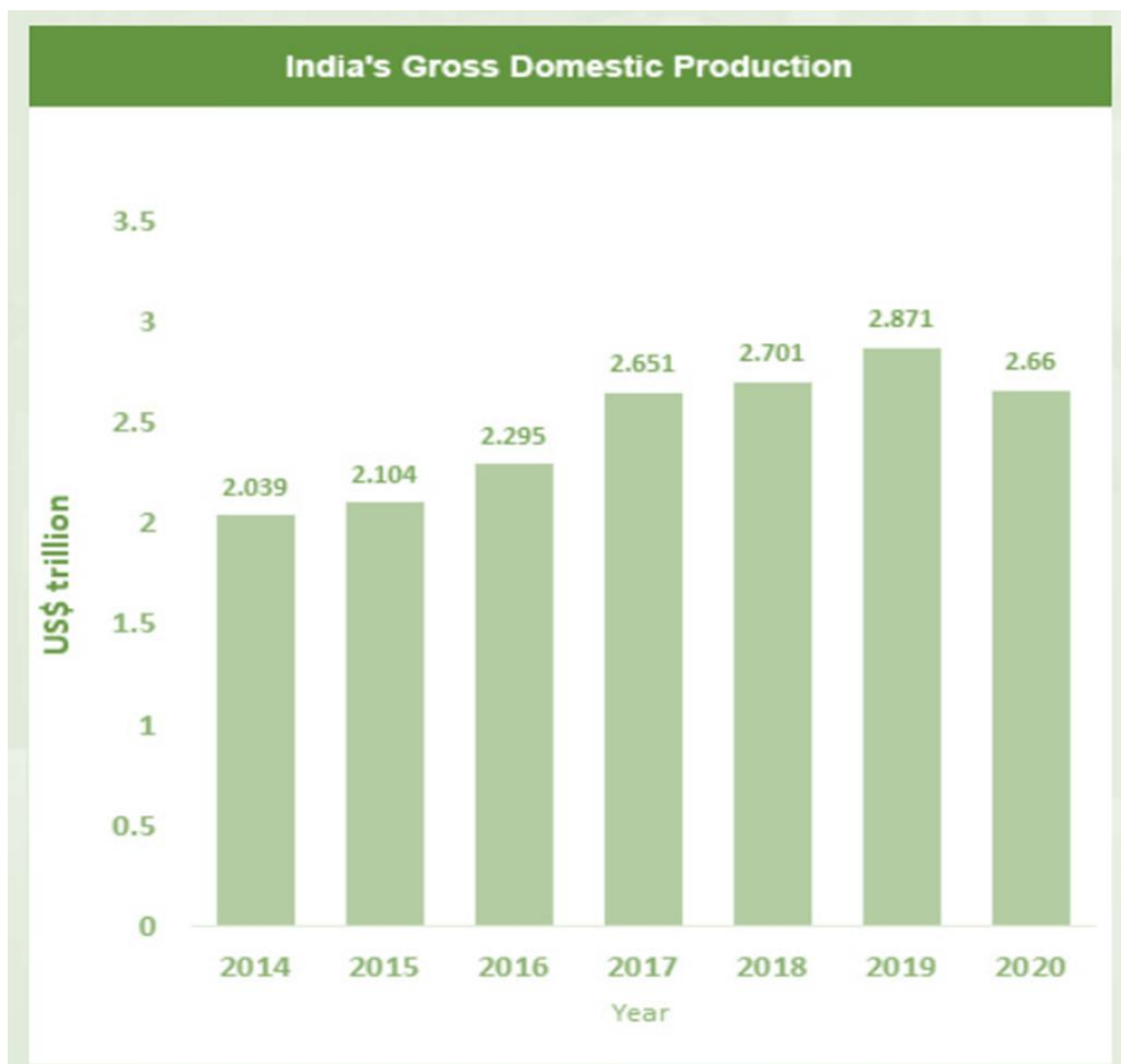
### MARKET SIZE

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

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

the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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



### RECENT DEVELOPMENT

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 priorities lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since



August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.

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

## GOVERNMENT INITIATIVES

- Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:
- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crores (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crores (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Atma Nirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crores (US\$ 182.35 million).
- Prime Minister Mr. Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan

Ann Yojana (PMGKAY) from January 1, 2023.

- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crores (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crores (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crores (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crores (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals &

Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 crore (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.

- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crores (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/Seminomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crores (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crores (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crores (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crores (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crores (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crores (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crores (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up

to Rs. 50,000 crores (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.

- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman Al Banna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025

#### ROAD AHEAD

- In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.
- India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signaling 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 crores (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crores (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.

Sources: <https://www.ibef.org/economy/indian-economy-overview>

*Note: Conversion rate used for January 2024 is Rs.1 = US\$ 0.012*

#### CASTOR OIL – INDUSTRY SCENARIO

The global castor oil market was valued at USD 1.4 billion in 2022, growing at a CAGR of 5.1% from 2023 to 2032. The market is expected to reach USD 2.3 billion by 2032. Throughout the forecast period, castor oil is expected to see high demand from the pharmaceutical and cosmetics sectors. Rising healthcare costs and public awareness of preventive care and self-management drive demand for cosmetics and pharmaceutical products. The product's increasing use in creating skincare, cosmetic, and soap goods is also expected to increase its demand.

The Indian agricultural sector has historically centred on oilseeds, which hold the second highest importance after food grains. India is one of the largest importers of edible oil, despite having the title of the world's fourth largest producer of oilseeds. This trend is attributed to the rising demand for edible oils in the private and industrial sectors. The government has implemented various policy changes throughout the post-independence period to address this persistent demand-supply gap. The agricultural climate in India allows the cultivation of 9 oilseeds, i.e., rapeseed, groundnut, niger, castor, sunflower,



mustard, sesame, safflower, and soybean, and secondary sources of edible oil include palm oil, rice bran oil, coconut oil, cottonseed oil, tree-based oilseeds, oilseeds etc. The India castor oil market reached a volume of 102.5 Kilo Tons in 2023.

#### India's position in the global edible oil production market (2022-23)

Edible Oil Crop	India's Rank	Share in World Production (%)	Next to
Groundnuts, excluding shelled	2 <sup>nd</sup>	18.69	China
Groundnut Oil	2 <sup>nd</sup>	16.34	China (2021)
Soybean	5 <sup>th</sup>	3.72	Brazil, USA, Argentina, China
Soybean Oil	5 <sup>th</sup>	2.14	China, USA, Brazil, Argentina (2021)
Castor Seed	1 <sup>st</sup>	88.48	NA
Rapeseed	3 <sup>rd</sup>	13.72	Canada, China
Rapeseed or Canola Oil	4 <sup>th</sup>	11.21	Canada, Germany, China (2021)
Safflower	5 <sup>th</sup>	6.15	Kazakhstan, Russia, USA, Mexico
Safflower Seed Oil, Crude	2 <sup>nd</sup>	18.43	USA (2021)
Sesame Seed	2 <sup>nd</sup>	11.70	Sudan
Sesame Seed Oil	3 <sup>rd</sup>	8.73	China, Myanmar (2021)
Linseed	5 <sup>th</sup>	3.18	Russia, Kazakhstan, Canada, China
Linseed Oil	6 <sup>th</sup>	5.03	China, Belgium, USA, Germany, Russia (2021)
Rice bran oil	1 <sup>st</sup>	46.8	NA
Cotton seed oil	2 <sup>nd</sup>	28.41	China
Coconuts, in shell	3 <sup>rd</sup>	22.46	Indonesia, Philippines
Coconut oil	3 <sup>rd</sup>	14.20	Indonesia, Philippines

(Source: NITI Aayog Report (2024))

Increase in demand for sebacic acid and rise in use of bio based products in cosmetics, lubricant and pharmaceutical industries are propelling the castor oil market value. Castor Oil is widely employed in various skin care products used against inflammation, acne and dry skin. Rise in demand for nutritionally balanced cattle feed is also augmenting demand for castor oil in the agriculture sector. Manufacturers in the industry are adopting advanced technologies and automating the oil extraction processes to increase their production capabilities. Availability of advanced oil extraction machinery is offering lucrative castor oil business opportunities for leading companies in the market.

Castor oil is extracted from the seeds of castor plant, *Ricinus Communis*. Castor Oil is known for its laxative properties and is utilized in the industrial sector for production of lubricants, soaps, paints, adhesives, cosmetics and varnishes. Cold pressing, solvent extraction or a combination of both are basic castor oil extraction methods. Castor oil is widely employed in various industries including food & beverage, cosmetics, chemicals and pharmaceuticals. Castor Oil is also termed as Ricinus oil as it is extracted from the seeds of *Ricinus Communis*. It helps moisturize skin, induce labor, relieve constipation and clean dentures. Castor Oil extensively used in skin care as it holds several benefits, including reducing inflammation, managing acne, increasing hair growth and getting rid of dead skin cells. Rising utilization of the product to reduce the symptoms of constipation, lower the feelings of incomplete bowel movements, and ensure less strain during defecation is anticipated to drive the industry's growth. The growth of the pharmaceutical sector in various economies of North America, Europe, and Asia Pacific is projected to fuel the demand for the product.

#### Rise in Demand for Sebacic Acid fueling Castor Oil Market Expansion

Sebacic acid is produced from the alkaline pyrolysis of castor oil and is majorly used as a monomer for nylon, lubricants, hydraulic fluids, plasticizers and cosmetics. Sebacic acid can be employed as a surfactant in the lubricating oil sector to increase the antirust properties of lubricating oils on metals. Increase in demand for sebacic acid is propelling the castor oil market dynamics. The anti-corrosion property of sebacic acid increases the life of metals making it a sustainable option over other lubricants such as lithium grease.

Growth in demand for skincare products is bolstering the castor oil market size. Castor Oil is one of the key ingredients in skincare products as it helps prevent wrinkles, reduce puffiness soothe sunburns, fight acne and moisturize. Castor Oil for skin care is in high demand as people tend toward buying cosmetics with natural ingredients to avoid skin allergies and severe side effects. The long range of skin and hair benefits are expected to garner the sales of castor oil derivatives. The usage of castor oil in face and skin moisturizers, mixed oils, cosmetics, and biodiesel makes its market dynamic. Furthermore, the rising trend of end users preferring cosmetic and skin care products that have organic elements in them is also adding value to the market's upward trajectory. Apart from the medical benefits like enhanced immunity and better blood circulation, personal care brands are also introducing castor oil derivatives as a joint pain reliever as it helps in treating arthritis.

### **Increase in Adoption of Bio based products boosting Market Statistics**

Bio based products are naturally derived products and are considered to be beneficial due to their sustainability. Castor Seed Oil is derived from castor seeds using various extraction methods. Growth in awareness among consumers regarding the benefits of using natural products and easy availability of bio based products in global markets are major castor oil market drivers. The implementation of stringent government regulations on sustainability is encouraging consumers to buy bio based products.

Rise in demand for nutritionally balanced cattle feed is expected to spur the castor oil market growth in the near future. Castor Oil is used as cattle feed as it contains high level of ricinoleic acid. It is antimicrobial and is utilized as an anti-coccidial to improve dairy cattle performance. Thus, growth in agriculture, livestock and poultry industries is fueling the demand for castor oil.

### **Regional Outlook**

Increase in production and consumption of castor oil in pharmaceutical and food & beverage sectors is expected to boost the castor oil industry share in next few years. Castor Seeds are grown in tropical regions of India, Thailand, Pakistan, Myanmar, Indonesia, Cambodia, Philippines, Bangladesh and Vietnam. While castor seeds were traditionally grown in Asia Pacific's wild areas, many of the region's countries have recently begun to make significant attempts to grow castor seeds commercially. Castor leaves, stems, and roots are also important besides the seeds. Castor leaves are used to raise silkworms in China. While the roots of castor plants are utilised as natural medicines, the stems are used to create paper and medium-density boards.

Climatic change and growth in pollution are causing various skin concerns such as sunburn and allergies. Rise in concerns regarding the side effects of chemicals in conventional cosmetics is boosting demand for natural castor oil products. This, in turn, is driving the castor oil market landscape.

### **Market Dynamics:**

#### **Drivers**

Increased usage of castor oil as an animal feed- The market for cattle feed is expanding quickly, and milk producers are switching from conventional cattle feed to nutritionally balanced compound feed due to realising the measurable benefits of nutritional feed in terms of increased yield. Because castor oil contains a high concentration of ricinoleic acid, an antibacterial, it is utilised as cow feed. Furthermore, as castor oil is a rich protein source and enhances dairy cattle's performance, it has been attempted in some ruminants and utilised as an anti-coccidial for broilers, driving the market's growth.

#### **Restraints:**

**Fluctuating raw material prices-** The main source of castor oil's byproducts and raw materials, which are utilised to make products in numerous industries, is castor oil. Factors influencing castor oil yield include soil conditions, latitude, altitude, sunshine, and warmth. While using premium seeds that produce good oil, the water needed is between 2500 and 3000 kg/ha while cultivating and between 700 and 1000 kg/ha when rain-fed. The scarcity of water is making it difficult for farmers to continue farming. Consequently, the yield determines the price of castor oil, and castor beans increase quickly due to inadequate irrigation. The demand for castor oil and downstream production is impacted by price fluctuations, which reduces profit margins.



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**Opportunities:**

**Increasing use in the cosmetics industry-** Eco-friendly cosmetics give emerging nations a competitive edge. "Green" now refers to sustainable, organic, or healthful. It's been observed that the idea of going green has gained popularity due to concerns about climate change, global warming, and environmental issues. Natural and non-toxic, castor oil encourages skin hydration. One of the best eco-friendly raw resources for cosmetics is castor. As attitudes towards environmental stewardship and healthy living change, so do consumers' shopping behaviours. Customers want safe, chemical-free items that are healthy, and the state of the environment has surely made them more aware of the importance of buying green products. Worldwide interest in green cosmetics is rising due to environmental, animal welfare, health, and hygiene worries. The rising number of sensitive people contributes to the growing popularity of green cosmetics, which is predicted to boost castor oil market sales.

**Analysis of Key Players in Castor Oil Industry**

Leading market players are focusing on the latest castor oil extraction and production trends to improve their production capacities. They are investing in expanding their manufacturing lines to meet the rise in demand for castor oil from various industries. Increase in the export of high quality castor seeds is likely to increase oil production and enhance the business performance of companies.

Some of the players in the market are Adani Wilmar Ltd, Adya Oils & Chemicals Ltd, Ambuja Solvex Pvt Ltd, Arvalli Castor Derivatives Pvt Ltd, BDI Enterprises & Brands, LLC, Cristol Dayang Chem (Hangzhou) Co. Ltd, Girnar Industries, Globexo India, Gokul Agri International Ltd, Gustav Heess, Hokoku Corporation, Itoh Oil Chemicals Co. Ltd, Jayant Agro Organics Limited, Kokura Gosei Kogyo Ltd, N.K. Proteins Pvt Ltd, Royal Castor Products Limited, Shavout International Holdings, Sree Rayalaseema Alkalies & Allied Chemicals Ltd and Sunny Isle.

These companies have been profiled in the castor oil market report based on various parameters including company overview, business segments, product portfolio, recent developments, business strategies and financial overview.

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## BUSINESS OVERVIEW

**The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Prospectus, including the information contained in the section titled “Risk Factors” on Page no. 22 of this Draft Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “VANDAN”, “VFL” and “Our” refers to Our Company. Unless stated otherwise, the financial data in this section is as per our Restated financial statements prepared in accordance with Accounting Standard set forth in the Draft Prospectus.**

Our Company was originally incorporated as “Vandan Foods Private Limited” as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from “Vandan Foods Private Limited” to “Vandan Foods Limited” and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association of our company. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpesh Kumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Castor Oil, nonvolatile fatty oil obtained from the seeds of the castor bean, *Ricinus Communis*, of the spurge family (Euphorbiaceae). It is used in the production of synthetic resins, plastics, fibres, paints, varnishes and various chemicals including drying oils and plasticizers. Castor Oil is viscous, has a clear and colourless to amber or greenish appearance, a faint characteristic odour and a bland but slightly acrid taste, with a usually nauseating aftertaste. Castor Oil is obtained from castor beans either by pressing or by solvent extraction. In addition to the uses mentioned above, castor oil and its derivatives are used in cosmetics, hair oils, fungistatic (fungus-growth-inhibiting) compounds, embalming fluid, printing inks, soap, lubricants, greases and hydraulic fluids, dyeing aids and textile finishing materials. Due to its renewability and high versatility in addition to being the only commercial source of a hydroxylated fatty acid, castor oil has been used as a vital raw material for the chemical industry. Castor oil has traditionally been used as a remedy for treating various skin conditions and infections, relieving constipation, and increasing the health of hair.

Being an ISO Certified Company, we endeavour to satisfy customers by continuous improvement through process innovation and quality maintenance. We focus on producing quality product to increase customer satisfaction and develop a positive brand image in the industry. We ensure that the castor seeds are sourced from reputable suppliers. Regular testing for containments and quality metrics is essential. Our Management and team have enabled us to maintain continuing customer relations, by continuously improving the product quality and consistency, ensuring enhanced customer satisfaction and retention. We have outsourced testing of quality of raw material and finished products to laboratories and manufacturing the same strictly as per quality norms so as to provide the quality output to our customers at competitive prices. Our Company has marked its presence in domestic markets. We supply our products in states such as Gujarat, Haryana, Andhra Pradesh, Delhi, Bihar, Rajasthan and Telangana. Our Manufacturing facility is located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.

Our Promoters Kalpeshkumar Bhagavandas Thakkar, Rakeshkumar Rameshbhai Patel, Jitendra Rameshbhai Patel and Jyotsana Jitendrabhai Patel are having combined experience of more than 10 years in Agriculture and Derivatives Business. and with their innovative business ideas, indepth knowledge and excellent management skills, we have served our customers proficiently. Our promoters are actively involved in day-to-day operations and looks after Sales, Purchase, Plant Operations, Finance, as well as general administration for the company.

## FINANCIAL SNAPSHOT:

Particulars	For the period ended	For the year ended on		
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations (₹ in Lakhs)	4,683.90	4,873.04	1,159.35	147.55
EBITDA (₹ in Lakhs)	349.98	364.56	99.49	(7.77)
EBIT (₹ in Lakhs)	335.76	353.54	85.90	(13.61)
EBITDA margin (%)	7.47%	7.48%	8.58%	-5.27%
PAT (₹ in Lakhs)	225.55	264.43	64.28	(11.43)
Net Profit margin (%)	4.82%	5.43%	5.54%	-7.75%
Net worth (₹ in Lakhs)	1,172.57	947.02	217.58	(4.69)
Return on capital employed (%)	16.27%	37.33%	33.42%	-4.00%
Return on equity (%)	21.28%	45.41%	60.39%	-1116.78%
Debt to equity ratio (times)	0.76	-	0.18	-73.55
Fixed Asset Turnover Ratio (times)	7.72	8.64	29.98	2.82

### Our Products:

#### 1. Refined Castor Oil First Stage Grade (F.S.G.):



F.S.G. Castor Oil is Castor Oil bleached to British Standard Specifications. Castor oil is a yellow viscous liquid free from suspended matter and insoluble in water. It is produced by refining commercial grade Castor Oil after undertaking bleaching and filtering process. Bleaching process is carried out using bleaching earth and activated carbon, which helps to reduce colour and moisture content in the final product. It is used in Lubricants, Paints, Pharmaceuticals, Cable insulators, Sealants, Inks, Rubber and Textiles etc. It is also used to relief Constipation, Eyelashes grow, Hair grow, Skin moisturiser ad to improve immunity function. It is also used for applying on food grains to protect from the insects/fungus.

Parameters	Specifications
1 look Yellow Viscous clean Liquid two shade on five ¼ Lovibond mobile Scale Yellow:	20 MAX
Pink:	2 Max
Three Relative Density	0.9515-0.9675
Four Refractive Index	1.4765-1.4810
Five Free Fatty Acid(F.F.A.)	1.00% Max
6 Acid price	2.00 Max
7 Ricinoleic Acid	85.00% Min
Eight Hydroxyl Cost	160 Min
Nine Acetyl Value	140 Min
10 Iodine Fee	81-88
11 Saponification Price	177-185 Max
12 M.I.V.	0.25% Max
13 Insoluble Impurities	0.05% Max

### Castor De Oiled Cake:



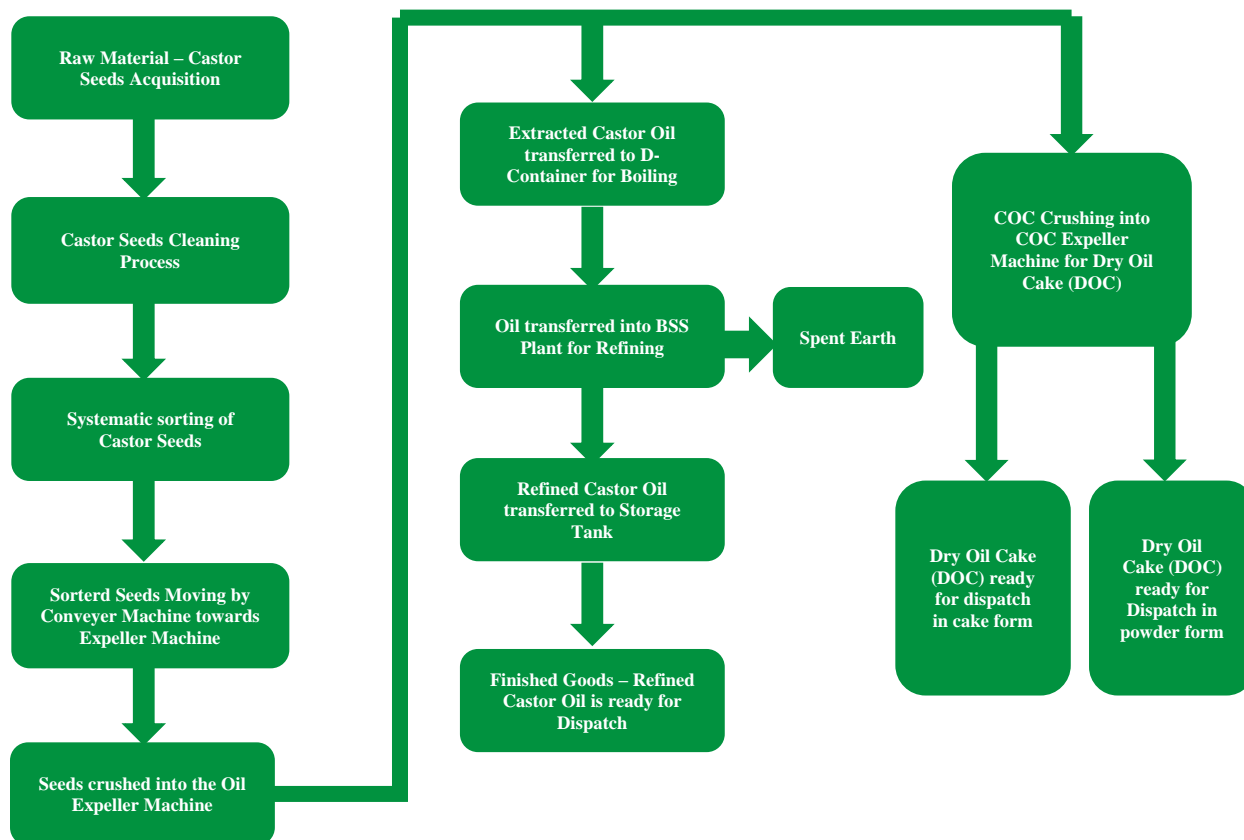
Castor De-Oil Cake is produced by crushing castor seeds in expeller to extract oil from it in a control temperature with help of steam. The residue of expeller process is further processed in solvent extraction plant to remove oil from it. Castor De-Oil Cake is an excellent fertilizer because of high content of Nitrogen, Phosphoric Acid, Potash and moisture retention and it is also the prominent organic fertilizer can be used to as alternatives to chemical fertilizer. It is simple manure, which acts progressively that encourages soil microbial activity.

Parameters	Specifications
NITROGEN	8.00 PCT MIN
POTASSIUM	1.00 PCT MIN
PHOSPHOROUS	1.00 PCT MIN
MOISTURE	12 PCT MAX

### PRODUCTION PROCESS:

The production of castor oil begins with the cultivation of castor bean plants, primarily grown in tropical and subtropical regions such as India, Brazil, and China. These plants yield large, spiny seed pods containing seeds rich in oil. After harvesting, the seeds undergo a rigorous extraction process, typically involving mechanical pressing or solvent extraction, to obtain the precious oil. The extracted oil undergoes refining, purification, and packaging before reaching the market. The process is explained in detail in the below-given flow chart:

**Production Process Flow Chart**



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### **Extraction of Oil:**

The oil is extracted from the Castor Seeds and the process is as follows:

1. **Pressing:** The castor seeds are fed into a series of expellers consisting of heavy screws working in strong cages. In this process, the seeds are warmed in a steam-jacketed press to remove moisture, and this hardening process will aid in extraction. The cooked seeds are then dried before the extraction process begins. A continuous screw is used to crush the castor oil seeds to facilitate removal of the oil. The machine used in this process is called an expeller.
2. **Refining of Oil:** The following extraction of the oil through the use of a press, there remain impurities in the extracted oil. To aid in the removal of the remaining impurities, filtration systems are usually deployed. The filtration systems are able to remove large and small size particulates, any dissolved gases, acids, and even water from the oil. The filtration system equipment normally used for this task is the filter press. Such purified oil is called Castor Crude Oil. The Castor Crude Oil is then refined by “Decantation”, “Bleaching” and “Filtering”.

### **Applications:**

1. **Cosmetics:** Renowned for its moisturizing and emollient properties, castor oil is a key ingredient in skincare products such as creams, lotions, and lip balms.
2. **Pharmaceuticals:** Due to its anti-inflammatory and antimicrobial properties, castor oil is used in pharmaceutical formulations, including laxatives, ointments, and topical treatments.
3. **Lubricants:** Castor oil's high viscosity and thermal stability make it ideal for lubricating machinery and equipment in industries ranging from automotive to aerospace.
4. **Paints:** Derivatives of castor oil find their use in the crafting of paints, inks, and coatings due to their capability to intensify and augment adhesion to varied surfaces while providing a polished finish. Dehydrated Castor Oil, or DCO, is used to produce premium-quality paints with a high-end white finish.
5. **Textile Industry:** Castor oil derivatives for the textile industry play a pivotal role during the dyeing and moistening of cotton & linen textiles. These derivatives act as sizing agents for enhancing fiber bonding and ensuring fabric durability.



### MANUFACTURING PLANT

Address: Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.





## REVENUE BIFURCATION:

### PRODUCT WISE REVENUE BIFURCATION

The product wise revenue bifurcation of the issuer company as per restated financial Statement are as follows:

(₹ in Lakhs)

Particulars	For the period ended August 31, 2024		For Year ended					
			March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Castor Oil	4256.30	90.87	3063.63	64.46	0	0.00	0	0.00
Castor Cake	420.52	8.98	382.67	8.05	0	0.00	0	0.00
Agriculture Commodities	0	0.00	1012.99	21.31	1016.26	100.00	0	0.00
Others	7.09	0.15	293.26	6.17	0	0.00	23.13	100.00
<b>Total</b>	<b>4683.90</b>	<b>100.00</b>	<b>4752.55</b>	<b>100.00</b>	<b>1016.26</b>	<b>100.00</b>	<b>23.13</b>	<b>100.00</b>

### STATE WISE REVENUE BIFURCATION

(₹ in Lakhs)

Particulars	For the period ended August 31, 2024		For Year ended					
			March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	%	Amount	%	Amount	%	Amount	%
Gujarat	4200.09	89.67	4270.35	87.63	1084.36	93.53	119.08	80.70
Haryana	211.60	4.52	0	0.00	0	2.98	0	0.00
Bihar	119.81	2.56	0	0.00	0	0.00	0	0.00
Andhra Pradesh	65.67	1.40	0	0.00	0	0.00	0	0.00
Delhi	57.15	1.22	384.34	7.89	0	0.00	0	0.00
Rajasthan	23.02	0.49	13.30	0.27	0	0.00	0	0.00
Telangana	6.57	0.14	126.23	2.59	0	0.00	0	0.00
Maharashtra	0	0.00	78.83	1.62	40.50	3.49	28.47	19.30
Assam	0	0.00	0	0.00	34.50	0.00	0	0.00
<b>Total</b>	<b>4683.90</b>	<b>100.00</b>	<b>4873.04</b>	<b>100.00</b>	<b>1159.35</b>	<b>100.00</b>	<b>147.55</b>	<b>100.00</b>

## OUR COMPETITIVE STRENGTH

### *Experienced Promoters and Management Team:*

Our Promoters and management team is experienced in the industry in which we are operating and has been responsible for the growth of our operations and financial performance. Our promoters lead the Company with their vision. They have an adequate experience in the line of the business undertaken by the Company and look after the strategic as well as day to day business operations. The strength and entrepreneurial vision of our Promoters and management have been instrumental in driving our growth and implementing our strategies. We believe that a motivated and experienced employee base is essential for maintaining a competitive advantage. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

### *Quality Control and Quality Assurance:*

Our Company has received ISO 9001:2015 certificate, certifying that our quality management system is in accordance with the requirements of ISO 9001:2015 with regard to manufacture of castor oil and castor de oiled cake. We believe that quality is an ongoing process of building and sustaining relationships. We have the practice of testing the products for quality before they are dispatched to the customers and have outsourced testing of quality of our products to laboratories which have fully equipped quality control department with experienced and qualified staff that looks after the quality, strength and durability of our products in order to facilitate a smooth manufacturing process. All the products are being manufactured strictly as per quality norms. Our commitment to providing quality products is boasted by our industry knowledge.

### *Diversified business model and customer base:*

In this dynamic and extremely competitive environment, we have developed a diversified business model with our offerings ranging from castor doc and seeds to castor oil. Our revenue mix also signifies that we have been able to maintain a market for our products. Such a diversified business model reduces our dependency on a particular industry and ensures the flow of revenues throughout the year. Further, a diversified business model gives us a competitive edge over our peers.

Also, we serve a diverse mix of end markets across the industry. We believe that our differentiated product offerings have enabled us to build a sustainable business model which is reflected in our growth in revenue.

***Scalable Business Model:***

We believe that our business model is scalable. Our business model is customer-centric, and order-driven, and requires optimum utilization of our existing resources, assuring quality supply and achieving consequent economies of scale. The business scale generation is basically due to the development of new markets both domestic and international by exploring customer needs and by maintaining the consistent quality output.

***Smooth flow of operations:***

Established relationship with customers and suppliers ensures stability in demand and an uninterrupted supply of raw materials. We have maintained long-standing relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business. Long-term relations are built on trust and continuous maintaining of the requirements of the customers. It forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely.

***Optimal Utilization of Resources:***

Our company constantly endeavours to improve our production process, skill up gradation of employees, modernization of machineries to optimize the utilization of resources. We regularly analyse our existing material procurement and manufacturing process to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

## **OUR BUSINESS STRATEGIES:**

***Expanding our Geographical Network:***

Our company has presence in Gujarat, Delhi, Haryana and Bihar and nearby markets. The Company has its manufacturing and storage units at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat. As on August 31, 2024, our products were sold across India in more than 6 States and 1 union territory covering small towns and villages and other rural and semi urban areas. We intend to continue developing and nurturing existing market and create new distribution channels in under and non-penetrated geographies. We aim to further develop our domestic sales networks in those territories where there are lower transportation costs and those which have a significant demand of our products, where we can sell at price-points that can effectively offset higher transportation costs. Such expansion plans are intended to be effected by in-house examination of the market potential of various territories and our available distribution network in such geographies. Our Company has constantly expanded the distribution network across the country and this continues to be one of the core strategies to further expand our domestic presence in new markets. We propose to enter into new geographies within India and increase our marketing and sales team which can focus on different regions and also maintain and establish relationship with customers. We aim to achieve this by adding value to our customers through quality assurance, timely delivery and reliability.

***Focus on consistently meeting quality standards:***

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the Company from both customer and end user point of view. Maintaining strict quality control measures throughout the manufacturing process to ensure consistency and durability of our product and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with them.

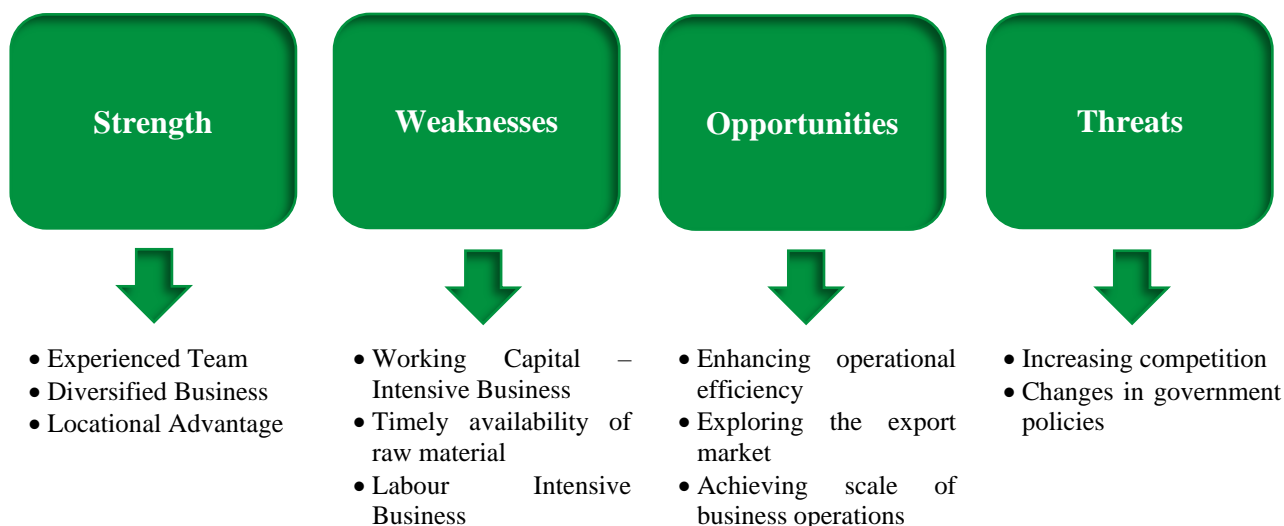
***Maintaining cordial relationship with our Suppliers, Customer and employees:***

We believe in maintaining good relationship with our suppliers, customers and employees which are the most important factor to keep our Company growing. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships with our existing customers over a number of years. Further, we believe that establishing strong, mutually beneficial long term relationships with strategic suppliers is a critical step in improving performance across the supply chain, generating greater cost efficiency and enabling the business to grow and develop.

### **Increasing Operational efficiency:**

We continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, customer service, consistent quality and technology development. Alignment of our people to ‘process improvement’ through change in management and upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost per unit and thereby increasing our profit margins.

### **SWOT ANALYSIS**



### **MARKETING & DISTRIBUTION**

In domestic market, we sell products under through domestic distributors.

### **END USERS**

Pharmaceutical Industry, Cosmetic Industry, Paint Industry, Lubricants, Textile Industry are the end users of our product.

### **HUMAN RESOURCES**

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. We aim towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations. As on September 30, 2024, our Company has 16 permanent employees. Department wise bifurcation is provided below:

Sr No.	Department	No. of Employees
1.	Senior Management and KMP	2
2.	Production and Raw Material Purchase	7
3.	Sales and Marketing	1
4.	Finance and Accounts	2
5.	Administration	4
	<b>Total</b>	<b>16</b>

Apart from its permanent employees, our company engages casual labours as and when required on a daily wage basis, sourced from near-by areas through local intermediaries.

### **COMPETITION:**

Competition emerges from organized sector and from both small and big regional National and International players. In adverse and competitive market scenario also, we are able to maintain our growth steadily due to our planned structure of operational policies. Our experience in this business has enabled us to provide quality products in response to customer’s

demand for best quality of products in timely manner. Moreover, there are minimal entry barriers in this industry and any expansion in capacity by existing competitor would further intensify competition.

### PLANT AND MACHINERIES

The existing Plant and Machinery at our Manufacturing Unit are:

Sr. No.	Machine Name	Type of Machine	Approx. Capacity/ Specification	Make	Qty (Nos.)	Useful Economic Life (Years)	Estimated Balance Life (Years)	Leased/ Owned
1	Oil Expeller Round Kettle	Production	2000 MTPA	Gokul Complex	2	15	13	Leased
2	Oil Expeller Round Kettle	Production	7200 MTPA	Navdurga Expeller Co.	1	15	15	Owned
3	Continuous Bleacher	Production	60 TPD	Chempro	1	15	12	Leased
4	FRP Cooling Tower	Process Equipment	80 TR	Mottotech	1	15	12	Leased
5	Air Compressor	Process Equipment	NA	Dwarkesh	1	15	12	Leased
6	Decent Centrifuge	Production	NA	Dolphin Engi	1	15	12	Leased
7	Boiler	Process Equipment	2 Ton	Thermal Eng.	1	15	12	Leased
8	BSS Refinery	Production	140 TPD	Aahuja	1	20	17	Leased
9	Oil Extraction Machine	Production	140 TPD	Alpha	4	15	12	Leased
10	Oil Storage Tank	Process Equipment	200 Ton	Assemble	2	20	17	Leased
11	Raw Material Storage	Process Equipment	300 Ton	Assemble	1	20	17	Leased
12	Silo	Process Equipment	50 Ton	Assemble	1	20	17	Leased
13	Weigh Bridge	Equipment	100 Ton	Kinal Scale	1	15	12	Leased

Source: -As certified by chartered engineer Mr. Devang Shah, vide his certificate dated October 21, 2024.

### EXISTING CAPACITY AND CAPACITY UTILISATION

Particulars	For the period ended August 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Total Installed Capacity (in MTPA)	4667	4000	Nil	Nil
Capacity Utilized (in MTPA)	3758	2713	Nil	Nil
Utilized Capacity (in %)	80.52%	67.83%	Nil	Nil

Source: - As certified by chartered engineer Mr. Devang Shah, vide his certificate dated October 21, 2024.

### UTILITIES AND INFRASTRUCTURE:

#### Raw Material:

The essential raw material used by our manufacturing unit for production are Castor Seeds, Activated Carbon & Bleaching Earth (Black & White) and Agro Waste Bio Coal Briquettes. The same is sourced from third party domestic vendors.



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**Power:**

Our manufacturing unit has adequate power supply position from the state supply utilities. The company has sufficient sanctioned consumption limits from Uttar Gujarat Vij Company Limited to operate its manufacturing unit. Our Registered Office has adequate power supply from Torrent Power Limited.

**Water:**

The existing water requirement for our manufacturing unit is met from Gram Panchayat, Dhinoj, Patan, Gujarat.

**Transportation:**

For procurement of raw material from suppliers and to deliver our products to customers we have adopted facility of third party transportation.

**COLLABORATIONS/ CONSORTIUMS/ JOINT VENTURES:**

Except as disclosed in this Draft Prospectus and in the normal course of business, we do not have any Collaboration/Consortiums/ Joint Ventures as on date.

**EXPORT AND EXPORT OBLIGATION:**

Our Company does not export any of its product. As on the date of this document, our Company does not have Export Obligation under the terms of Export Promotion Capital Goods (EPCG) Scheme.

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## DETAILS OF IMMOVABLE PROPERTY

### 1. Properties Owned by our Company:

As on the date of this Draft Prospectus, immovable property owned by our Company is given here below:

Sr. No.	Agreement Date	Name of Seller	Description of Property	Usage Purpose	Area (Square Meter)	Consideration (In ₹)
1.	March 27, 2024	Mr. Govindbhai Virsangbhai Chaudhary	Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.	Manufacturing Unit	Admeasuring about 2628 sq.mt	₹ 1,50,00,000 (Rupees One Crore Fifty Lakh Only)
2.	March 27, 2024	1. Govindbhai Virsangbhai Chaudhary 2. Viraben Govindben Chaudhary 3. Bhartiben Govindbhai Chaudhary 4. Jigyesh Govindbhai Chaudhary 5. Bhanumati Govindbhai Chaudhary 6. Girishkumar Govindbhai Chaudhary 7. Palkaben Girishkumar Chaudhary 8. Dharaben Girishkumar Chaudhary	Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.	Additional Manufacturing Unit for future purpose	Admeasuring about 6770 sq.mt	₹ 3,50,00,000 (Rupees Three Crore Fifty Lakh Only)

### 2. Properties taken on lease/rent by our Company:

The details of Immovable Property taken on lease/rent basis is given here below:

Sr. No.	Agreement Date	Name of Lessor	Name of Lessee	Description of Property	Usage Purpose	Rent (In ₹)	Tenure
1.	May 2, 2024	Jyotsanaben Jitendrabhai Patel	Vandan Foods Limited	Office No. 503, Fifth Floor, Wall Street -1, Opp. Orient Club, Gujarat Collage Road, Chhadavad, Ahmedabad – 380016, Gujarat	Registered Office	₹ 18,000 per month	36 months from May 2, 2024





## INTELLECTUAL PROPERTY

Following are the details of the Trademarks Registered in the name of our company, in India:

Sr. No.	Brand Name/Logo/ Trademark	Class	Registration/ Application No.	Applicant	Date of Application/Registration	Current Status
1		30	6014960	Vandan Foods Private Limited	July 10, 2023	Objected

## Domain Name

Sr. No.	Domain Name and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	Domain name – <a href="https://vandanfoods.in/">https://vandanfoods.in/</a> Domain ID – D38BFCADA60484229BBCA359E2ECCD812-IN	Name: GoDaddy.com, LLC IANA Id : 146	August 10, 2023	August 10, 2028

## INSURANCE

Presently, our Company has following insurance policy:

Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (in ₹)	Premium Paid (in ₹)
1.	IFFCO Tokio General Insurance Company Limited	22K92466	Vandan Foods Limited	From 10/12/2024 to 09/12/2025	Marine Open Policy	₹ 10,00,00,000/-	₹ 1,18,001/-
2.	Bajaj Allianz General Insurance Company Limited	OG-25-2202-4057-00000191	Vandan Foods Limited	From 24/05/2024 TO 23/05/2025	Bharat Laghu Udyam Suraksha	₹ 16,50,00,000/-	₹ 2,08,430/-



Sr. No.	Insurance Company	Policy Number	Name of Insured/Proposer	Period of Insurance	Details	Sum assured (in ₹)	Premium Paid (in ₹)
3.	IFFCO Tokio General Insurance Company Limited	43347185	Vandan Foods Limited	From 09/12/2024 to 08/12/2025	Workmen's Compensation Policy	₹ 81,60,000/-	₹ 87,246.56/-
4.	IFFCO Tokio General Insurance Company Limited	12851271	Vandan Foods Limited	From 13/12/2024 to 12/12/2025	Flexi property Protector Policy	₹6,07,00,000	₹62,540.91/-

### INDEBTEDNESS

The details of facilities availed Secured and unsecured from various Financial Institution and other parties are as follows. For more details of other indebtedness please refer "Restated Financials Information" beginning from page no. 159 of Draft Prospectus.

### SECURED BORROWINGS

Sr. No.	Lender	Nature of Facility	Loan Amount (₹ In Lakhs)	Outstanding as on August 31, 2024 (₹ In Lakhs)	Rate of Interest/Margin	Period of Repayment
1.	Bank of India	Term Loan	150.00	140.00	9.10% p.a.	Repayable in 60 Monthly Installments
2.	Bank of India	Vehicle Loan	27.00	26.30	8.95% p.a.	Repayable in 84 Monthly Installments
3.	Bank of India	Cash Credit-Working Capital requirement	750.00	725.00	9.10 % p.a.	On demand and Subject to Annual Renewal

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following is a brief overview of certain key sector specific relevant laws and regulations in India which are applicable to the business and operations of our Company and its Subsidiaries. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, that are available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and is neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions.*

### A. Industry Related Laws

#### **The Food Safety and Standards Act, 2006 ("FSS Act")**

The FSS Act consolidates laws relating to food and establishes the Food Safety and Standards Authority of India ("FSSAI"), lays down science-based standards for food articles and regulates their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also include specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. The FSS Act also sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers. The FSS Act also lays out procedure for adjudication by the Food Safety Appellate Tribunal. Further, the Food Safety and Standards Rules, 2011 ("FSS Rules") lay down detailed standards for various food products, which include, among others, specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels. For enforcement under the FSS Act, the 'commissioner of food safety', 'food safety officer', and 'food analyst' have been granted detailed powers of seizure, sampling, taking extracts, and analysis under the FSS Rules. The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;

#### ***The Factories Act of 1948 ("Factories Act")***

The Factories Act was enacted to protect the welfare of workers in a factory by regulating employment conditions, working conditions, the working environment, and other welfare requirements of specific industries. The Factories Act lays out guidelines and safety measures for using machinery, and with its strict compliance, it also provides owners with instructions. When factory workers were taken advantage of and exploited by paying them low wages, the Factories Act was passed.

#### ***Consumer Protection Act, 2019 (the "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.

### B. Laws Relating to Employment

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Contract Labour (Regulation and Abolition) Act, 1970; (ii) Relevant state specific shops and commercial establishment legislations; (iii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) Employees' State Insurance Act, 1948; (v) Minimum Wages Act, 1948; (vi) Payment of Bonus Act, 1965; (vii) Payment of Gratuity Act, 1972; (viii) Payment of Wages Act, 1936; (ix) Maternity Benefit Act, 1961; (x) Apprenticeship Act, 1961; (xi) Equal Remuneration Act, 1976; (xii) Employees' Compensation Act, 1923; and (xiii) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal)

Act, 2013 In order to rationalize and reform labour laws in India, the Government has enacted the following codes, which will be brought into force on a date to be notified by the Central Government:

### **Code on Wages, 2019**

The Code on Wages regulates and amalgamates wage and bonus payments and subsumes four existing laws namely –the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employee. The Central Government has notified certain provisions of the Code on Wages, mainly in relation to the constitution of the central advisory board.

### **Code on Social Security, 2020**

The Code on Social Security amends and consolidates laws relating to social security, and subsumes various social security related legislations, *inter alia* including the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, Building and Other Construction Worker’s Welfare Cess Act, 1996 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee’s Provident Fund Organisation and the Employee’s State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Factories Act, 1948, Contract Labour (Regulation and Abolition) Act, 1970, the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979.

## **C. Environmental Laws**

### ***The Environment (Protection) Act, 1986 (the “EPA”)***

The EPA has been enacted with the objective of protecting and improving the environment and for matters connected therewith. As per the EPA, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EPA, including the power to direct the closure, prohibition or regulation of any industry, operation or process.

### ***The Environmental Impact Assessment Notification, 2006 (the “Notification”)***

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant bye-laws of the concerned State authorities.

### ***The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)***

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned PCB. The Water Act also provides that the consent of the concerned PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent. Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”) The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is

required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

***Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)***

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 made the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

**D. Intellectual Property Laws**

***The Trademarks Act, 1999 (“Trademarks Act”)***

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

**E. Foreign Investment Regulations**

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy"), each as amended. Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 on October 17, 2019 which regulates mode of payment and remittance of sale proceeds, among others. The FDI Policy and the FEMA Rules prescribe inter alia the method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company.

***Foreign Trade (Development and Regulation) Act, 1992 (“FTDRA”), the Foreign Trade (Regulation) Rules, 1993 (“FTRR”) and the Foreign Trade Policy 2015-2020 (“Foreign Trade Policy”)***

The FTDRA provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTDRA empowers the Central Government to formulate and amend the foreign trade policy. The FTDRA prohibits any person from making an import or export except under an Importer-exporter Code Number ("IEC") granted by the director general or any other authorised person in accordance with the specified procedure. The IEC may be suspended or cancelled if the person who has been granted such IEC contravenes, amongst others, any of the provisions of the FTDRA, or any rules or orders made thereunder, or the foreign policy or any other law pertaining to central excise or customs or foreign exchange. The FTDRA also prescribes the imposition of penalties on any person violating its provisions. The FTRR prescribes the procedure to make an application for grant of a license to import or export goods in accordance with the foreign trade policy, the conditions of such license, and the grounds for refusal of a license. The FTDRA empowers the Central Government to, from time to time, formulate and announce the foreign trade policy. The Foreign Trade Policy came into effect in 2017 and requires all importers and exporters to obtain an IEC. Further, pursuant to the policy, the Director General of Foreign Trade may impose prohibitions or restrictions on the import or export of certain goods, for reasons including the protection of public morals, protection of human, animal or plant life or health, and the conservation of national resources. The Foreign Trade Policy also prescribes restrictions on imports or exports in relation to specific countries, organisations, groups, individuals or products. The Foreign Trade Policy also provides for various schemes, including the export promotions capital goods scheme and duty exemption/remission schemes. India's current Foreign Trade Policy (2015-20) (as extended until September 30, 2022 and thereafter, extended till March 31, 2023) envisages helping exporters leverage benefits of GST, closely monitoring export performances, increasing ease of trading across

borders, increasing realization from India's agriculture-based exports and promoting exports from MSMEs and labour-intensive sectors.

### ***Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder***

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999, read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 (last amended on June 23, 2017). The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

### **F. Other Applicable Laws**

#### ***The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")***

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("MSME"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

#### ***Municipality Laws***

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

#### ***Shops and Establishments Legislations***

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and 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.

#### ***Fire Prevention Laws***

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance.

#### ***Taxation Laws***

The tax related laws that are applicable to our Company include the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017 and the relevant state legislations for goods and services tax.

#### ***Professional Tax***

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Karnataka, Bihar, West Bengal, Andhra Pradesh, Telangana, Maharashtra, Tamil Nadu, Gujarat, Assam, Kerala, Meghalaya, Odisha, Tripura, Madhya Pradesh, and Sikkim.

#### ***Competition Act, 2002***

The Competition Act, 2002 came into effect on June 1, 2011, and has been enacted to "prohibit anti-competitive agreements, abuse of dominant positions by enterprises" and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant





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market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

***The Insolvency and Bankruptcy Code, 2016 (the “Code”)***

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days

**Other Laws**

In addition to the above, our Company is required to comply with the provisions of the Prevention of Corruption Act, 1988, Rent Control Act, Information technology act and other applicable laws and regulations imposed by the Central and State Governments and other authorities for its day-to-day operations.

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## HISTORY AND CORPORATE STRUCTURE

### COMPANY'S BACKGROUND

Our Company was originally incorporated as “Vandan Foods Private Limited” as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from “Vandan Foods Private Limited” to “Vandan Foods Limited” and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpesh Kumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Castor Oil, nonvolatile fatty oil obtained from the seeds of the castor bean, *Ricinus Communis*, of the spurge family (Euphorbiaceae). It is used in the production of synthetic resins, plastics, fibres, paints, varnishes and various chemicals including drying oils and plasticizers. Castor Oil is viscous, has a clear and colourless to amber or greenish appearance, a faint characteristic odour and a bland but slightly acrid taste, with a usually nauseating aftertaste. Castor Oil is obtained from castor beans either by pressing or by solvent extraction. In addition to the uses mentioned above, castor oil and its derivatives are used in cosmetics, hair oils, fungistatic (fungus-growth-inhibiting) compounds, embalming fluid, printing inks, soap, lubricants, greases and hydraulic fluids, dyeing aids and textile finishing materials. Due to its renewability and high versatility in addition to being the only commercial source of a hydroxylated fatty acid, castor oil has been used as a vital raw material for the chemical industry. Castor oil has traditionally been used as a remedy for treating various skin conditions and infections, relieving constipation, and increasing the health of hair.

Being an ISO Certified Company, we endeavour to satisfy customers by continuous improvement through process innovation and quality maintenance. We focus on producing quality product to increase customer satisfaction and develop a positive brand image in the industry. We ensure that the castor seeds are sourced from reputable suppliers who adhere to quality standards. Regular testing for containments and quality metrics is essential. Our Management and team have enabled us to maintain continuing customer relations, by continuously improving the product quality and consistency, ensuring enhanced customer satisfaction and retention. We have outsourced testing of quality of raw material and finished products to laboratories and manufacturing the same strictly as per quality norms so as to provide the quality output to our customers at competitive prices. Our Company has marked its presence in domestic markets. We supply our products in states such as Gujarat, Haryana, Andhra Pradesh, Delhi, Bihar, Rajasthan and Telangana. Our Manufacturing facility is located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.

Our Promoters Kalpeshkumar Bhagvandas Thakkar, Rakeshkumar Rameshbhai Patel, Jitendra Rameshbhai Patel and Jyotsana Jitendrabhai Patel are having combined experience of more than 10 years in Agriculture and Derivatives Business and with their innovative business ideas, indepth knowledge and excellent management skills, we have served our customers proficiently. Our promoters are actively involved in day-to-day operations and looks after Sales, Purchase, Plant Operations, Finance, as well as general administration for the company.

### REGISTERED OFFICE:

Registered Office of the Company is presently situated at 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India. The Registered office of our Company has not been changed except as mentioned below:



Date of Change of Registered office	Registered Office	Reason
December 15, 2015	23, Shiv Ganesh Bungalow-2, 100 Ft. Hebatpur Road, Thaltej, Ahmedabad-380059, Gujarat, India	On Incorporation
May 19, 2017	I-7, 6 <sup>th</sup> Floor Vaibhav Society Prem Jyot Tower, Opp. Avon School, Memnagar, Ahmedabad-380052, Gujarat, India	Administrative Convenience
February 19, 2019	House Number 4, Survey Number 1533, 1534/1, Opp Ahmedabad Municipal Center, Bardolpura, Ahmedabad-382445, Gujarat, India	Administrative Convenience
May 5, 2023	503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad - 380006, Gujarat, India	Administrative Convenience

#### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section “*Business Overview*” on Page no 108 of this Draft Prospectus.

#### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

##### AUTHORIZED SHARE CAPITAL

The following changes have been made in the Authorized Share Capital of our Company since inception:

Date of Amendment	Particulars
On Incorporation	Authorized Share Capital of ₹ 1.00 Lakh (Rupees One Lakh Only) consisting of 10000 (Ten thousand) Equity Shares of ₹ 10/-each.
February 7, 2023	Increase in Authorized Share Capital from ₹ 1.00 Lakh (Rupees One Lakh Only) consisting of 10000 (Ten thousand) Equity Shares of ₹ 10/- each to ₹ 350.00 Lakhs (Rupees Three Hundred Fifty Lakhs Only) consisting of 3500000 (Thirty Five Lakh) Equity Shares of ₹ 10/-each.
July 3, 2024	Increase in Authorized Share Capital from ₹ 350.00 Lakhs (Rupees Three Hundred Fifty Lakhs Only) consisting of 3500000 (Thirty Five Lakhs) Equity Shares of ₹ 10/-each to ₹ 850.00 Lakhs (Rupees Eight Hundred Fifty Lakhs Only) consisting of 8500000 (Eighty Five Lakhs) Equity Shares of ₹ 10/-each.

##### NAME CLAUSE

The following changes have been made in Name Clause of our company since its inception:

Date of Shareholder's Approval	Particulars
September 11, 2023	The Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company held on September 11, 2023 and consequently, the name of Company was changed from



	“Vandan Foods Private Limited” to “Vandan Foods Limited”, vide fresh certificate of incorporation dated September 18, 2023, issued by Registrar of Companies, Ahmedabad.
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**OBJECT CLAUSE**

The following changes have been made in Object Clause of our company since its inception:

Date of Shareholder's Approval	Particulars
December 15, 2015	<p>The Main Object to be pursued by the Company on its Incorporation:</p> <p>To carry on the business of restaurant keepers, refreshment room proprietors, ice-cream parlour, tea rooms, bars, snack bars and as inn and lodging-house keepers, licensed victualers, tea and coffee shop, cake shop and snack-bar, caterers, to negotiate and enter into contracts with any companies, firms or persons engaged in the catering business and for provision of meals, meal and food supply for party, seminar, receptions, public function, conference, cocktail parties, designing of menus and selection of cuisines, and to provide comfortable and luxurious accommodation, meeting banquet halls, occasion catering services.</p>
September 29, 2018	<p>The Main Object to be pursued by the Company is as follows:</p> <ol style="list-style-type: none"> <li>To carry on the business to manufacture, process, refine, buy, sell, export, import, trade &amp; otherwise deal in castor oil, castor oil derivatives, edible and non-edible oils, oilseeds, oil cakes, de-oil cake, high protein meal, kernels and all allied by-products as job worker or commission agent.</li> </ol> <p>To carry on the business in India or elsewhere as buyers, sellers, merchant, exporter, importer, traders, agents, dealers, distributors, commission agents, brokers, stockiest, preservers, factors, consignors, collaborators, franchisers, concessionaire, consultants, advisors, manufacturers, manufacturer's representative, job worker, assembler, repairers, facilitators, hirer, leaseholder, clearing and shipping facilitators, custom house facilitators, wharfingers, charters hirers, superintendents, representative, facilitators and service providers for liaising and clearing service for and otherwise deal in all kinds including agricultural commodities, non-agriculture commodities, dry fruits, papers product, classes, size nature and description of industrial, commercial, consumer capital goods, item, things, articles, commodities, merchandise, products and allied activities and also work contract related matters.</p>
September 11, 2023	<p>The Main Object to be pursued by the Company is as follows:</p> <ol style="list-style-type: none"> <li>To carry on the business to manufacture, process, refine, buy, sell, export, import, trade &amp; otherwise deal in castor oil, castor oil derivatives, edible and non-edible oils, oilseeds, oil cakes, de-oil cake, high protein meal, kernels and all allied by-products as job worker or commission agent.</li> </ol> <p>To carry on the business in India or elsewhere as buyers, sellers, merchant, exporter, importer, traders, agents, dealers, distributors, commission agents, brokers, stockiest, preservers, factors, consignors, collaborators, franchisers, concessionaire, consultants, advisors, manufacturers, manufacturer's representative, job worker, assembler, repairers, facilitators, hirer, leaseholder, clearing and shipping facilitators, custom house facilitators, wharfingers, charters hirers, superintendents, representative, facilitators and service providers for liaising and clearing service for and otherwise deal in all kinds including agricultural commodities, non-agriculture commodities, dry fruits, papers product, classes, size nature and description of industrial, commercial, consumer capital goods, item, things, articles, commodities, merchandise, products and allied activities and also work contract related matters.</p> <ol style="list-style-type: none"> <li>To cultivate, grow, produce, manufacturers, producers, processors, makers importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers,</li> </ol>

	<p>indenters, bottlers, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in agriculture produce of all description, like fruits, grains, pulses, vegetable, seeds, herbal products, Salt, Sugar, Jaggery, Spices, Dairy Products and other agricultural products, live stock, all kinds of fertilizers, manures, plant or animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry and to provide consulting and support services for carrying on business of agriculture produce and products related to agriculture items.</p>
July 3, 2024	<p>The Main Object to be pursued by the Company is as follows:</p> <ol style="list-style-type: none"> <li>To carry on the business to manufacture, process, refine, buy, sell, export, import, trade &amp; otherwise deal in castor oil, castor oil derivatives, edible and non-edible oils, oilseeds, oil cakes, de-oil cake, high protein meal, kernels and all allied by-products as job worker or commission agent.</li> </ol> <p>To carry on the business in India or elsewhere as buyers, sellers, merchant, exporter, importer, traders, agents, dealers, distributors, commission agents, brokers, stockiest, preservers, factors, consignors, collaborators, franchisers, concessionaire, consultants, advisors, manufacturers, manufacturer’s representative, job worker, assembler, repairers, facilitators, hirer, leaseholder, clearing and shipping facilitators, custom house facilitators, wharfingers, charters hirers, superintendents, representative, facilitators and service providers for liaising and clearing service for and otherwise deal in all kinds including agricultural commodities, non-agriculture commodities, dry fruits, papers product, classes, size nature and description of industrial, commercial, consumer capital goods, item, things, articles, commodities, merchandise, products and allied activities and also work contract related matters.</p> <ol style="list-style-type: none"> <li>To cultivate, grow, produce, manufacturers, producers, processors, makers importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in agriculture produce of all description, like fruits, grains, pulses, vegetable, seeds, herbal products, Salt, Sugar, Jaggery, Spices, Dairy Products and other agricultural products, live stock, all kinds of fertilizers, manures, plant or animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry and to provide consulting and support services for carrying on business of agriculture produce and products related to agriculture items.</li> <li>To acquire, promote, establish and carry on business of manufacturer, process, refine, importers, exporters, traders, extracting, dealers and processors of agro based products of castor oil, castor oil derivatives, high protein, soyabean meal, high protein Castor Meal, Soya flour, soya meal, proteins, protein concentrates, protein isolates, lecithin, glycerin, emulsifiers, oils de oiled cakes, refined oil, vanaspati, margarine, from or out of cotton seeds, castor, castor seeds, kernels, linseed, sunflower, soyabean, rice bran, ground nut and other types of edible and non-edible, essential and non essential, oil seeds and solvent extraction by ordinary crushing or any other process and utilizes the oils, cakes and proteins to be produced therefrom and all categories of chemicals, dyes, dyestuff, color chemicals &amp; intermediaries.</li> </ol>

### MAJOR EVENTS

Except mentioned herein below, there are no major events in the company since its incorporation:

Year	Key Events/Milestone/Achievement
2023	Conversion of our Company from Private Limited to Public Limited



## **OTHER DETAILS REGARDING OUR COMPANY**

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “*Business Overview*”, “*Industry Overview*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 108, 96 and 162 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 132 and 58 respectively of this Draft Prospectus.

## **RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT**

For details regarding our capital raising activities through equity or debt, please see the section entitled “*Capital Structure*” and “*Restated Financial Information*” on page nos. 58 and 159 respectively of this Draft Prospectus.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY**

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

## **HOLDINGS AND JOINT VENTURES OF THE COMPANY**

As on the date of this Draft Prospectus, our Company does not have Holding Company or Joint Venture Company

## **SUBSIDIARIES OF THE COMPANY**

As on the date of this Draft Prospectus, our company does not have any Subsidiary.

## **INJUNCTION AND RESTRAINING ORDER**

Our company is not under any injunction or restraining order, as on date of filing of this Draft Prospectus.

## **MANAGERIAL COMPETENCE**

For managerial Competence, please refer to the section “*Our Management*” on Page no. 132 of this Draft Prospectus.

## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

## **TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY**

As on the date of filing of this Draft Prospectus, the total numbers of equity shareholders are 10 (Ten). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 58 of this Draft Prospectus.

## **MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To carry on the business to manufacture, process, refine, buy, sell, export, import, trade & otherwise deal in castor oil, castor oil derivatives, edible and non-edible oils, oilseeds, oil cakes, de-oil cake, high protein meal, kernels and all allied by-products as job worker or commission agent.

To carry on the business in India or elsewhere as buyers, sellers, merchant, exporter, importer, traders, agents, dealers, distributors, commission agents, brokers, stockiest, preservers, factors, consignors, collaborators, franchisers, concessionaire, consultants, advisors, manufacturers, manufacturer’s representative, job worker, assembler, repairers, facilitators, hirer, leaseholder, clearing and shipping facilitators, custom house facilitators, wharfingers, charters hirers, superintendents, representative, facilitators and service providers for liaising and clearing service for and otherwise deal in all kinds including agricultural commodities, non-agriculture commodities, dry fruits, papers product, classes, size nature and description of industrial, commercial, consumer capital goods, item, things, articles, commodities, merchandise, products and allied activities and also work contract related matters.





2. To cultivate, grow, produce, manufacturers, producers, processors, makers importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in agriculture produce of all description, like fruits, grains, pulses, vegetable, seeds, herbal products, Salt, Sugar, Jaggery, Spices, Dairy Products and other agricultural products, live stock, all kinds of fertilizers, manures, plant or animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry and to provide consulting and support services for carrying on business of agriculture produce and products related to agriculture items.
3. To acquire, promote, establish and carry on business of manufacturer, process, refine, importers, exporters, traders, extracting, dealers and processors of agro based products of castor oil, castor oil derivatives, high protein, soyabean meal, high protein Castor Meal, Soya flour, soya meal, proteins, protein concentrates, protein isolates, lecithin, glycerin, emulsifiers, oils de oiled cakes, refined oil, vanaspati, margarine, from or out of cotton seeds, castor, castor seeds, kernels, linseed, sunflower, soyabean, rice bran, ground nut and other types of edible and non-edible, essential and non essential, oil seeds and solvent extraction by ordinary crushing or any other process and utilizes the oils, cakes and proteins to be produced therefrom and all categories of chemicals, dyes, dyestuff, color chemicals & intermediaries.

#### **SHAREHOLDERS' AGREEMENTS**

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Prospectus.

#### **OTHER AGREEMENTS**

As on the date of this Draft Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there is no material agreements entered as on the date of this Draft Prospectus.

#### **JOINT VENTURE AGREEMENTS**

Our Company has not entered into any joint venture agreement as on the date of this Draft Prospectus.

#### **COLLABORATION AGREEMENTS**

Our Company has not entered into any collaboration agreement as on the date of this Draft Prospectus.

#### **STRATEGIC PARTNERS**

Our Company is not having any strategic partner as on the date of filing this Draft Prospectus.

#### **FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Prospectus.

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## OUR MANAGEMENT

In accordance with Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 5 (Five) Directors on our Board, out of which 1 (One) is Non-Executive Director, 2 (Two) are Executive Directors and 2 (two) are Independent Directors.

1. Mr. Rakeshkumar Rameshbhai Patel - Chairman & Non-Executive Director
2. Mr. Jitendra Rameshbhai Patel - Managing Director
3. Mr. Kalpeshkumar Bhagavandas Thakkar - Executive Director
4. Mr. Manish Shrichand Bachani - Independent Director
5. Ms. Simoli Kalpesh Raval - Independent Director

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Sr. No.	Details of Director		Other Directorships/Designated Partner
1.	<b>Name</b>	Rakeshkumar Rameshbhai Patel	Nil
	<b>DIN</b>	10141844	
	<b>Father's Name</b>	Rameshbhai Bhagavandas Patel	
	<b>Address</b>	2/243/1, Bhogilal Ni Navi Chali, Asarwa, Civil Hospital, Ahmedabad -380016, Gujarat	
	<b>Date of Birth</b>	February 18, 1985	
	<b>Age</b>	39 years	
	<b>Designation</b>	Chairman & Non-Executive Director	
	<b>Occupation</b>	Business	
	<b>Experience</b>	He is having an experience of more than 1 year in Agriculture Industry.	
	<b>Qualifications</b>	He has completed his pre-matric from Pallavi Vidyalaya, Ahmedabad.	
	<b>Nationality</b>	Indian	
<b>Date of Appointment</b>	Initially, pursuant to approval of Board of Directors in their meeting held on April 15, 2023 he was appointed as Additional Non-Executive Director with effect from April 15, 2023.  Further, pursuant to approval of members in the Extra-Ordinary General Meeting held on July 3, 2024, he was regularized and appointed as Chairman cum Non-Executive Director with effect from July 3, 2024.		
<b>Term of Appointment and date of expiration of current term of office.</b>	He holds office as a Non-Executive Director from July 3, 2024 and is liable to retire by rotation.		
2.	<b>Name</b>	Jitendra Rameshbhai Patel	Nil
	<b>DIN</b>	08205811	
	<b>Father's Name</b>	Rameshbhai Bhagavandas Patel	

	<b>Address</b>	C-204 Parshwanath Royal Residency, Near shreenath park bungalows, opposite I O C petrol pump, PO: Adalaj, Dist: Gandhinagar – 382421, Gujarat.	
	<b>Date of Birth</b>	February 18,1985	
	<b>Age</b>	39 years	
	<b>Designation</b>	Managing Director	
	<b>Occupation</b>	Business	
	<b>Experience</b>	He is having an experience of more than 6 years in the Agricultural Industry.	
	<b>Qualifications</b>	He has completed first year of Bachelor of Arts from Gujarat University, Ahmedabad.	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	Initially, subject to approval of members in the general meeting, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024, pursuant to approval of Board of Directors in their meeting held on February 1, 2024.  Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held July 3, 2024, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024.	
	<b>Term of Appointment and date of expiration of current term of office.</b>	He holds office for a period of 5 (five) years with effect from February 1, 2024 and is liable to retire by rotation.	
3.	<b>Name</b>	Kalpeshkumar Bhagavandas Thakkar	Nil
	<b>DIN</b>	07825212	
	<b>Fathers' Name</b>	Bhagavandas Mangulal Thakkar	
	<b>Address</b>	4, Anjali Appartment, Near Lad Society Road, Nehrunagar, Vastrapur, Ahmedabad – 380015, Gujarat	
	<b>Date of Birth</b>	August 20, 1987	
	<b>Age</b>	37 years	
	<b>Designation</b>	Executive Director	
	<b>Occupation</b>	Business	
	<b>Experience</b>	He has an experience of more than 5 years in the Agriculture Industry.	
	<b>Qualifications</b>	He has completed his pre-matric from Sheth V.K. Bhula (Kungherwala) High school Patan, Gujarat	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	Initially, pursuant to approval of Board of Directors in their meeting held on May 18, 2017, he was appointed as a Additional Executive Director with effect from May 18, 2017.  Thereafter, he resigned from the post of Executive Director with effect from February 10, 2019.	

		<p>Further, pursuant to approval of Board of Directors in their meeting held on March 20, 2020, he was appointed as an Additional Executive Director with effect from March 20, 2020.</p> <p>Subject to approval of members in the general meeting, his designation was changed from Executive Director to Managing Director for a period of 5 (five) years with effect from August 14, 2023.</p> <p>Further, pursuant to the approval of members in the Extra Ordinary General Meeting held September 11, 2023, his designation was changed from Executive Director to Managing Director for a period of 5 (five) years with effect from August 14, 2023.</p> <p>Thereafter, pursuant to approval of Board of Directors in their meeting held February 1, 2024, his designation was changed from Managing Director to Executive Director with effect from February 1, 2024.</p>	
	<b>Term of Appointment and date of expiration of current term of office.</b>	He holds office as an Executive Director with effect from February 1, 2024 and is liable to retire by rotation.	
4.	<b>Name</b>	Manish Shrichand Bachani	<ul style="list-style-type: none"> <li>➤ Bridge Securities Limited</li> <li>➤ Add-Shop E-Retail Limited</li> <li>➤ Astron Multigrain Limited</li> <li>➤ Svarnim Trade Udyog Ltd</li> <li>➤ Scarnose International Limited</li> </ul>
	<b>DIN</b>	08013906	
	<b>Fathers' Name</b>	Shrichand Trikamdass Bachani	
	<b>Address</b>	13/A, Shyamal Society, Opp-Kanya Ashram, Chakaliya Road, Dohad – 389151, Gujarat.	
	<b>Date of Birth</b>	March 28, 1991	
	<b>Age</b>	33 years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Business	
	<b>Experience</b>	He is having an experience of more than 10 years in the field of Business and Administration.	
	<b>Qualifications</b>	He holds degree of Bachelor of Commerce from Gujarat University, Ahmedabad.	
	<b>Nationality</b>	Indian	
	<b>Date of Appointment</b>	<p>Initially, pursuant to approval of Board of Directors in their meeting held on August 14, 2023 he was appointed as Additional Director (Independent-Non-Executive) with effect from August 14, 2023.</p> <p>Further, pursuant to approval of members in the Extra Ordinary General Meeting held on September 11, 2023, he was appointed as Independent Director for a period of 5 (five) years with effect from August 14, 2023.</p>	
	<b>Term of Appointment and date of expiration of</b>	He holds office as an Independent Director for a period 5 (five) years with effect from August 14, 2023 and is not liable to retire by rotation.	

	<b>current term of office.</b>		
5.	<b>Name</b>	Simoli Kalpeshbhai Raval	<ul style="list-style-type: none"> <li>➤ Shyamkamal Investments Limited</li> <li>➤ Bogmallo Enterprises Private Limited</li> <li>➤ Upwise Business Consultants Private Limited</li> </ul>
	<b>DIN</b>	10350999	
	<b>Father's Name</b>	Kalpeshbhai Manuprasad Raval	
	<b>Address</b>	315, Saraswatinagar, Himmatlal Park-2, Ambawadi, PO: Manekbag, Dist: Ahmedabad - 380015, Gujarat	
	<b>Date of Birth</b>	February 13, 1994	
	<b>Age</b>	30 years	
	<b>Designation</b>	Independent Director	
	<b>Occupation</b>	Professional	
	<b>Experience</b>	She has an experience of more than 6 years in the field of secretarial and compliance matters.	
	<b>Qualifications</b>	She holds degree of Bachelor of Commerce, a degree of Master of Commerce and a degree of Bachelor of Laws from Gujarat University. She also holds degree of Company Secretary from The Institute of Company Secretaries of India.	
	<b>Nationality</b>	Indian	
<b>Date of Appointment</b>	Initially, pursuant to approval of Board of Directors in their meeting held on July 1, 2024, she was appointed as an Additional Director (Non-Executive Independent) with effect from July 1, 2024.  Further, pursuant to approval of members in the Extra-Ordinary General Meeting held on July 3, 2024, she was appointed as an Independent Director for a period of 5 (five) years with effect from July 1, 2024.		
<b>Term of Appointment and date of expiration of current term of office.</b>	She holds office for a period of 5 (five) years with effect from July 1, 2024 and is not liable to retire by rotation.		

## BRIEF PROFILE OF OUR DIRECTORS

### **Rakeshkumar Rameshbhai Patel**

Rakeshkumar Rameshbhai Patel, aged 39 years, Chairman, Non-Executive Director and Promoter of our Company. He has completed pre-matric from Pallavi Vidyalaya. He is having an experience of more than 1 year in the Agriculture Industry.

### **Jitendra Rameshbhai Patel**

Jitendra Rameshbhai Patel, aged 39 years, is the Managing Director and Promoter of our Company. He has completed first year of Bachelor of Arts from Gujarat University, Ahmedabad. He is having an experience of more than 6 years in the Agricultural Industry. He manages, Sales & Marketing, Finance and Administration Department of the Company.

### **Kalpesh Bhagvandas Thakkar**

Kalpesh Bhagvandas Thakkar, aged 37 years is an Executive Director and Promoter of our Company. He has completed pre-matric from Sheth V.K. Bhula (Kungherwala) High school Patan, Gujarat. He has an experience of more than 5 years in the Agriculture Industry. He manages Production and Raw Material Acquisition Department of the Company



### **Manish Shrichand Bachani**

Manish Shrichand Bachani, aged 33 years is an Independent Director of our Company. He holds degree of Bachelor of Commerce from Gujarat University, Gujarat. He is having an experience of more than 10 years in the field of Business and Administration.

### **Simoli Kalpesh Raval**

Simoli Kalpesh Raval, aged 30 years is an Independent Director of our Company. She holds degree of Bachelor of Commerce, a degree of Master of Commerce and a degree of Bachelor of Laws from Gujarat University. She also holds degree of Company Secretary from The Institute of Company Secretaries of India. She has an experience of more than 6 years in the field of secretarial and compliance matters.

## **CONFIRMATIONS**

As on the date of the Draft Prospectus

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control 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.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.

## **RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT**

There is no relationship between any of the Directors of our Company except the following:

<b>Sr No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Relation</b>
1.	Mr. Rakeshkumar Rameshbhai Patel	Non-Executive Director	He is brother of Mrs. Jitendra Rameshbhai Patel who is Managing Director of the Company.

## **ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS**

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of senior management.

## **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 OF THE BOARD OF DIRECTORS**

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on September 11, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 Crores.





#### COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR IS AS FOLLOWS: -

<b>Name</b>	<b>Jitendra Rameshbhai Patel</b>
<b>Designation</b>	Managing Director
<b>Date of Appointment/ Change in Designation</b>	Initially, subject to approval of members in the general meeting, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024, pursuant to approval of Board of Directors in their meeting held on February 1, 2024.  Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held July 3, 2024, change of terms of his appointment was made for a period of 5 (five) years with effect from July 03, 2024.
<b>Period</b>	5 (five) years with effect from February 1, 2024
<b>Salary</b>	Upto ₹ 2,00,000/- Per Month
<b>Bonus</b>	
<b>Perquisite/Benefits</b>	
<b>Commission</b>	-
<b>Compensation/ remuneration paid during the F.Y. 2023-24</b>	Rs. 3,00,000/-

#### BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

Currently, Our Company does not have any bonus or profit-sharing plan for our Directors. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Directors, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

#### CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS

As on the date of this Draft Prospectus, there is no contingent or deferred compensation payable to our Directors which does not form a part of their remuneration.

#### REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARY OR ASSOCIATE COMPANY

As on the date of this Draft Prospectus, our Company has neither subsidiary nor associate company.

#### SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Pursuant to resolution passed by our Board of Directors in their meeting held on October 22, 2024, our Non-Executive Directors Independent Directors are entitled to receive sitting fees of ₹ 3,000 for every meeting of Board of Directors and ₹ 3,000 for every Committee Meeting attended by them with immediate effect.

#### SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of Directors	No. of Equity Shares held	Designation
1.	Rakeshkumar Rameshbhai Patel	968000	Chairman and Non-Executive Director
2.	Jitendra Rameshbhai Patel	800000	Managing Director
3.	Kalpeshkumar Bhagavandas Thakkar	2010800	Executive Director
4.	Manish Shrichand Bachani	Nil	Independent Director
5.	Simoli Kalpesh Raval	Nil	Independent Director

## INTEREST OF DIRECTORS

All the Executive directors of our Company may be deemed to be interested to the extent of fees, payable to them for attending meetings of the Board or Committee if any as well as to the extent of other remuneration and/or reimbursement of expenses payable to them as per the applicable laws.

Our Non-Executive Director and Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and committees thereof, the re-imbursalment of expenses payable to them, as approved by our Board. Further, the Non-Executive Director is interested to the extent of remuneration paid by the Company to him and also payment of interest on unsecured loan, if any in future. For more details, please refer “*Annexure-27 titled Related Party Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 159 of the Draft Prospectus.

Our Directors may also be deemed to be interested to the extent of Equity Shares held by them and their immediate relatives in our Company and also to the extent of any dividend payable to them and other distributions in respect of such shareholding in our Company. For details regarding the shareholding of our Directors in our Company, please see “*Capital Structure*” and “*Our Management*” on page 58 and 132.

Our Directors may be deemed to be interested in the contracts, transactions, agreements/ arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members, or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business. For further details, please see “*Annexure-27 titled Related Party Transactions*” in the chapter titled “*Restated Financial Information*” beginning on page 159 and “*Our Promoter and Promoter Group*” on page 148.

Except as stated under “*Annexure-27 titled Related Party & Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 159 of the Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

### Interest of our Directors in the promotion/formation of our Company

None of our current Directors were involved in the promotion and formation of our Company.

### Interest of our Directors in property

None of our Directors are interested in any property acquired or proposed to be acquired of our Company.

### Other interest

No sum has been paid or agreed to be paid to our Directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Except mentioned below, none of our Directors have been associated with any Company/LLP that has been struck-off by the registrar of companies or the Ministry of Corporate Affairs.

Name of the Director	Designation	Name of the companies
Jitendra Rameshbhai Patel	Director	Purani Software Developers Private Limited
Jitendra Rameshbhai Patel	Director	Ojas Infosoft Private Limited
Jitendra Rameshbhai Patel	Director	Petrel Trades Private Limited

## CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the Board of Director
Rakeshkumar Rameshbhai Patel	July 3, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra-Ordinary General Meeting held on July 3, 2024, he was regularized and appointed as Chairman cum Non-Executive Director with effect from July 3, 2024.

Name of Director	Date of Event	Nature of Event	Reason for the changes in the Board of Director
Jitendra Rameshbhai Patel	July 3, 2024	Change in Designation	Pursuant to the approval of members in the Extra Ordinary General Meeting held July 3, 2024, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024.
Simoli Kalpeshbhai Raval	July 3, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra Ordinary General meeting held on July 03, 2024, her designation was from Additional Director to Independent Director for a period of 5 years with effect from July 03, 2024.
Simoli Kalpeshbhai Raval	July 1, 2024	Appointment	Pursuant to approval of Board of Directors in their meeting held on July 1, 2024, she was appointed as an Additional Director (Non-Executive Independent) with effect from July 1, 2024.
Drashtiben Prafulbhai Dedaniya	March 30, 2024	Resignation	Resignation from the post of Non-Executive Independent Director with effect from March 30, 2024 due to pre-occupation in other assignment.
Kalpeshkumar Bhagavandas Thakkar	February 1, 2024	Change in Designation	Pursuant to approval of Board of Directors in their meeting held February 1, 2024, his designation was changed from Managing Director to Executive Director with effect from February 1, 2024.
Jitendra Rameshbhai Patel	February 1, 2024	Appointment	Subject to approval of members in the general meeting, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024, pursuant to approval of Board of Directors in their meeting held on February 1, 2024.
Manish Shrichand Bachani	September 11, 2023	Change in Designation	Pursuant to approval of members in the Extra Ordinary General Meeting held on September 11, 2023, he was appointed as Independent Director for a period of 5 (five) years with effect from August 14, 2023.
Drashtiben Prafulbhai Dedaniya	September 11, 2023	Change in Designation	Pursuant to approval of members in the Extra Ordinary General Meeting held on September 11, 2023 she was appointed as Non-Executive Independent Director with effect from September 11, 2023.
Kalpeshkumar Bhagavandas Thakkar	September 11, 2023	Change in Designation	Pursuant to the approval of members in the Extra Ordinary General Meeting held September 11, 2023, his designation was changed from Executive Director to Managing Director for a period of 5 (five) years with effect from August 14, 2023.
Rakeshkumar Rameshbhai Patel	September 11, 2023	Change in Designation	Pursuant to the approval of members in the Extra Ordinary General Meeting held September 11, 2023, his designation was changed from Additional Director to Director
Kalpeshkumar Bhagavandas Thakkar	August 14, 2023	Appointment	Subject to approval of members in the general meeting, his designation was changed from Executive Director to Managing Director period of 5 (five) years with effect from August 14, 2023, pursuant to approval of Board of Directors in their meeting held on August 14, 2023.
Manish Shrichand Bachani	August 14, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on August 14, 2023 he was



Name of Director	Date of Event	Nature of Event	Reason for the changes in the Board of Director
			appointed as Additional Director (Independent-Non-Executive) with effect from August 14, 2023.
Drashtiben Prafulbhai Dedaniya	August 14, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on August 14, 2023 she was appointed as an Additional Non-Executive Independent Director with effect from August 14, 2023.
Rakeshkumar Rameshbhai Patel	April 15, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on April 15, 2023 he was appointed as Additional Non-Executive Director with effect from April 15, 2023.
Manishaben Jayendra Thakkar	April 15, 2023	Resignation	Resignation from the post of Executive Director with effect from April 15, 2023 due to preoccupation in other assignments.

## CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. In spite of certain regulations and schedules of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 is not applicable to our Company, our Company endeavours to comply with the good Corporate Governance and accordingly certain exempted regulations have been compiled by our Company.

Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

### Composition of Board of Directors

Currently our Board is consisting of 5 (Five) Directors, out of which 1 (One) is Non-Executive Director, 2 (Two) are Executive Directors and 2 (two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Rakeshkumar Rameshbhai Patel	Non-Executive Director	Non-Executive	10141844
2.	Jitendra Rameshbhai Patel	Managing Director	Executive	08205811
3.	Kalpeshkumar Bhagavandas Thakkar	Executive Director	Executive	07825212
4.	Manish Shrichand Bachani	Independent Director	Non-Executive	08013906
5.	Simoli Kalpesh Raval	Independent Director	Non-Executive	10350999

### Constitution of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:



## 1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 1, 2024 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Simoli Kalpeshbhai Raval	Chairperson	Independent Director
Manish Shrichand Bachani	Member	Independent Director
Jitendra Rameshbhai Patel	Member	Managing Director

Our Company Secretary cum Compliance officer shall act as the secretary of the Committee.

### Terms of Reference

The Role of Audit Committee not limited to but includes:

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the 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;
  - a. Matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that 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;

Provided also that 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/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;
7. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the listed entity and its shareholders;

8. 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;
9. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
10. Valuation of undertakings or assets of the company, where ever it is necessary;
11. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and discussion with internal auditors of any significant findings and follow up there on;
13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
14. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
15. 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;
16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate; and
17. Carrying out any other function as assigned by the Board of Directors & 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.

#### **Review of Information**

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

#### **Powers of Committee**

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Quorum and Meetings**

The committee shall meet at least four times in a financial year and not more than 120 days shall elapse between any two meetings. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall be present at the Meeting.

#### **2. Stakeholders Relationship Committee:**

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 01, 2024 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

<b>Name of the Directors</b>	<b>Designation</b>	<b>Nature of Directorship</b>
Rakeshkumar Rameshbhai Patel	Chairperson	Non-Executive Director
Simoli Kalpeshbhai Raval	Member	Independent Director
Kalpeshkumar Bhagavandas Thakkar	Member	Executive Director



Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### Terms of Reference

To supervise and ensure;

- i. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v. 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.

### Quorum and Meetings

The Stakeholders Relationship Committee shall meet atleast once in a financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

### 3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on July 1, 2024 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Manish Shrichand Bachani	Chairperson	Independent Director
Simoli Kalpeshbhai Raval	Member	Independent Director
Rakeshkumar Rameshbhai Patel	Member	Non-Executive Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

### Terms of reference

#### Role of Nomination and Remuneration Committee shall include but not limited to: -

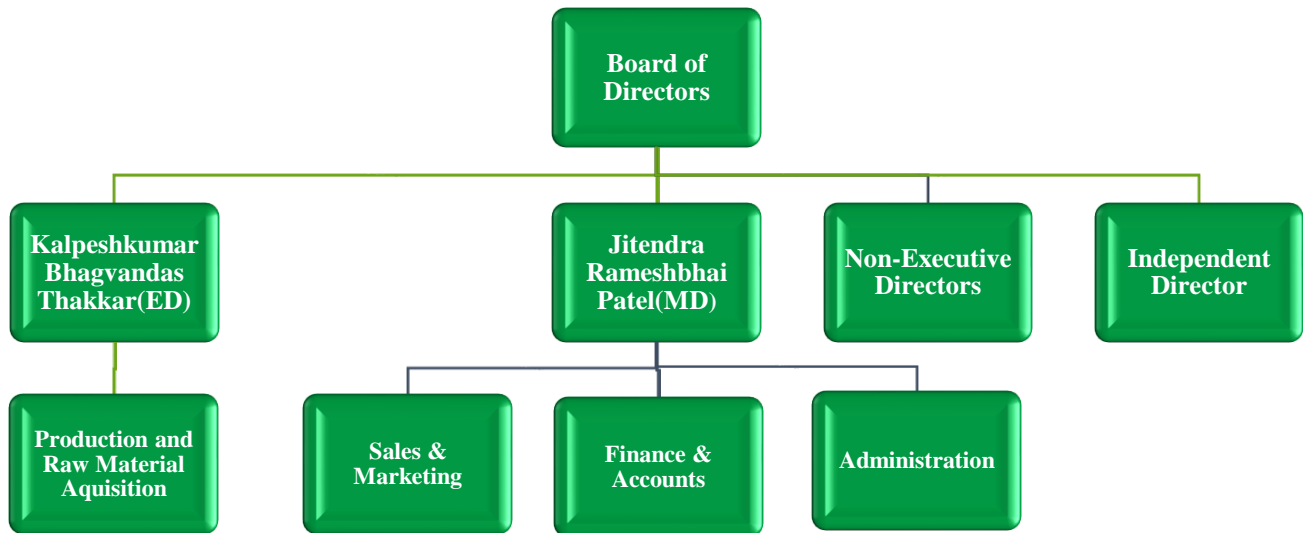
- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) Consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- v. 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;
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management;
- vii. 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.

## Quorum and Meetings

The Committee is required to meet at least once in a financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher, including atleast one independent director in attendance.

## MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:



## OUR KEY MANAGERIAL PERSONNEL

In addition to Jitendra Rameshbhai Patel, Managing Director, whose details are provided in the chapter titled *“Our Management”* beginning on page 132 the details of our other Key Managerial Personal is as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
<b>Name</b>	Mr. Vishvajitsinh Dipsinhbhai Kashela	He holds the degree of Bachelor of Commerce from Gujarat University.	Axis Bank Limited	₹ 2,80,000/-
<b>Designation</b>	Chief Financial Officer			
<b>Date of Appointment</b>	August 14, 2023			
<b>Overall Experience</b>	He is having an experience of more than 2 years in Banking and Financial matters.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
<b>Name</b>	Ms. Aayushi Naresh Bhatia	She holds degree of Bachelor of	Sapphire Industrial Infrastructure Private Limited	₹ 15,000/-
<b>Designation</b>	Company Secretary & Compliance Officer			



Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Date of Appointment	March 5, 2024	Commerce from Gujarat University and degree of Company Secretary from the Institute of Company Secretaries of India		
Overall Experience	She has 2 years of experience in the field of legal and secretarial department.			

#### CHANGES IN THE KEY MANAGERIAL PERSONNEL

Except as mentioned below, there are no other changes in the Key Managerial Personnel in the last three years preceding the date of filing this Draft Prospectus:

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Nitixa Bharatkumar Ramanuj	March 5, 2024	Resignation	Resignation from the post of Company Secretary with effect from March 5, 2024 due to pre-occupation in other work assignment
Aayushi Naresh Bhatia	March 5, 2024	Appointment	Pursuant to approval of Board of Directors in their meeting held on March 5, 2024 she was appointed as a Company Secretary and Compliance Officer with effect from March 5, 2024.
Kalpeshkumar Bhagavandas Thakkar	February 1, 2024	Change in Designation	Pursuant to approval of Board of Directors in their meeting held February 1, 2024, his designation was changed from Managing Director to Executive Director with effect from February 1, 2024.
Jitendra Rameshbhai Patel	February 1, 2024	Appointment	Subject to approval of members in the general meeting, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024, pursuant to approval of Board of Directors in their meeting held on February 1, 2024.
Vishvajitsinh Dipsinhbhai Kashela	August 14, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on August 14, 2023 he was appointed as Chief Financial Officer with effect from August 14, 2023
Kalpeshkumar Bhagavandas Thakkar	August 14, 2023	Appointment	Subject to approval of members in the general meeting, his designation was changed from Executive Director to Managing Director period of 5 (five) years with effect from August 14, 2023, pursuant to approval of Board of Directors in their meeting held on August 14, 2023.
Nitixa Bharatkumar Ramanuj	August 14, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on August 14, 2023 she was



Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
			appointed as Company Secretary with effect from August 14, 2023
Rajul Gajjar	August 14, 2023	Resignation	Resignation from the post of Chief financial Officer with effect from August 14, 2023 due to pre-occupation in other work assignment
Rajul Gajjar	April 15, 2023	Appointment	Pursuant to approval of Board of Directors in their meeting held on April 15, 2023 he was appointed as Chief Financial Officer with effect from April 15, 2023.

#### SENIOR MANAGEMENT IN OUR COMPANY

Except as disclosed under the section **“Our Key Managerial Personnel”** in the chapter titled **“Our Management”** beginning on page 132, there are no other Senior Management in our Company.

#### BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Currently, our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel and Senior Management.

#### PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

No amount or benefit (non-salary related) was paid or given to our Key Managerial Personnel and Senior Management, within the two (2) preceding years or is intended to be paid or given to our Key Managerial Personnel and Senior Management, other than in the ordinary course of employment.

#### STATUS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All the Key Managerial Personnel and Senior Management mentioned above are on the payrolls of our Company as permanent employees.

#### ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.

#### SERVICE CONTRACTS WITH OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel and Senior Management are governed by the terms of their respective employment letters / resolutions of our Board on their terms of appointment. None of our Key Managerial Personnel and Senior Management have entered into a service contract with our Company, entitling them to any benefits upon termination of employment.

#### RETIREMENT AND TERMINATION BENEFIT

Except for applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company

#### CONTINGENT AND DEFERRED COMPENSATION PAID OR PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

As on the date of this Draft Prospectus, there is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management that does not form part of their remuneration.

#### RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors.

#### ATTRITION OF KEY MANAGERIAL PERSONAL VIS-À-VIS INDUSTRY

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.



## EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

## INTEREST OF OUR KEY MANAGERIAL PERSONS AND SENIOR MANAGEMENT

Our Key Managerial Personnel and Senior Management do not have any interest in our Company other than (i) as stated in “*Annexure-27 titled Related Party & Transaction*” in the chapter titled “*Restated Financial Information*” on page 159, respectively; or (ii) to the extent of 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. The Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

## LOANS GIVEN/AVAILED BY DIRECTORS/ KEY MANAGERIAL PERSONNEL OF OUR COMPANY

For details of unsecured loan taken from or given to our Directors/KMPs/SMPs and for details of transaction entered by them in the past see “*Annexure-27 titled Related Party & Transaction*” in the chapter titled “*Restated Financial Information*” on page 159.

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Jitendra Rameshbhai Patel	800000	Managing Director
2.	Vishvajitsinh Dipsinhbhai Kashela	Nil	Chief Financial Officer
3.	Aayushi Naresh Bhatia	Nil	Company Secretary

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## OUR PROMOTERS AND PROMOTERS GROUP


### Promoters of Our Company are:

1. Mr. Kalpeshkumar Bhagavandas Thakkar
2. Mr. Rakeshkumar Rameshbhai Patel
3. Mr. Jitendra Rameshbhai Patel
4. Mrs. Jyotsana Jitendrabhai Patel
5. Kalpeshkumar Thakkar – HUF

For details of the Capital build-up of our Promoters in our Company, see chapter titled “*Capital Structure*” beginning on page no. 58 of this Draft Prospectus.


The details of our Promoters are as follows:


### INDIVIDUAL PROMOTERS


	MR. KALPESHKUMAR BHAGAVANDAS THAKKAR
	<p>Kalpesh Bhagavandas Thakkar, aged 37 years is an Executive Director and Promoter of our Company. He has completed pre-matric from Sheth V.K. Bhula (Kungherwala) High school Patan, Gujarat. He has an experience of more than 5 years in the Agriculture Industry. He manages Production and Raw Material Acquisition Department of the Company.</p>
<b>Date of Birth</b>	August 20, 1987
<b>Age</b>	37 Years
<b>PAN</b>	AQHPT5078N
<b>Educational Qualification</b>	He has completed his pre-matric from Sheth V.K. Bhula (Kungherwala) High school Patan, Gujarat.
<b>Experience Business/Employment</b> in	He has an experience of more than 5 years in the Agriculture Industry.
<b>Present Residential Address</b>	4 Anjali Apartment, Near Lad Society Road, Nehrunagar Vastrapur, Ahmedabad City, Manekbag, Ahmedabad, Gujarat, India-380015
<b>Position/posts held in the past</b>	<p>Initially, pursuant to approval of Board of Directors in their meeting held on May 18, 2017, he was appointed as a Additional Executive Director with effect from May 18, 2017.</p> <p>Thereafter, he resigned from the post of Executive Director with effect from February 10, 2019.</p> <p>Further, pursuant to approval of Board of Directors in their meeting held on March 20, 2020, he was appointed as an Additional Executive Director with effect from March 20, 2020.</p> <p>Subject to approval of members in the general meeting, his designation was changed from Executive Director to Managing Director for a period of 5 (five) years with effect from August 14, 2023.</p>



	<p>Further, pursuant to the approval of members in the Extra Ordinary General Meeting held September 11, 2023, his designation was changed from Executive Director to Managing Director for a period of 5 (five) years with effect from August 14, 2023.</p> <p>Thereafter, pursuant to approval of Board of Directors in their meeting held February 1, 2024, his designation was changed from Managing Director to Executive Director with effect from February 1, 2024.</p>
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	<ul style="list-style-type: none"> <li>• Kalpeshkumar Thakkar HUF</li> <li>• K T Associates</li> </ul>

	<b>MR. RAKESHKUMAR RAMESHBHAI PATEL</b>
	<p>Rakeshkumar Rameshbhai Patel, aged 39 years, Chairman, Non-Executive Director and Promoter of our Company. He has completed pre-matric from Pallavi Vidyalaya. He is having an experience of more than 1 year in Agriculture Industry.</p>
<b>Date of Birth</b>	February 18, 1985
<b>Age</b>	39 Years
<b>PAN</b>	DEWPP2403F
<b>Educational Qualification</b>	He has completed his pre-matric from Pallavi Vidyalaya, Ahmedabad.
<b>Experience in Business/Employment</b>	He is having an experience of more than 1 year in Agriculture Industry.
<b>Present Residential Address</b>	2/243/1 Bhogilal Ni Navi Chali Asarwa, Civil Hospital, Ahmedabad - 380016, Gujarat
<b>Position/posts held in the past</b>	<p>Initially, pursuant to approval of Board of Directors in their meeting held on April 15, 2023 he was appointed as Additional Non-Executive Director with effect from April 15, 2023.</p> <p>Further, pursuant to approval of members in the Extra-Ordinary General Meeting held on July 3, 2024, he was regularized and appointed as Chairman cum Non-Executive Director with effect from July 3, 2024.</p>
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	Rinki Enterprise

	<b>MR. JITENDRA RAMESHBHAI PATEL</b>
<p>Jitendra Rameshbhai Patel, aged 39 years, is the Managing Director and Promoter of our Company. He has completed first year of Bachelor of Arts from Gujarat University, Ahmedabad. He is having an experience of more than 6 years in the Agricultural Industry. He manages, Sales &amp; Marketing, Finance and Administration Department of the Company.</p>	
<b>Date of Birth</b>	February 18, 1985
<b>Age</b>	39 Years
<b>PAN</b>	APHPP3200M
<b>Educational Qualification</b>	He has completed first year of Bachelor of Arts from Gujarat University, Ahmedabad.
<b>Experience Business/Employment</b>	in He is having an experience of more than 6 years in the Agricultural Industry.
<b>Present Residential Address</b>	C-204, Parshwanath Royal Residency, Near shreenath park bungalows, opposite I O C petrol pump, Adalaj, Gandhinagar-382421, Gujarat
<b>Position/posts held in the past</b>	<p>Initially, subject to approval of members in the general meeting, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024, pursuant to approval of Board of Directors in their meeting held on February 1, 2024.</p> <p>Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held July 3, 2024, he was appointed as a Managing Director for a period of 5 (five) years with effect from February 1, 2024.</p>
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	<ul style="list-style-type: none"> <li>• H S Enterprise</li> <li>• Patel Jitendra Rameshbhai HUF</li> </ul>

	<b>MRS. JYOTSANA JITENDRABHAI PATEL</b>
<p>Mrs. Jyotsana Jitendrabhai Patel, aged 34 years, is a Promoter of our Company. She has passed out 6<sup>th</sup> standard from Jilla Panchayat Shikshan Samiti, Vadodara. She is a running a business of Pickles and Chutney.</p>	
<b>Date of Birth</b>	August 20, 1990
<b>Age</b>	34 Years
<b>PAN</b>	CYBPP7974B



<b>Educational Qualification</b>	She has completed first year of higher education from Jilla Panchayat Shikshan Samiti, Vadodara
<b>Experience in Business/Employment</b>	She has experience in the business of producing Pickles & Chutney.
<b>Present Residential Address</b>	2-243-1 bhogilal ni navi chali asarva, Ahmedabad City, Civil Hospital, Ahmedabad-380016, Gujarat
<b>Position/posts held in the past</b>	Nil
<b>Directorship held</b>	Nil
<b>Other Ventures</b>	Aditya Developers Khushi Enterprise

## HUF - PROMOTER

### 1. Kalpeshkumar Thakkar - HUF

Kalpeshkumar Thakkar – HUF was originally formed on February 29, 2020 by Kalpeshkumar Thakkar, karta of Kalpeshkumar Thakkar – HUF. The members of Kalpeshkumar Thakkar – HUF are as follows:

1. Kalpeshkumar Bhagvandas Thakkar
2. Anita Kalpeshkumar Thakkar

As on the date of Draft Prospectus, no business activity is carried out by Kalpeshkumar Thakkar HUF.

## DECLARATION

We declare and confirm that the details of the permanent account numbers, bank account numbers, passport numbers, Aadhar card number and driving license numbers of our Promoters are being submitted along with filing of this Draft Prospectus with the Stock Exchange on which the specified securities are proposed to be listed.

## CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

Except as mentioned below, there has been no change in control and management of our Company in last five years:

Name	Date of Acquisition	Type of Acquisition	Terms of Acquisition	Consideration Paid for Acquisition (in Lakhs)
Kalpeshkumar Bhagavandas Thakkar	June 30, 2022	Transfer	Transfer of 5000 equity shares from Vandan Parag Dave	0.5
	February 17, 2023	Allotment	Allotted 86400 equity shares of face value of ₹ 10/- each at an issue price of ₹ 125/- on right issue basis	108.00
	September 12, 2023	Allotment	Allotted 914000 Bonus Equity Shares in the ratio of 10 (Ten) new equity shares for every 1 (One) equity share held (i.e. 10:1).	-
	July 4, 2024	Allotment	Allotted 1005400 Bonus Equity Shares in the ratio of 1 (One) new equity shares for every 1 (One) equity share held (i.e. 1:1).	-
Rakeshkumar Rameshbhai Patel	August 14, 2023	Allotment	Allotted 44000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 125/- on right issue basis	55.00
	September 12, 2023	Allotment	Allotted 440000 Bonus Equity Shares in the ratio of 10 (Ten) new equity shares for every 1	-



			(One) equity share held (i.e. 10:1).	
	July 4, 2024	Allotment	Allotted 484000 Bonus Equity Shares in the ratio of 1 (One) new equity shares for every 1 (One) equity share held (i.e. 1:1).	-
Jitendra Rameshbhai Patel	March 18, 2024	Allotment	Allotted 400000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 50/- on right issue basis	200.00
	July 4, 2024	Allotment	Allotted 400000 Bonus Equity Shares in the ratio of 1 (One) new equity shares for every 1 (One) equity share held (i.e. 1:1).	-
Jyotsana Jitendrabhai Patel	March 28, 2024	Allotment	Allotted 400000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 50/- on right issue basis	200.00
	July 4, 2024	Allotment	Allotted 400000 Bonus Equity Shares in the ratio of 1 (One) new equity shares for every 1 (One) equity share held (i.e. 1:1).	-
Kalpeshkumar Thakkar HUF	June 30, 2022	Transfer	Transfer of 5000 equity shares from Smruti Parag Dave	0.50
	February 17, 2023	Allotment	Allotted 40000 equity shares of face value of ₹ 10/- each at an issue price of ₹ 125/- on right issue basis	50.00
	September 12, 2023	Allotment	Allotted 450000 Bonus Equity Shares in the ratio of 10 (Ten) new equity shares for every 1 (One) equity share held (i.e. 10:1).	-
	July 4, 2024	Allotment	Allotted 495000 Bonus Equity Shares in the ratio of 1 (One) new equity shares for every 1 (One) equity share held (i.e. 1:1).	-

#### MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS

There are no material guarantees given by the Promoters to third parties with respect to specified securities or borrowings of the Company as on the date of this Draft Prospectus.

#### INTEREST OF OUR PROMOTERS

- Except as stated in “*Annexure-27 titled Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 159 of this Draft Prospectus and to the extent of compensation, remuneration / sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer “*Annexure-27 titled Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 159 of this Draft Prospectus.



- Our Promoters, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Prospectus.
- Except as otherwise stated in this Draft Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Prospectus in which Promoters are directly or indirectly interested.

### PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in “Annexure-27 titled *Related Party Transaction*” under section titled “*Restated Financial Information*” beginning on Page No. 159 of this Draft Prospectus, there has been no payment of benefits to our Promoters in the two years preceding the filing of this Draft Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

### CONFIRMATIONS

Our Company and Promoters confirm that they have not been declared as willful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued.

Further, our Promoters, Promoters Group or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities.

Additionally, our Promoters, Promoters Group or Directors do not have direct or indirect relation with the companies, its Promoters and Whole-time Director, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or Directors are not a fugitive economic offender.

We and our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us; and
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.

The details of outstanding litigation including its nature and status are disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on Page No. 177 of this Draft Prospectus.

### DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR:

None of our Promoters have disassociated themselves from any Company or Firm during the preceding three years.

### RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoter(s) are related to any of our Company’s directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of Promoter	Name of Director	Relationship
Mr. Rakeshkumar Rameshbhai Patel	Mr. Jitendrabhai Rameshbhai Patel	Mr. Rakeshkumar Rameshbhai Patel is brother of Mr. Jitendrabhai Rameshbhai Patel
Mrs. Jyotsana Jitendrabhai Patel	Mr. Jitendrabhai Rameshbhai Patel	Mrs. Jyotsana Jitendrabhai Patel is spouse of Mr. Jitendrabhai Rameshbhai Patel
Mrs. Jyotsana Jitendrabhai Patel	Mr. Rakeshkumar Rameshbhai Patel	Mrs. Jyotsana Jitendrabhai Patel is sister-in-law of Mr. Rakeshkumar Rameshbhai Patel

In addition to our Promoters named above, the following individuals and entities form a part of the Promoters' Group:

**a. Natural persons who are part of our Individual Promoter Group:**

Relationship with Promoter	Mr. Kalpeshkumar Bhagavandas Thakkar	Mr. Rakeshkumar Rameshbhai Patel	Mr. Jitendra Rameshbhai Patel	Mrs. Jyotsana Jitendrabhai Patel
Father	Bhagwandas Mangulal Thakkar	Rameshbhai Bhagvandas Patel	Patel Rameshbhai Bhagvandalas	Tadavi Vinubhai
Mother	Savitaben Bhagvandas Thakkar	Madhuben Rameshbhai Patel	Patel Madhuben Rameshbhai	Tadavi Lakhiben
Spouse	Anitaben Kalpeshkumar Thakkar	Reshmaben Rakeshbhai Patel	Patel Jyotsana Jitendrabhai	Jitendra Rameshbhai Patel
Brother(s)	-	Jitendra Rameshbhai Patel	Patel Rakeshkumar Rameshbhai	-
Sister(s)	Dimpalben Bhagvanbhai Thakkar	-	-	Rituben Vasava
Son(s)	Yug Kalpeshkumar Thakkar	-	Aditya Jitendrabhai Patel	Aditya Jitendrabhai Patel
Daughter(s)	-	Simran Rakeshbhai Patel	Ditya Patel	Ditya Patel
Father-in-Law	Babulal Tarachand Thakkar	Late Kalubhai Solanki	Vinubhai Tadavi	Rameshbhai Bhagvandaas Patel
Mother-in-Law	Bhagwatiben Babulal Thakkar	Obu Devi	Lakhiben Tadavi	Madhuben Rameshbhai Patel
Brother-in-Law	Ankit B Thakkar	Naresh Kumar	-	Rakeshkumar Rameshbhai Patel
Sister-in-Law	-	Pooja Niteshkumar Parmar	Rituben Vasava	-

**b. Companies related to our Promoter Company: Not Applicable as our Promoters is not Company.**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	Not Applicable
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Not Applicable

**c. Companies, Proprietary concerns, HUF's related to our Promoters**

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoters or an immediate relative of the promoters or a firm or HUF in which promoters or any one or more of his immediate relatives are a member.	1. Kalpeshkumar Thakkar HUF 2. Patel Jitendra Rameshbhai HUF





Nature of Relationship	Name of Entities
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	Nil
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and his immediate relatives is equal to or more than twenty percent.	1. K T Associates 2. H S Enterprise 3. Aditya Developers 4. Khushi Enterprise 5. Rinki Enterprise

**d. Person whose shareholding is aggregated under the heading “Shareholding of the Promoters Group”**

NAME OF ENTITIES / PERSON
NIL

For further details on our Group Companies refer Chapter titled **“Information with respect to Group Companies/Entities”** beginning on page no. 156 of this Draft Prospectus.

**SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY**

For details of the shareholding of our Promoters and members of our Promoter Group as on the date of this Draft Prospectus and lock-in of Promoters’ shareholding (including Promoters ‘contribution), refer Chapter titled **“Capital Structure”** beginning on page no. 58 of this Draft Prospectus.

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## INFORMATION WITH RESPECT TO GROUP COMPANIES

In terms of the SEBI ICDR Regulations and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), for the purpose of identification of “group companies” in relation to the disclosure in Offer Documents, our Company has considered the companies with which there have been related party transactions in the last three years, as disclosed in the chapter titled “Restated Financial Information” beginning on Page No. 159 of this Draft Prospectus.

Pursuant to a Board resolution dated October 28, 2024, for the purpose of disclosure in the Offer Documents for the Issue, a Company shall be considered material and disclosed as a ‘Group Company’, if:

1. Such company (ies) in which, the investment in the form of equity or loan by the Company exceeds 10% of the net worth of the Company for the last audited financial year;
2. Where the Company has entered into one or more transactions with such company (ies) in the last audited financial year, cumulatively exceeding 10% of the total revenue of the Company for the last audited financial year;
3. Any other company/ entities that the Board may decide to consider material.

Accordingly, pursuant to the said resolution passed by our Board of Directors, for determining our Group Companies, no companies have been identified and considered as the Group Company of our Company.

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## OUR SUBSIDIARY

Our Company does not have any Subsidiary as on the date of this Draft Prospectus.

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## DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on few numbers of factors, including but not limited, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. As on the date of this Draft Prospectus, our Company does not have a formal dividend policy.

Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three financial years. Further, our Company has not declared any dividend in the current fiscal. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risk involved, please refer section titled “*Risk Factors*” beginning on Page No. 22 of this Draft Prospectus.

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**SECTION IX – FINANCIAL STATEMENTS**  
**RESTATED FINANCIAL INFORMATION**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page No.s</b>
1.	Restated Financial Information	FS-1 to FS-39

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**Report of the Independent Auditor on the Restated Financial Statements of  
Vandan Foods Limited  
for the years ended on 31<sup>st</sup> March, 2022, 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2024 and 31<sup>st</sup> August, 2024  
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and  
Allotment of Securities) Rules, 2014)**

To,  
**The Board of Directors,  
Vandan Foods Limited  
Ahmedabad**

Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Vandan Foods Limited (the “Company”)** as at 31<sup>st</sup> August, 2024, 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 Flow for the financial period / year ended on 31<sup>st</sup> August, 2024, 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 approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in SME Platform of Bombay Stock Exchange.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - (i) Part I of Chapter III to the Companies Act, 2013 (**“Act”**) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (**“ICDR Regulations”**) issued by the Securities and Exchange Board of India (**“SEBI”**) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - (iii) The terms of reference to our engagements with the Company letter dated 02<sup>nd</sup> September, 2024, requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of Bombay Stock Exchange (**“IPO”** or **“SME IPO”**); and
  - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India to the extent applicable (**“Guidance Note”**).
3. This Restated Summary Statements of the Company have been extracted by the Management from the Audited Financial Statements of the Company for the period ended on 31<sup>st</sup> August, 2024 and financial years ended on 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022.
4. In accordance with the requirements of Part I of Chapter III of Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - (i) The **“Restated Statement of Assets and Liabilities”** as set out in **Annexure 1** to this report, of the Company as 31<sup>st</sup> August, 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, 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 to the Restated Summary Statements set out in **Annexure 4A to B** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure 4** to this Report. As a result of these adjustments, the amounts reported in the above-mentioned statements are not necessarily the same as those appearing in the Audited Financial Statements of the Company for the relevant period / financial years.
  - (ii) The **“Restated Statement of Profit and Loss”** as set out in **Annexure 2** to this report, of the Company for the financial period / year ended on 31<sup>st</sup> August, 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 are prepared by the Company and approved by the Board of Directors. These 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 to the Restated Summary Statements set out in **Annexure**



**4A to B** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure 4** to this Report.

- (iii) The “**Restated Statement of Cash Flow**” as set out in **Annexure 3** to this report, of the Company for the financial period/year ended on 31<sup>st</sup> August, 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies to the Restated Summary Statements set out in **Annexure 4A to B** to this Report and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in **Annexure 4** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
- Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
  - Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
  - There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
  - There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 31<sup>st</sup> August, 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 which would require adjustments in this Restated Financial Statements of the Company.
  - These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Restated Summary Statements as set out in **Annexure 4A to B** to this report.
  - There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Information or Restated Summary Financial Statement.
  - The related party transaction for purchase & sales of services entered by the company are at arm’s length.
  - The Company has not paid any dividend since its incorporation.
6. We have also examined the following financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period / year ended on 31<sup>st</sup> August, 2024, 31<sup>st</sup> March, 2024, 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 proposed to be included in the Draft Prospectus / Prospectus (“**Offer Document**”)

Restated Statement of Assets and Liabilities	Annexure-1
Restated Statement of Profit and Loss	Annexure-2
Restated Statement of Cash Flow	Annexure-3
Notes to Restatement	Annexure-4A & B
Statement of Notes to the Restated Financial Information	Annexure-4C to H
Restated Statement of Share Capital	Annexure-5
Restated Statement of Reserves & Surplus	Annexure-6
Restated Statement of Long Term/Short Term Borrowings	Annexure-7
Restated Deferred Tax Assets/Liabilities	Annexure-8
Restated Statement of Provisions	Annexure-9
Restated Statement of Trade Payables	Annexure-10
Restated Statement of Other Current Liabilities	Annexure-11
Restated Statement of Property, Plant and Equipment	Annexure-12
Restated Statement of Loans and Advances	Annexure-13
Restated Statement of Other Assets	Annexure-14
Restated Statement of Inventories	Annexure-15
Restated Statement of Trade Receivables	Annexure-16
Restated Statement of Cash and Cash Equivalents	Annexure-17
Restated Statement of Revenue from Operations	Annexure-18
Restated Statement of Other Income	Annexure-19

Restated Statement of Cost of Material Consumed	Annexure-20
Restated Statement of Purchase of Stock in Trade	Annexure-20A
Restated Statement Changes in Inventory of Stock in trade	Annexure-20B
Restated Statement of Employee Benefit Expenses	Annexure-21
Restated Statement of Finance Costs	Annexure-22
Restated Statement of Other Expenses	Annexure-23
Restated Statement of Accounting and Other Ratios	Annexure-24
Restated Statement of Tax Shelter	Annexure-25
Restated Statement of Capitalization	Annexure-26
Restated Statement of Related Party Transaction	Annexure-27
Restated Statement of Additional Notes	Annexure-28
Restated Statement of Ratios	Annexure-29

7. We, **Piyush Kothari & Associates**, have been subjected to the peer review process of the Institute of Chartered Accountants of India (“**ICAI**”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
8. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Trendy our opinion, the above financial information contained in Annexure 1 to 29 of this report read with the respective Significant Accounting Policies as set out in Annexure 4A & B and Reconciliation of Restated Profits with Explanatory Notes thereon as set out in Annexure 4 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

Thanking You

**For, PIYUSH KOTHARI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**ICAI Firm Registration No.140711W**  
**Peer Review No.**

**CA Piyush Kothari**  
**Partner**  
**Membership No. 158407**  
**UDIN: 24158407BKBITP6241**  
**Date: 26<sup>th</sup> October, 2024**  
**Place: Ahmedabad**

VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)

Annexure 1: Restated Summary Statement of Assets and Liabilities

(Amount in Lakhs)

Particulars	Annexure	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Equity and Liabilities</b>					
<b>Shareholders' Funds</b>					
Share Capital	5	574.48	287.24	13.64	1.00
Reserves and Surplus	6	598.09	659.78	203.94	(5.69)
<b>Total Equity</b>		<b>1,172.57</b>	<b>947.02</b>	<b>217.58</b>	<b>(4.69)</b>
<b>Non-Current Liabilities</b>					
Long-Term Borrowings	7	133.33	-	-	345.29
Deferred Tax Liabilities (Net)	8	-	-	-	-
Other Long-Term Liabilities		-	-	-	-
Long-Term Provisions	9	1.20	1.00	-	-
<b>Total Non- Current Liabilities</b>		<b>134.53</b>	<b>1.00</b>	<b>-</b>	<b>345.29</b>
<b>Current liabilities</b>					
Short-term borrowings	7	757.97	-	39.47	-
Trade payables	10				
i) Total outstanding dues of micro enterprise and small enterprise		-	-	-	-
ii) Total outstanding dues other than micro enterprise and small enterprise		89.62	-	-	78.22
Other current liabilities	11	42.62	105.52	182.65	1.34
Short-term provisions	9	167.94	158.38	34.27	-
<b>Total Current Liabilities</b>		<b>1,058.16</b>	<b>263.90</b>	<b>256.39</b>	<b>79.56</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2,365.26</b>	<b>1,211.92</b>	<b>473.97</b>	<b>420.16</b>
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, Plant and Equipment and Intangible Assets					
(i) Property, Plant and Equipment	12	606.98	564.20	38.67	52.26
(ii) Capital Work In Progress	12	140.27	-	-	-
(iii) Intangible Assets		-	-	-	-
Deferred Tax Asset (Net)	8	4.38	4.82	4.05	2.18
Long-Term Loans and Advances	13	-	-	-	-
Other Non-Current Assets	14	0.15	0.15	0.15	0.15
<b>Total Non-Current Assets</b>		<b>751.77</b>	<b>569.17</b>	<b>42.87</b>	<b>54.58</b>
<b>Current Assets</b>					
Inventories	15	1,145.05	493.15	180.20	25.36
Trade Receivables	16	127.00	40.47	5.00	68.90
Cash and Cash Equivalent	17	2.32	98.80	121.73	8.45
Short-Term Loans and Advances	13	313.94	-	122.96	246.46
Other Current Assets	14	25.18	10.33	1.21	16.40
<b>Total Current Assets</b>		<b>1,613.49</b>	<b>642.75</b>	<b>431.10</b>	<b>365.57</b>
<b>TOTAL ASSETS</b>		<b>2,365.26</b>	<b>1,211.92</b>	<b>473.97</b>	<b>420.16</b>

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4. as per our report of even date attached

For, M/S PIYUSH KOTHARI & ASSOCIATES  
Chartered Accountants  
Firm Registration No.: 140711W

On Behalf of Vandan Foods Limited

Jitendra R Patel  
Managing Director  
DIN: 08205811

Kalpesh B Thakkar  
Whole - Time Director  
DIN: 07825212

Sd/-

PIYUSH KOTHARI  
Partner  
M. No. 158407  
UDIN:24158407BKBITP6241

Vishvajitsinh Kashela  
Chief Financial Officer  
PAN: CTVPK6742H

Aayushi N Bhatia  
Company Secretary  
PAN: BZTPB5872K

Place : Ahmedabad  
Date : 26/10/2024

Place : Ahmedabad  
Date : 26/10/2024

VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)

Annexure 2: Restated Summary Statement of Profit and Loss

(Amount in Lakhs)

Particulars	Annexure	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Revenue</b>					
Revenue from operations	18	4,683.90	4,873.04	1,159.35	147.55
Other income	19	-	-	-	13.58
<b>Total Income</b>		<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>161.13</b>
<b>Expenses</b>					
Cost of materials consumed	20	4,471.06	3,352.90	-	-
Purchase of Stock in Trade	20A	-	791.50	900.38	-
Changes in inventories of Finished Goods, WIP and Traded Goods	20B	(314.92)	28.09	(154.84)	15.00
Employee Benefits Expense	21	36.76	42.96	70.44	5.02
Finance Costs	22	34.35	-	-	-
Depreciation and amortisation Expense	12	14.21	11.02	13.59	19.42
Other Expenses	23	141.01	293.02	243.88	135.30
<b>Total Expenses</b>		<b>4,382.49</b>	<b>4,519.50</b>	<b>1,073.45</b>	<b>174.74</b>
<b>PROFIT BEFORE EXCEPTIONAL &amp; EXTRAORDINARY ITEMS &amp; TAX</b>		<b>301.41</b>	<b>353.54</b>	<b>85.90</b>	<b>(13.61)</b>
Exceptional/Prior Period Items					
<b>PROFIT BEFORE TAX</b>		<b>301.41</b>	<b>353.54</b>	<b>85.90</b>	<b>(13.61)</b>
<b>Tax Expense</b>					
Current tax		75.42	89.88	23.50	-
Deferred tax (credit)/charge		0.44	(0.76)	(1.88)	(2.18)
<b>Total Tax Expenses</b>		<b>75.86</b>	<b>89.12</b>	<b>21.62</b>	<b>(2.18)</b>
<b>Profit for the period / year</b>		<b>225.55</b>	<b>264.43</b>	<b>64.28</b>	<b>(11.43)</b>
<b>Earnings per equity share of Rs. 10/- each (in Rs.)</b>					
a) Basic/Diluted EPS		3.93	9.21	47.12	-114.35
b) Adjusted/Diluted EPS after Bonus Issue		3.93	4.64	1.32	-0.24

**Note:**

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4 As per our report of even date attached

For, M/S PIYUSH KOTHARI & ASSOCIATES

Chartered Accountants

Firm Registration No.: 140711W

On Behalf of Vandan Foods Limited

Jitendra R Patel  
Managing Director  
DIN: 08205811

Kalpesh B Thakkar  
Whole - Time Director  
DIN: 07825212

PIYUSH KOTHARI

Partner

M. No. 158407

UDIN:24158407BKBITP6241

Place : Ahmedabad

Date : 26/10/2024

Vishvajitsinh Kashela  
Chief Financial Officer  
PAN: CTVPK6742H

Aayushi N Bhatia  
Company Secretary  
PAN: BZTPB5872K

Place : Ahmedabad

Date : 26/10/2024

## Annexure 3: Restated Summary Statement of Cash Flows

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August, 2024	March, 2024	March, 2023	March, 2022
	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
<b>A. Cash flow from operating activities</b>				
Profit before tax, as restated	301.41	353.54	85.90	(13.61)
Adjustments for :				
Provision for Gratuity	0.20	1.00		
Depreciation and amortisation expense	14.21	11.02	13.59	19.42
Finance costs	4.75	-	-	-
<b>Operating profit before working capital changes</b>	<b>320.58</b>	<b>365.56</b>	<b>99.49</b>	<b>5.81</b>
<b>Changes in working capital:</b>				
(Increase) / decrease Inventories	(651.90)	(312.95)	(154.84)	15.00
(Increase) / decrease in Trade Receivables	(86.53)	(35.47)	63.90	(52.21)
(Increase) / decrease in loans and advances	-	-	-	-
(Increase) / decrease in Short-term loans and advances	(313.94)	122.96	123.50	47.68
(Increase) / decrease in Other current assets	(14.85)	(9.12)	15.19	(16.40)
Increase / (decrease) in Trade Payables	89.62	-	(78.22)	29.12
Increase / (decrease) in Other Current Liabilities and other assets	(62.90)	(77.13)	181.31	(3.89)
(Increase) / decrease in Non Current Assets	-	-	-	(0.15)
Increase / (decrease) in Short Term Provision	9.56	124.11	34.27	-
<b>Cash generated from / (utilised in) operations</b>	<b>(710.35)</b>	<b>177.96</b>	<b>284.60</b>	<b>24.95</b>
Less : Income tax paid	(75.42)	(89.88)	(23.50)	-
<b>Net cash flow generated from/ (utilised in) operating activities (A)</b>	<b>(785.77)</b>	<b>88.08</b>	<b>261.10</b>	<b>24.95</b>
<b>B. Cash flow from investing activities</b>				
(Purchase)/Sale of property, plant and equipment	(57.00)	(536.55)	-	-
Capital Work In Progress	(140.27)	-	-	-
Net of Purchase/ Proceeds from Sale of Investments	-	-	-	-
<b>Net cash flow utilised in investing activities (B)</b>	<b>(197.27)</b>	<b>(536.55)</b>	<b>-</b>	<b>-</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issuance of shares	-	85.20	12.64	-
Proceeds from Security Premium	-	379.80	145.36	-
Net of Repayment/Proceeds from Short Term Borrowings	757.97	(39.46)	39.47	
Net of Repayment/Proceeds from Long Term Borrowings	133.33	-	(345.29)	(24.92)
Interest/Finance Charges Paid	(4.75)			
<b>Net cash flow generated from/ (utilised in) financing activities (C)</b>	<b>886.55</b>	<b>425.54</b>	<b>(147.82)</b>	<b>(24.92)</b>
<b>Net (decrease)/ increase in cash &amp; cash equivalents (A+B+C)</b>	<b>(96.49)</b>	<b>-22.93</b>	<b>113.28</b>	<b>0.03</b>
Cash and cash equivalents at the beginning of the period/ year	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>	<b>8.42</b>
<b>Cash and cash equivalents at the end of the period/ year</b>	<b>2.32</b>	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>

## Note:

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 1, 2 and 4

The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013

As per our report of even date attached  
For, M/S PIYUSH KOTHARI & ASSOCIATES  
Chartered Accountants  
Firm Registration No.: 140711W

On Behalf of Vandan Foods Limited

Jitendra R Patel  
Managing Director  
DIN: 08205811

Kalpesh B Thakkar  
Whole - Time Director  
DIN: 07825212

PIYUSH KOTHARI  
Partner  
M. No. 158407  
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Vishvajitsinh Kashela  
Chief Financial Officer  
PAN: CTVPK6742H

Aayushi N Bhatia  
Company Secretary  
PAN: BZTPB5872K

Place : Ahmedabad  
Date : 26/10/2024

Place : Ahmedabad  
Date : 26/10/2024  
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**NOTES TO THE RESTATEMENT**

**A. Background of the Company**

Our Company was originally incorporated as Vandan Foods Private Limited on December 15, 2015 under the Companies Act, 2013 vide certificate of incorporation issued by the Registrar of Companies, Ahmedabad. Subsequently, pursuant to conversion from 'Private Limited' to 'Public Limited', the name of the Company was changed from "Vandan Foods Private Limited" to "Vandan Foods Limited" under the Companies Act, 2013 through a special resolution passed by our shareholders at the Extra Ordinary General Meeting held on September 11, 2023 and had obtained fresh certificate of incorporation dated September 18, 2023 issued by the Registrar of Companies, Ahmedabad.

**B. SIGNIFICANT ACCOUNTING POLICIES**

**a. BASIS OF PREPARATION**

The financial statements have been prepared in accordance with the applicable Accounting Standards notified under Section 133 of the the Companies Act, 2013 read with Rule 7 of Companies (Accounts Rules), 2014 under historical cost convention on accrual basis.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**b. USE OF ESTIMATES**

The preparation of the financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as on the date of the financial statements. The estimates and assumptions made and applied in preparing the financial statements are based upon management's best knowledge of current events and actions as on the date of financial statements. However, due to uncertainties attached to the assumptions and estimates made actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**c. REVENUE RECOGNITION:**

(i) Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognised net of GST and other taxes as the same is recovered from customers and passed on to the government.

(ii) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(iii) Other items of income and expenses are recognised on accrual basis.

(iv) Income from export entitlement is recognised as on accrual basis.

**d. FOREIGN CURRENCY TRANSACTIONS.**

**Initial recognition**

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

**Measurement of foreign currency monetary items at Balance Sheet date**

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the year end rates.



**NOTES TO THE RESTATEMENT**

**Exchange difference**

Exchange differences arising on settlement of monetary items are recognised as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year end being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit and loss.

**Forward Exchange Contract**

The Premium or discount arising at the inception of the Forward Exchange contracts entered into to hedge an existing asset/liability, is amortized as expense or income over the life of the contract. Exchange Differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any Profit or Loss arising on cancellation or renewal of such a forward contract is recognized as income or expense in the period in which such cancellation or renewal is made.

The Foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as per schedule 4 (E).

**e. INVESTMENTS**

Non-Current/ Long-term Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**f. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any. Property, Plant and Equipments individually costing upto Rs. 5,000 are fully depreciated in the year of purchase.

**NOTES TO THE RESTATMENT**

**g. DEPRECIATION AND AMORTISATION**

Depreciation is calculated using the Written down value method over their estimated useful lives. The estimates of useful lives of PropertyPlant and Equipments are as follows:

<b>Class of Assets</b>	<b>Useful life as per schedule II</b>	<b>Useful Life as per Group</b>
Leasehold Improvements	30 years	30 years
Office equipment	5 Years	5 years
Furniture and fixtures	10 years	10 years
Plant and Machinery	15 years	15 years
Vehicles	8 years	8 years

Leasehold improvements are amortised over of the lease or life of the asset whichever is less.

**h. INVENTORIES:**

Inventories of traded goods are valued at lower of cost and net realizable value. Cost comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition . Cost formula used is FIFO/weighted average basis.Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

**i. IMPAIRMENT OF ASSETS:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit and loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

**NOTES TO THE RESTATEMENT**

**j. RETIREMENT BENEFITS:**

(i) Short-term employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus and are recognised as expenses in the period in which the employee renders the related service

(ii) Post employment benefits:

Defined Contribution Plan

'Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit Plans

Unfunded Plan: The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity. Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

'The Company recognises termination benefit as a liability and an expense when the Company has a present obligation as a result of 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. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

**k. BORROWING COST**

Borrowing costs are interest, commitment charges and other costs incurred by an enterprise in connection with Short Term/ Long Term borrowing of funds. Borrowing cost directly attributable to acquisition or construction of qualifying assets are capitalized as a part of the cost of the assets, upto the date the asset is ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

**NOTES TO THE RESTATEMENT**

**I. EARNINGS PER SHARE:**

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax attributable to Equity Shareholders (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

**m. TAXATION:**

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability are been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

**n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

**(i) Provisions**

A provisions is recognized when the Company has a present obligation as a result of past event, if 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 obligation.

**(ii) Contingent Liability**

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only on 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 or a reliable estimate of the amount cannot be made.

**(ii) Contingent Assets**

Contingent Assets are neither recognised nor disclosed in the financial statements.

**NOTES TO THE RESTATEMENT**

**o. SEGMENT REPORTING**

In accordance with the Accounting Standard 17 "segment reporting" as prescribed under Companies (Accounting Standard) Rules, 2006 (as amended ) applicable to the company. The reporting related to same are disclosed in the Note No. 30

**p. CASH & CASH EQUIVALENTS**

Cash & cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.

**q. LEASES**

Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the Leased Asset, are classified as 'Operating Leases'. Lease rentals with respect to assets taken on 'Operating Lease' are charged to Statement of Profit and Loss on a straight line basis over the lease term.

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased item are classified as 'Finance Lease'. Assets acquired on Finance Lease which substantially transfer all the risks and rewards of ownership to the Company are capitalized as assets by the Company at the lower of the fair value and the present value of the minimum lease payment and a liability is created for an equivalent amount. Lease rentals payable is apportioned between the liability and finance charge so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**r. Government Grants**

Government grants / subsidies received towards specific fixed assets have been deducted from the gross value of the concerned fixed assets and grant / subsidies received during the year towards revenue expenses have been reduced from respective expenses.

Export benefits / incentives are accounted on accrual basis. Accordingly, estimated export benefits against exports affected during the year are taken into account as estimated incentives accrued till the end of the year. In case of License not revalidated after the date of expiry, the proportionate export benefit / incentive taken credit in earlier year(s) is written off in the year of expiry of License.

## Annexure 4: Statement of Notes to the Restated Financial Information

## C. Contingent liabilities and commitments

## (i) Contingent liabilities

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
<b>Claims against the Company not acknowledged as debt</b>				
Custom Duty saved on import of Capital Goods under EPCG Scheme	-	-	-	-
Bank Guarantees	-	-	-	-
Indirect Tax Liability	18.15	-	-	-
Direct Tax Liability	1.25	-	-	-
	<b>19.40</b>	-	-	-

## D. Earning &amp; Expenditure in foreign currency on accrual basis

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
<b>Foreign Currency Expenditure (Net off Remittance Charges)</b>				
Earning	-	-	-	-
Purchase	-	-	-	-
Expenses	-	-	-	-

## E. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
Foreign Currency Exposure that have not been Hedged by Derivative Instruments	-	-	-	-

## F. Changes in Accounting Policies in the Periods/Years Covered In The Restated Financials

There is no change in significant accounting policies adopted by the Company.

## G. Notes On Restatement Made In The Restated Financials

1) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2) Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.

3) Figures have been rearranged and regrouped wherever practicable and considered necessary.

4) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

5) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

6) Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

7) Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

8) Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

## Annexure 4: Statement of Notes to the Restated Financial Information

## H. Restatement adjustments, Material regroupings and Non-adjusting items

## (a) Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

Particulars	(Amount in Lakhs)			
	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Profit after tax as per audited financial statements	224.81	245.91	70.69	1.42
<b>Adjustments to net profit as per audited financial statements</b>				
Provision for Gratuity	1.00 -	1.00	-	-
Provision for Depreciation	-	-	(10.01)	(15.84)
Prior period expenses (Depreciation)	-	25.85	-	-
Excess / Short Provision for Tax	-	-	-	-
	(0.26)	(6.34)	3.61	2.99
Differed Tax Liability / Assets Adjustments (refer note (b)(i) below)				
<b>Total adjustments</b>	<b>0.74</b>	<b>18.51</b>	<b>(6.40)</b>	<b>(12.85)</b>
<b>Restated profit after tax for the period/ years</b>	<b>225.55</b>	<b>264.42</b>	<b>64.28 -</b>	<b>11.43</b>

**Note:**

A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

## (b) Explanatory notes for the restatement adjustments

- (i) There is change in deferred tax assets / liabilities as per audited books of accounts and as per restated books for respective financial covered under the restated financial information and the same has been given effect in the year to which the same relates to.

**To give Explanatory Notes Regarding Adjustment :-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings asper audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulation 2018.

## (c) Reconciliation of restated Equity / Networth:

Particulars	(Amount in Lakhs)			
	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Equity / Networth as per Audited Financials</b>	1,172.57	947.76	236.85	8.16
<b>Adjustment for:</b>				
Difference Pertaining to changes in Profit / Loss due to Restated Effect for the period covered in Restated Financial	-	(0.75)	(19.26)	(12.85)
Prior Period Adjustments	-	-	-	-
<b>Equity / Networth as Restated</b>	<b>1,172.57</b>	<b>947.01</b>	<b>217.59</b>	<b>(4.69)</b>

**To give Explanatory Notes Regarding Adjustment :-**

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings asper audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulation 2018.



VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)

Annexure 5: Restated Statement of Share capital

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Authorised share capital</b>				
Equity shares of Rs. 10 each				
- Number of shares	85,00,000.00	35,00,000.00	35,00,000.00	10,000.00
- Amount	10.00	10.00	10.00	1.00
	<b>850.00</b>	<b>350.00</b>	<b>350.00</b>	<b>1.00</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Rs. 10 each				
- Number of shares	57,44,800.00	28,72,400.00	1,36,400.00	10,000.00
- Amount	574.48	287.24	13.64	1.00
	<b>574.48</b>	<b>287.24</b>	<b>13.64</b>	<b>1.00</b>

Reconciliation of equity share capital

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Balance at the beginning of the period/year</b>				
- Number of shares	28,72,400.00	1,36,400.00	10,000.00	10,000.00
- Amount	287.24	13.64	1.00	1.00
<b>Add: Shares issued during the period/year</b>				
- Number of shares		8,52,000.00	1,26,400.00	
- Amount	-	85.20	12.64	-
<b>Add: BonusShares issued during the period/year</b>				
- Number of shares	28,72,400.00	18,84,000.00		
- Amount	287.24	188.40	-	-
<b>Balance at the end of the period/year</b>				
- Number of shares	<b>57,44,800.00</b>	<b>28,72,400.00</b>	<b>1,36,400.00</b>	<b>10,000.00</b>
- Amount	<b>574.48</b>	<b>287.24</b>	<b>13.64</b>	<b>1.00</b>

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)**

**Shareholders holding more than 5% of the shares of the Company**

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Equity shares of Rs. 10 each</b>				
<b>Kalpesh Kumar thakkar</b>				
- Number of shares	20,10,800	10,05,400	91,400	-
- Percentage holding (%)	35.00%	35.00%	67.01%	-
<b>Kalpesh Kumar Thakkar HUF</b>				
- Number of shares	9,90,000	4,95,000	45,000	-
- Percentage holding (%)	17.23%	17.23%	32.99%	-
<b>Patel Rakeshkumar Rameshbhai</b>				
- Number of shares	9,68,000	4,84,000	-	-
- Percentage holding (%)	16.85%	16.85%	-	-
<b>Jitendra Rameshbhai Patel</b>				
- Number of shares	8,00,000	4,00,000	-	-
- Percentage holding (%)	13.93%	13.93%	-	-
<b>Jyotsanaben Jitendrabhai Patel</b>				
- Number of shares	8,00,000	4,00,000	-	-
- Percentage holding (%)	13.93%	13.93%	-	-
<b>Vandan Dave</b>				
- Number of shares	-	-	-	5,000
- Percentage holding (%)	-	-	-	50.00%
<b>Smruti Dave</b>				
- Number of shares	-	-	-	5,000
- Percentage holding (%)	-	-	-	50.00%

Particulars	Shares held by Promoters at the end of the year		
	For 31st August,2024		
	No of Shares	% of total Shares	% Change during the year
Kalpesh Kumar Thakkar	20,10,800	35.00%	0.00
Kalpesh Kumar Thakkar HUF	9,90,000	17.23%	0.00
Patel Rakeshkumar Rameshbhai	9,68,000	16.85%	0.00
Jitendra Rameshbhai Patel	8,00,000	13.93%	0.00
Jyotsanaben Jitendrabhai Patel	8,00,000	13.93%	0.00

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2024		
	No of Shares	% of total Shares	% Change during the year
Kalpesh Kumar Thakkar	10,05,400	35.00%	-32.01%
Kalpesh Kumar Thakkar HUF	4,95,000	17.23%	-15.76%
Patel Rakeshkumar Rameshbhai	4,84,000	16.85%	16.85%
Jitendra Rameshbhai Patel	4,00,000	13.93%	13.93%
Jyotsanaben Jitendrabhai Patel	4,00,000	13.93%	13.93%

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)**

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2023		
	No of Shares	% of total Shares	% Change during the year
Kalpesh Kumar Thakkar	91,400	67.01%	17.01%
Kalpesh Kumar Thakkar HUF	45,000	32.99%	-17.01%

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2022		
	No of Shares	% of total Shares	% Change during the year
Vandan Dave	5,000	50.00%	0.00
Smruti Dave	5,000	50.00%	0.00

**Terms & Rights attached to Equity Shares.**

The Company has only one class of share referred to as Equity Shares having a par value of Rs.10/- each. Each holder of Equity Shares is entitled to one vote per share. Dividend on such shares is payable in proportion to the paid up amount. Dividend (if any) recommended by board of directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding up of the company, the holder of Equity Shares will be entitled to receive any of the remaining assets of the company after all preferential amounts and external liabilities are paid in full. However, no such preferential amount exists currently. The distribution of such remaining assets will be on the basis of number of Equity Shares held and the amount paid up on such shares.

- (i) The Figures disclosed above are based on the summary statement of assets and liabilities of the company  
The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss,
- (ii) Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

## Annexure 6: Restated Statement of Reserves and surplus

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>A. Securities premium account</b>				
Balance at the beginning of the period / year	336.76	145.36	-	-
Add : On shares issued	-	379.80	145.36	-
Less : Issue of Bonus Shares		188.40	-	-
<b>Balance at the end of the period/year</b>	<b>336.76</b>	<b>336.76</b>	<b>145.36</b>	<b>-</b>
<b>B. Surplus in the Restated Summary Statement of Profit and Loss</b>				
Balance at the beginning of the period/year	323.02	58.58	(5.69)	5.74
Add / Less :-Prior Period Expense/ Income	-	-	-	-
Less : Issue of Bonus Shares	(287.24)	-	-	-
Add : Transferred from the Restated Summary Statement of Profit and Loss	225.55	264.43	64.28	(11.43)
<b>Balance at the end of the period/year</b>	<b>261.33</b>	<b>323.02</b>	<b>58.58</b>	<b>(5.69)</b>
<b>Total (A+B)</b>	<b>598.09</b>	<b>659.78</b>	<b>203.94</b>	<b>(5.69)</b>

**Note:**

- 1 The Figures disclosed above are based on the summary statement of assets and liabilities of the company
- 2 The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

## Annexure 7: Restated Statement of Long- term / Short-term borrowings

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024		Year Ended 31st March, 2024		Year Ended 31st March, 2023		Year Ended 31st March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
<b>Secured</b>								
<b>(a) Loans from Banks</b>	140.00	725.00	-	-	-	-	-	-
Bank OD BOI Account		725.00	-	-	-	-	-	-
BOI - Term Loan	140.00	-	-	-	-	-	-	-
<b>(b) Commercial Vehicle Loan</b>	26.30	-	-	-	-	-	-	-
Car Loan BOI	26.30	-	-	-	-	-	-	-
<b>(c) Current Maturity</b>	(32.97)	32.97	-	-	-	-	-	-
	<b>133.33</b>	<b>757.97</b>	-	-	-	-	-	-
<b>Unsecured</b>								
<b>(d) Loans from , Directors, Members, Related Parties, &amp; Inter Corporate Deposit</b>								
From Directors, Members, & Related Parties	-	-	-	-	-	39.47	345.29	-
From Relatives	-	-	-	-	-	-	-	-
Inter Corporate Deposits	-	-	-	-	-	-	-	-
From Members	-	-	-	-	-	-	-	-
	-	-	-	-	-	<b>39.47</b>	<b>345.29</b>	-
	<b>133.33</b>	<b>757.97</b>	-	-	-	<b>39.47</b>	<b>345.29</b>	-

**Annexure 7.1: Restated Statement of Details regarding Loan From Bank (Secured and Unsecured)**

Long Term Borrowings (secured)								
SNo.	Lender	Nature of Facility	Sanction Limit	Outstanding as on 31st August, 2024	Rate of Interest/Margin	Repayment Term	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Bank of India	Term Loan	150.00	140.00	9.10 % p.a.	Repayable in 60 Monthly Installments	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan	1. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan
2	Bank of India	Vehicle Loan	27.00	26.30	8.95% p.a.	Repayable in 84 Monthly Installments	Hypothecation of New Car purchase Mahindra XUV 700 AX-7-L-AT-DSL 7 STR	-

**Short Term Borrowing (Secured and Unsecured)**

Sr No.	Lender	Nature of Facility	Sanction Limit	Outstanding as on 31st August, 2024	Rate of Interest/Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Bank of India	Cash Credit-Working Capital requirement	750.00	725.00	9.10 % p.a.	On demand and Subject to Annual Renewal	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan	1. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan

**Annexure 8: Deferred Tax Assets/Liabilities**

(Amount in Lakhs)

Particulars	Period Ended 31st August,2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
<b>Deffered Tax Assets &amp; Liabilities Provision</b>								
WDV As Per Companies Act 2013		606.98		564.20		38.67		52.26
WDV As Per Income Tax Act		623.16		582.34		54.77		60.90
<b>Difference in WDV</b>		<b>(16.18)</b>		<b>(18.14)</b>		<b>(16.10)</b>		<b>(8.64)</b>
Gratuity Provision		(1.20)		(1.00)		-		-
Unabsorbed Depreciation & Business Loss		-		-		-		-
Adjustment on account of Section 28 to 44 DA								
Income tax Act, 1961								
<b>Total Timming Differece</b>		<b>(17.38)</b>		<b>(19.14)</b>		<b>(16.10)</b>		<b>(8.64)</b>
Tax Rate as per Income Tax		25.17%		25.17%		25.17%		25.17%
(DTA) / DTL		(4.38)		(4.82)		(4.05)		(2.18)
<b>Deffered Tax Assets &amp; Liabilities Summary</b>								
<b>Opening Balance of (DTA) / DTL</b>		(4.82)		(4.05)		(2.18)		-
Add: Provision for the Year		0.44		(0.76)		(1.88)		(2.18)
<b>Closing Balance of (DTA) / DTL</b>		<b>(4.38)</b>		<b>(4.82)</b>		<b>(4.05)</b>		<b>(2.18)</b>

**Note:**

In accordance with accounting standard 22, Accounting for taxes on income, issued by the institute of Chartered Accountant of India, the Deferred Tax Laibilities (net of Assets) is provided in the books of account as at the end of the year/ (period)

**Annexure 9: Restated Statement of Provisions**

(Amount in Lakhs)

Particulars	Period Ended 31st August,2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
	<b>Provision for employee benefits:</b>							
Provision for Gratuity & leave encashment	1.20	-	1.00	-	-	-	-	-
Provision for Labour charges	-	-	-	-	-	6.13	-	-
Provision for Audit Fees	-	-	-	-	-	0.12	-	-
Provision for Professional fees	-	-	-	45.00	-	0.25	-	-
Provision for office expense	-	-	-	-	-	1.22	-	-
Provision for Packing Expense	-	-	-	-	-	3.06	-	-
Provision for Duties and taxes	-	-	-	-	-	-	-	-
Provision For Income Tax	-	167.94	-	113.38	-	23.50	-	-
	<b>1.20</b>	<b>167.94</b>	<b>1.00</b>	<b>158.38</b>	-	<b>34.27</b>	-	-

**Note:**

1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

2 The above statement sholud be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.



VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)

Annexure 9.1: Restated Statement of Provisions

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Projected Benefit Obligation	1.21	1.00	-	-
Funding Status	Non -Funded	Non -Funded	Non -Funded	Non -Funded
Fund Balance	-	-	-	-
Current Liability	0.00	0.02	-	-
Non Current Liability	1.20	0.98	-	-

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Demographic Assumption:</b>				
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.	Indian Assured Lives Mortality (2012-14) Ult.
Retirement Age	60	60		
Attrition Rate	5% to 1%	5% to 1%		
<b>Financial Assumption:</b>				
Salary Escalation Rate	7.00%	7.00%	--	--
Discount Rate	7.00%	7.25%	--	--

Expenses Recognized in the Statement of Profit or Loss for Current Period

Current Service Cost	0.52	1.00	-	-
Net Interest Cost	0.03	-	-	-
Actuarial (Gains)/Losses	-	0.34	-	-
Past Service Cost	-	-	-	-
(Expected Contributions by the Employees)	-	-	-	-
(Gains)/Losses on Curtailments And Settlements	-	-	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-	-	-
Change in Asset Ceiling	-	-	-	-
Expenses Recognized in the Statement of Profit or Loss	0.20	1.00	-	-

Annexure 10: Restated Statement of Trade payables

(Amount in Lakhs)

Particulars	As at 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Dues of micro and small enterprises (refer note below)	-	-	-	-
Dues to others	89.62	-	-	78.22
	<b>89.62</b>	-	-	<b>78.22</b>

Annexure 10.1: Trade payables ageing schedule

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Disputed Dues</b>	-	-	-	-
<b>Undisputed Dues</b>				
<b>(a) Micro, Small &amp; Medium Enterprise</b>				
Less than 1 year	-	-	-	-
1 to 2 years	-	-	-	-
2 to 3 years	-	-	-	-
More than 3 Years	-	-	-	-
<b>(b) Other</b>				
Less than 1 year	89.62	-	-	78.22
1 to 2 years	-	-	-	-
2 to 3 years	-	-	-	-
More than 3 Years	-	-	-	-

Note: Micro and Small Enterprises

1 The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act') and hence disclosures regarding the following have not been made:

- Amount due and outstanding to MSME suppliers as at the end of the accounting period / year.
- Interest paid during the period / year to MSME.
- Interest payable at the end of the accounting period / year to MSME.
- Interest accrued and unpaid at the end of the accounting period / year to MSME.

Management believes that the figures for disclosures, if any, will not be significant.

VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)

Annexure 11: Restated Statement of Other Current Liabilities

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Other Current Liabilities</b>				
Expenses Payable	-	-	-	0.12
Salary Payable	3.12	-	-	-
Statutory Dues Payable	0.52	-	-	-
GST Payable	18.89	22.78	9.98	-
TDS Payable	4.89	7.36	-	1.22
TCS Payable	-	-	-	-
Provident Fund	-	-	-	-
Other Current Liabilities	-	0.98	-	-
Profession Tax	-	-	-	-
Creditor for Expense	10.65	-	17.06	-
Creditor for Capital Goods	4.02	68.20	-	-
Advance from Customers	0.53	6.20	155.61	-
	<b>42.62</b>	<b>105.52</b>	<b>182.65</b>	<b>1.34</b>

Notes:

- Advance received from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.
- The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)  
Annexure 12: Restated Statement of Property, Plant and Equipment

(Amount in Lakhs)

Gross block	Motor Car	Plant and Machinery	Vehicles	Computer, Laptops, Printers	Building	Land	Furniture & Fixtures	Office Equipment	Electric Fitting	Total
<b>Balance as at 31 March 2021</b>	-	-	-	-	-	-	74.15	0.56	0.56	75.26
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	-	-	-	-	-	-	74.15	0.56	0.56	75.26
Additions	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	-	-	-	-	-	-	74.15	0.56	0.56	75.26
Additions	-	2.13	-	1.78	41.07	491.03	-	0.25	0.29	536.55
Disposals	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	-	2.13	-	1.78	41.07	491.03	74.15	0.80	0.85	611.80
Additions	26.74	36.99	-	-	-	-	-	-	-	63.73
Disposals	-	6.73	-	-	-	-	-	-	-	6.73
<b>Balance as at 31st August 2024</b>	26.74	32.39	-	1.78	41.07	491.03	74.15	0.80	0.85	668.80
<b>Accumulated depreciation and amortisation</b>										
<b>Balance as at 31 March 2021</b>	-	-	-	-	-	-	3.52	0.03	0.03	3.58
Depreciation charge	-	-	-	-	-	-	19.01	0.23	0.18	19.42
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	-	-	-	-	-	-	22.53	0.26	0.21	23.00
Depreciation charge	-	-	-	-	-	-	13.36	0.13	0.09	13.59
Reversal on disposal of assets	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	-	-	-	-	-	-	35.90	0.39	0.30	36.59
Depreciation charge	-	0.11	-	0.76	0.05	-	9.88	0.13	0.09	11.02
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2024</b>	-	0.11	-	0.76	0.05	-	45.77	0.53	0.39	47.61
Depreciation charge	0.65	1.39	-	0.64	3.90	-	7.34	0.17	0.12	14.21
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31st August 2024</b>	0.65	1.50	-	1.40	3.95	-	53.11	0.69	0.51	61.82
<b>Net block</b>										
<b>Balance as at 31 March 2022</b>	-	-	-	-	-	-	51.62	0.30	0.35	52.26
<b>Balance as at 31 March 2023</b>	-	-	-	-	-	-	38.25	0.16	0.25	38.67
<b>Balance as at 31 March 2024</b>	-	2.02	-	1.02	41.02	491.03	28.38	0.27	0.46	564.20
<b>Balance as at 31st August 2024</b>	26.09	30.89	-	0.38	37.12	491.03	21.04	0.10	0.33	606.98
<b>Capital work in progress (Owned)</b>										
<b>Particulars</b>	<b>Total</b>									
<b>Balance as at 31 March 2021</b>	-									
Additions	-									
Disposals	-									
<b>Balance as at 31 March 2022</b>	-									
Additions	-									
Disposals	-									
<b>Balance as at 31 March 2023</b>	-									
Additions	-									
Disposals	-									
<b>Balance as at 31 March 2024</b>	-									
Additions	140.27									
Disposals	-									
<b>Balance as at 31st August 2024</b>	140.27									
<b>13.1 Capital Work-in-progress</b>										
<b>As on 31 March 2022</b>										
<b>Particulars</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>						
<b>Project in progress</b>	-	-	-	-						
<b>Projects temporarily suspended</b>	-	-	-	-						

<b>As on 31 March 2023</b>				
<b>Particulars</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>Project in progress</b>	-	-	-	-
<b>Projects temporarily suspended</b>	-	-	-	-

<b>As on 31 March 2024</b>				
<b>Particulars</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>Project in progress</b>	-	-	-	-
<b>Projects temporarily suspended</b>	-	-	-	-

<b>As on 31 August 2024</b>				
<b>Particulars</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
<b>Project in progress</b>	<b>140.27</b>	-	-	<b>140.27</b>
<b>Projects temporarily suspended</b>	-	-	-	-

1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

## Annexure 13: Restated Statement of Loans and advances

(Amount in Lakhs)

Particulars	Period Ended 31st August,2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Unsecured, considered good unless stated otherwise	-	-	-	-	-	-	-	-
<b>Advances</b>	-	-	-	-	-	-	-	-
Advance to Employees/director	-	-	-	-	-	53.35	-	-
Advance to Creditors	-	313.94	-	-	-	69.61	-	-
Advance to Others	-	-	-	-	-	-	-	246.46
	-	<b>313.94</b>	-	-	-	<b>122.96</b>	-	<b>246.46</b>

**Note :-**

- 1 Advance given to suppliers have been taken as certified by the management of the company.
- 2 No Securitites have been taken by the company against advances given to suppliers.
- 3 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- 4 The above statement sholud be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

## Annexure 14 : Other Current Assets

(Amount in Lakhs)

Particulars	Period Ended 31st August,2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Income Tax / TDS Receivable	-	13.65	-	10.33	-	1.21	-	16.40
Prepaid Expenses	-	0.37	-	-	-	-	-	-
Balance with revenue authorities	-	11.16	-	-	-	-	-	-
<b>Deposits</b>	-	-	-	-	-	-	-	-
Rent Deposits	0.15	-	0.15	-	0.15	-	0.15	-
	<b>0.15</b>	<b>25.18</b>	<b>0.15</b>	<b>10.33</b>	<b>0.15</b>	<b>1.21</b>	<b>0.15</b>	<b>16.40</b>

**Note :-**

- 1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- 2 The above statement sholud be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

## Annexure 15: Restated Statement of Inventories

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Finished Goods	467.03	152.11	-	-
Stock in trade	-	-	180.20	25.36
Raw Materials & Packing Material	678.02	341.04	-	-
	<b>1,145.05</b>	<b>493.15</b>	<b>180.20</b>	<b>25.36</b>

## Annexure 16: Restated Statement of Trade Receivables

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Undisputed -Considered Good</b>				
<b>1. From Directors/ Promoters / Promotor Group / Associates / Relative of Directors / Group Companies</b>				
Over Six Months	-	-	-	-
Others	-	-	-	-
	-	-	-	-
<b>2. From Others</b>				
Less than Six Months	127.00	-	-	18.72
6 Months to 1 Year	-	40.47	-	50.18
1 Year to 2 Years	-	-	5.00	-
2 Years to 3 Years	-	-	-	-
More Than 3 Years	-	-	-	-
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed – credit impaired	-	-	-	-
(iv) Disputed – considered good	-	-	-	-
(v) Disputed – considered doubtful	-	-	-	-
(vi) Disputed– credit impaired	-	-	-	-
	<b>127.00</b>	<b>40.47</b>	<b>5.00</b>	<b>68.90</b>

## Note :-

- As per the view of the Management of the Company there is no doubtful debts and hence provision for doubtful debts have not been made.
- Trade Receivables as on 31st August, 2024 has been taken as certified by the Management of the Company.
- The figures disclosed above are based on the restated summary statement of assets & liabilities of company.  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

## Annexure 17: Restated Statement of Cash and Cash Equivalent

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Cash and cash equivalents</b>				
Cash on hand	2.17	89.86	1.86	6.49
<b>Balances with Banks</b>				
In Current Accounts	0.15	8.94	119.87	1.96
In Fixed Deposit	-	-	-	-
	<b>2.32</b>	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>

## Note :-

- The figures disclosed above are based on the restated summary statement of assets & liabilities of company.  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 18: Restated Statement of Revenue from operations****(Amount in Lakhs)**

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Revenue from operations</b>				
Net Sales of Goods	4,683.90	4,752.54	1,016.26	23.13
Net Sales of Services	-	120.50	143.08	124.42
Other Operative Revenue	-	-	-	-
	<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>147.55</b>

**Annexure 18.1: Productwise Revenue Bifurcation****(₹ in lakhs)**

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Sale of Products</b>				
Castor Oil	4,256.30	3,063.63	-	-
Castor Cake	420.52	382.67	-	-
Agricultural commodities	-	1,012.99	1,016.26	-
Others	7.09	293.26	-	23.13
<b>Sale of Services</b>				
Commission Income	-	120.50	120.23	124.42
Work Contract Income	-	-	22.85	-
<b>Total</b>	<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>147.55</b>

**Annexure 18.2: Geographywise Revenue Bifurcation**

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Statewise bifurcation</b>				
Andhra Pradesh	65.67	-	-	-
Bihar	119.81	-	-	-
Gujarat	4,200.09	4,270.35	1,084.36	119.08
Delhi	57.15	384.34	-	-
Maharashtra	-	78.83	40.50	28.47
Telegana	6.57	126.23	-	-
Haryana	211.60	-	-	-
Rajasthan	23.02	13.30	-	-
Assam	-	-	34.50	-
<b>Revenue From Operations</b>	<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>147.55</b>

**Annexure 18.3: Manufacturing and Trading Revenue Bifurcation**

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Details of Sales of Products - Trading</b>	-	1,012.99	1,016.26	-
<b>Details of Sales of Products - Manufacturing</b>	4,683.90	3,739.56	-	23.13
<b>Details of Service Income</b>	-	120.50	143.08	124.42
<b>Total</b>	<b>4,683.90</b>	<b>4,873.04</b>	<b>1,159.35</b>	<b>147.55</b>

1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss,

2 restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 19: Restated Statement of Other Income****(Amount in Lakhs)**

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Other Non Operating Income</b>				
Interest Income	-	-	-	13.27
Discount Income	-	-	-	0.31
	-	-	-	<b>13.58</b>

**Note:**

- 1 The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the current operations and business activities of the Company, as determined by the management.
- 2 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 20: Cost of Material Consumed**

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
Opening Stock	341.04	-	-	-
Add: Purchases	4,808.04	3,693.94	-	-
Less: Closing Stock	678.02	341.04	-	-
	<b>4,471.06</b>	<b>3,352.90</b>	-	-

**Annexure 20A: Purchase of Stock-In-Trade**

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
Purchase of Stock-In- Trade	-	791.50	900.38	-
	-	<b>791.50</b>	<b>900.38</b>	-

**Annexure 20B. Change In Inventory of Finished Goods, Stock In Trade and WIP**

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
<b>Finished Goods</b>				
Opening Stock	152.11	-	-	-
Less: Closing Stock	467.03	152.11	-	-
<b>Stock In Trade</b>				
Opening Stock	-	180.20	25.36	40.36
Less: Closing Stock	-	-	180.20	25.36
	<b>(314.92)</b>	<b>28.09</b>	<b>(154.84)</b>	<b>15.00</b>

- 1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 21: Restated Statement of Employee Benefits Expense**

(Amount in Lakhs)

Particulars	Period Ended 31st	Year Ended 31st	Year Ended 31st	Year Ended 31st
	August,2024	March, 2024	March, 2023	March, 2022
Director Remuneration	5.24	4.36	6.23	0.60
Salaries, wages and bonus	26.35	37.21	64.21	4.42
Contributions to Provident Fund and Other Fund	1.59	0.39	-	-
Gratuity and Leave Encashment / Reversal	0.20	1.00	-	-
Staff welfare expenses	3.38	-	-	-
	<b>36.76</b>	<b>42.96</b>	<b>70.44</b>	<b>5.02</b>

- 1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.



Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Interest expense:</b>				
Long Term loan Interest Expense	4.75	-	-	-
Short Term loan Interest Expense	18.03	-	-	-
Other Finance Cost	11.57	-	-	-
	<b>34.35</b>	-	-	-

- 1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .  
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss,
- 2 restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)**

**Annexure 23: Restated Statement of Other Expenses**

(Amount in Lakhs)

Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Manufacturing Exp</b>				
Biokhol Fuel Expense	16.66	6.92	-	-
Electricity Expenses	26.34	33.62	-	-
Lab Testing Expense	0.98	0.72	-	-
Machinery Operating Expense	8.18	8.72	-	-
Labour & Worker Expense	12.11	43.71	32.41	-
Oill Mill Maintenance Expense	5.94	11.54	-	-
Transport Expense	29.86	43.28	28.46	-
<b>Administrative, Selling and Other Expenses</b>				
Audit Fees	-	3.00	0.12	0.12
Brokerage & Commission	-	2.09	-	-
Commission expense	-	-	128.49	110.69
APMC Market Expense	0.28	-	-	-
Accounting charges	-	0.42	0.25	0.24
Bank Charges	0.55	0.03	-	0.05
Conveyance expense	-	3.96	-	-
GST Expense	5.20	-	-	-
Office Expenses	0.65	6.73	8.51	0.26
Insuarance Expense	2.08	2.28	-	-
IPO Processing Charges	5.00	50.58	-	-
Printing & Stationery	0.12	1.08	0.14	0.07
Legal ROC Expenses	6.31	2.20	-	-
Rent	5.90	54.48	8.68	23.87
Miscellenous Expense	0.85	1.40	0.01	-
Packing Expense	3.70	10.01	36.81	-
Refreshment charges	-	1.70	-	-
Legal Consultancy Charges	1.05	-	-	-
Stamp & Mortgage Charges	8.09	4.06	-	-
TDS Expense	1.14	0.49	-	-
<b>Total</b>	<b>141.01</b>	<b>293.02</b>	<b>243.88</b>	<b>135.30</b>
<b>Grand Total</b>	<b>141.01</b>	<b>293.02</b>	<b>243.88</b>	<b>135.30</b>

1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .

The above statement sholud be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss,

2 restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

## Annexure 24: Restated Statement of Accounting and Other Ratios

(Amount in Lakhs)

Sr. no.	Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A	Net worth, as restated (₹)	1,172.57	947.02	217.58	(4.69)
B	Profit after tax, as restated (₹)	225.55	264.43	64.28	(11.43)
<b>Weighted average number of equity shares outstanding during the period/ year</b>					
C	For Basic/Diluted earnings per share (Prior to Bonus Issue)	57,44,800	28,72,400	1,36,400	10,000
D	For Basic/Diluted earnings per share (Post Bonus Issue)	57,44,800	56,96,815	48,78,251	47,66,400
<b>Earnings per share</b>					
E	Basic/Diluted earnings per share prior to bonus issue (₹) (B/C)	3.93	9.21	47.12	-114.35
F	Adjusted Diluted earnings per share after bonus issue (₹) (B/D)	3.93	4.64	1.32	-0.24
G	<b>Return on Net Worth (%) (B/A*100)</b>	<b>19.24%</b>	<b>27.92%</b>	<b>29.54%</b>	<b>243.57%</b>
H	Number of shares outstanding at the end of the period/ year	57,44,800	28,72,400	1,36,400	10,000
I	Number of shares outstanding at the end of the period/ year after Bonus Issue	57,44,800	56,96,815	48,78,251	47,66,400
J	<b>Net asset value per equity share of ₹ 10 each(A/H)</b>	<b>20.41</b>	<b>32.97</b>	<b>159.52</b>	<b>(46.95)</b>
K	<b>Net asset value per equity share of ₹ 10 each after Bouns Issue (A/I)</b>	<b>20.41</b>	<b>16.62</b>	<b>4.46</b>	<b>(0.10)</b>
L	Face value of equity shares (₹)	10.00	10.00	10.00	10.00
M	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	<b>349.98</b>	<b>364.56</b>	<b>99.49</b>	<b>(7.77)</b>

## Notes :-

1) The ratios have been computed in the following manner :

a) Basic and Diluted earnings per share (₹)

Restated Profit after tax attributable to equity shareholders

Weighted average number of equity shares outstanding during the period/year

b) Return on net worth (%) =

Restated Profit after tax

Restated Net worth as at period/ year end

c) Net asset value per share (₹)

Restated Net Worth as at period/ year end

Total number of equity shares as at period/ year end

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).

5) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

6) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) = Profit before Tax + Finance Cost + Depreciation - Other Income

## Annexure 25: Statement of Tax Shelter

(Amount in Lakhs)

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Profit before tax, as restated (A)</b>	301.41	353.54	85.90	(13.61)
Tax rate (%) (B)	25.17%	25.17%	25.17%	25.17%
<b>Tax expense at nominal rate [C= (A*B)]</b>	<b>75.86</b>	<b>88.98</b>	<b>21.62</b>	<b>(3.43)</b>
<b>Adjustments</b>				
<b>Permanent differences</b>	-	-	-	-
Other Expenses				
Adjustment on account of Section 36 & 37 under Income tax Act, 1961	-	-	-	-
Bad debts Written off				
Other Head of Income	-	-	-	-
Addition under section 28 to 44DA	-	-	-	-
<b>Total permanent differences (D)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing differences</b>				
Depreciation difference as per books and as per tax	(1.96)	2.58	7.46	12.60
Gratuity Exp (Prior Period)	-	-	-	-
Provision for gratuity	0.20	1.00	-	-
<b>Total timing differences (E)</b>	<b>(1.76)</b>	<b>3.58</b>	<b>7.46</b>	<b>12.63</b>
<b>Deduction under Chapter VI-A (F)</b>				
<b>Income Chargable under the Head "Business and Profession"</b>	<b>299.65</b>	<b>357.13</b>	<b>93.36</b>	<b>(0.98)</b>
<b>Income From House Property</b>	-	-	-	-
<b>Standard Deduction @30%</b>	-	-	-	-
<b>Income Chargable under the Head "House Property"</b>	-	-	-	-
<b>Income from Long term Capital Gain</b>	-	-	-	-
<b>Income from Short term Capital Gain</b>	-	-	-	-
<b>Income Chargable under the Head "Capital Gain"</b>	-	-	-	-
<b>Total Income</b>	<b>299.65</b>	<b>357.13</b>	<b>93.36</b>	<b>(0.98)</b>
<b>Income Taxable @22%</b>	65.92	78.57	20.54	-
<b>Long term Capital Gain Taxable @10%</b>	-	-	-	-
<b>Short term Capital Gain Taxable @15%</b>	-	-	-	-
<b>Tax on Total income</b>	<b>65.92</b>	<b>78.57</b>	<b>20.54</b>	-
<b>Add: Surcharge @ 10%</b>	6.59	7.86	2.05	-
<b>Tax with Surcharge</b>	<b>72.52</b>	<b>86.43</b>	<b>22.59</b>	-
<b>Add: Cess @ 4%</b>	2.90	3.46	0.90	-
<b>Tax with Surcharge and Cess</b>	<b>75.42</b>	<b>89.88</b>	<b>23.50</b>	-

**Notes:**

- The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 ( as amended).
- The permanent/timing differences for the years 31 March 2021,2022 and 2023 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
- Figures for the Period ended 31st August, 2024 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income will be filed for the assessment year 2025-2026 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2025-2026
- Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
- The above statement should be read with the Statement of Notes to the Financial Information of the Company.

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)**

**Annexure 26: Restated Statement of Capitalisation**

**(Amount in Lakhs)**

<b>Particulars</b>	<b>Pre Issue</b>	<b>Post Issue</b>
<b>Borrowings</b>		
Short- term	725.00	[-]
Long- term (including current maturities) (A)	166.30	[-]
<b>Total Borrowings (B)</b>	<b>891.30</b>	<b>[-]</b>
<b>Shareholders' funds</b>		
Share capital	574.48	[-]
Reserves and surplus	598.09	[-]
<b>Total Shareholders' funds (C)</b>	<b>1,172.57</b>	<b>[-]</b>
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.14</b>	<b>[-]</b>
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.76</b>	<b>[-]</b>

\* equity= total shareholders' funds

**Notes:**

- 1 Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short term borrowing).
- 2 The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
- 3 The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)****Annexure 27: Related Party Transaction**

Disclosure of transactions with Related Parties, as required by AS 18 “Related Party Disclosures” has been set out below. Related parties as defined under AS 18 have been identified on the basis of representations made by the management and information available with the Company.

Details of related party transactions during the Period ended 31st August, 2024 and Year ended 31st March 2024, 31st March 2023 and 31st March 2022 and balances outstanding as at 31st August 2024, 31st March 2023, 31st March 2023 and 31st March 2022.

Sr No.	Names of related parties	Designation
1	Kalpeshkumar Thakkar	Promoter & Executive Director
2	Rakeshkumar Patel	Promoter, Chairman & Non Executive Director
3	Jitendra Patel	Promoter & Managing Director
4	Kalpeshkumar HUF	Promoter
5	Jyotsana Jitendra Patel	Promoter
6	Manish Bachani	Independent Director
7	Simoli Raval	Independent Director
8	Aayushi Bhatia	Company secretary
9	Vishwajit kashela	Chief Financial Officer
10	Manisha Thakkar	Promoter Group
11	Kalpeshkumar Thakkar HUF	Promoter Group
12	Jayendra B. Thakkar	Promoter Group
13	K T Associates	Promoter Group

**Details of related party transactions****(Amount Rs.Lakhs)**

Sr No.	Particulars	Transaction For Period Ended On 31-08-2024	Transaction For Period Ended On 31-03-2024	Transaction For Period Ended On 31-03-23	Transaction For Period Ended On 31-03-22
<b>1</b>	<b>Remuneration/Salary</b>				
	Kalpeshkumar Thakkar	-	3.00	3.11	0.12
	Rakeshkumar Patel	-	3.83	2.83	-
	Jitendra Patel	5.00	3.00	-	-
	Manisha Thakkar	-	-	-	0.48
	Aayushi Bhatia	0.60	0.15	-	-
	Vishwajit kashela	2.00	2.80	-	-
<b>2</b>	<b>Unsecured Loan Taken</b>				
	Kalpeshkumar Thakkar	-	-	11.02	136.43
	Jayendra Thakkar	-	-	-	90.66
	Jitendra Patel	4.50	-	-	-
<b>3</b>	<b>Unsecured Loan Repaid</b>				
	Manisha Thakkar	-	-	-	-
	Kalpeshkumar Thakkar	-	39.47	107.98	-
	Jayendra Thakkar	-	-	90.66	-
	Jitendra Patel	4.50	-	-	-
		-	-	-	-

<b>4</b>	<b>Loan &amp; advances Given</b>				
	Kalpeshkumar Thakkar HUF	-	4.00	8.50	-
	Jitendra Patel	-	7.30	-	-
	Kalpeshkumar Thakkar	1.50	-	-	-
	KT Associate	-	3.71	-	-
<b>5</b>	<b>Loan &amp; advances Taken Back (Repayment)</b>				
	Jitendra Patel	-	7.30	-	-
	Kalpeshkumar Thakkar HUF	-	12.50	-	-
	Kalpeshkumar Thakkar	1.50	-	-	-
<b>6</b>	<b>Labour Charges</b>	-	-	-	-
<b>7</b>	<b>Other Expenses</b>				
	Jyotsna Jitendra Patel-Rent Exps.	0.90	2.16	2.16	-
<b>8</b>	<b>Professional Fees</b>	-	-	-	-
<b>9</b>	<b>Rental Income</b>	-	-	-	-
<b>10</b>	<b>Advance to Suppliers</b>	-	-	-	-
<b>11</b>	<b>Purchase</b>	-	-	-	-
<b>12</b>	<b>Purchase (Capital Goods)</b>	-	-	-	-
<b>13</b>	<b>Sales</b>				
	K T Associates	-	-	-	27.29
<b>14</b>	<b>Sale (Capital Goods)</b>	-	-	-	-
<b>15</b>	<b>Deposite Received (Repaid)</b>	-	-	-	-
<b>16</b>	<b>Sitting Fees</b>				
	Manish Bachani	-	0.18	-	-
	Simoli Raval	0.24	-	-	-
<b>17</b>	<b>Reimbursement</b>				



**Details of Balance Outstanding At The End Of Period**

<b>Sr No.</b>	<b>Particulars</b>	<b>Transaction For Period Ended On 31-08-2024</b>	<b>Transaction For Period Ended On 31-03-2024</b>	<b>Transaction For Period Ended On 31-03-23</b>	<b>Transaction For Period Ended On 31- 03-22</b>
<b>1</b>	<b>Unsecured Loan</b>				
	Kalpeshkumar Thakkar	-	-	39.47	136.43
	Kalpeshkumar Thakkar HUF	-	-	(8.50)	-
	Manisha Thakkar	-	-	-	4.14
	Jayendra Thakkar	-	-	-	90.66
<b>2</b>	<b>Trade Receivables</b>	-	-	-	-
<b>3</b>	<b>Salaries/Director Remmuration Payable</b>				
	Kalpeshkumar Thakkar	-	-	3.01	-
	Rakeshkumar Patel	-	-	2.83	-
	Vishwajit kashela	0.40			
<b>4</b>	<b>Trade payables</b>	-	-	-	-
<b>5</b>	<b>Reimbursement Payable</b>				
<b>5</b>	<b>Rent Payable</b>	-	-	-	-
	Jyotsna Jitendra Patel-Rent Exps.	-	-	0.18	-

**VANDAN FOODS LIMITED (Formerly known as VANDAN FOODS PRIVATE LTD)**

**Annexure 28: Additional Notes**

- A) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease reements are duly executed in favour of the lessee) are held in the name of the Company.
- B) The Company does not have any investment property.
- C) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.
- D) There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on 31st August 2024:
- (i) repayable on demand; or,
  - (ii) without specifying any terms or period of repayment.
- E) The company is not declared willful defaulter by any bank or financial institution or other lender.
- F) The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- G) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- H) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- I) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- J) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.
- K) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- L) The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are not applicable to the Company yet.

Sr No.	Particulars	Period Ended 31st August,2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022	% Change	% Change
			1	2	3	(1-2)/(2)	(2-3)/(3)
1	<b>Current Ratio (in times)</b>						
	Current Assets	1,613.49	642.75	431.10	365.57		
	Current Liabilities	1,058.16	263.90	256.39	79.56		
	<b>Current Ratio</b>	<b>1.52</b>	<b>2.44</b>	<b>1.68</b>	<b>4.59</b>	<b>44.85%</b>	<b>-63.41%</b>
2	<b>Debt-Equity Ratio (in times)</b>						
	Total Debts	891.30	-	39.47	345.29		
	Share Holder's Equity + RS	1,172.57	947.02	217.58	(4.69)		
	<b>Debt-Equity Ratio</b>	<b>0.76</b>	<b>-</b>	<b>0.18</b>	<b>73.55</b>	<b>-100.00%</b>	<b>-100.25%</b>
3	<b>Debt Service Coverage Ratio (in times)</b>						
	Earning available for debt service	349.98	364.56	99.49	5.81		
	Interest + Installment	45.04	-	-	-		
	<b>Debt Service Coverage Ratio</b>	<b>7.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
4	<b>Return on Equity Ratio (in %)</b>						
	Net After Tax profit	225.55	264.43	64.28	(11.43)		
	Average Share Holder's Equity	1,059.80	582.30	106.44	1.02		
	<b>Return on Equity Ratio</b>	<b>21.28%</b>	<b>45.41%</b>	<b>60.39%</b>	<b>-1116.78%</b>	<b>-24.80%</b>	<b>-105.41%</b>
5	<b>Inventory Turnover Ratio (in times)</b>						
	Cost of Goods Sold	4,156.14	4,172.50	745.54	15.00		
	Average Inventory	819.10	336.68	102.78	32.86		
	<b>Inventory turnover ratio</b>	<b>5.07</b>	<b>12.39</b>	<b>7.25</b>	<b>0.46</b>	<b>70.85%</b>	<b>1488.93%</b>
6	<b>Trade Receivables Turnover Ratio (in times)</b>						
	Net Credit Sales	4,683.90	4,873.04	1,159.35	147.55		
	Average Receivable	83.74	22.74	36.95	42.80		
	<b>Trade Receivables Turnover Ratio</b>	<b>55.94</b>	<b>214.34</b>	<b>31.38</b>	<b>3.45</b>	<b>583.13%</b>	<b>810.02%</b>
7	<b>Trade Payables Turnover Ratio (In Times)</b>						
	Credit Purchase	4,808.04	4,485.45	900.38	-		
	Average Payable	44.81	-	39.11	63.66		
	<b>Trade Payables Turnover Ratio</b>	<b>107.29</b>	<b>-</b>	<b>23.02</b>	<b>-</b>	<b>-100.00%</b>	<b>100.00%</b>
8	<b>Net Capital Turnover Ratio (In Times)</b>						
	Revenue from Operations	4,683.90	4,873.04	1,159.35	147.55		
	Net Working Capital	555.33	378.85	174.71	286.01		
	<b>Net capital turnover ratio</b>	<b>8.43</b>	<b>12.86</b>	<b>6.64</b>	<b>0.52</b>	<b>93.84%</b>	<b>1186.30%</b>
9	<b>Net Profit ratio (in %)</b>						
	Net Profit	225.55	264.43	64.28	(11.43)		
	Sales	4,683.90	4,873.04	1,159.35	147.55		
	<b>Net Profit ratio</b>	<b>4.82%</b>	<b>5.43%</b>	<b>5.54%</b>	<b>-7.75%</b>	<b>-2.13%</b>	<b>-171.54%</b>
10	<b>Return on Capital employed (in %)</b>						
	Earning Before Interest and Taxes	335.76	353.54	85.90	(13.61)		
	Capital Employed	2,063.87	947.02	257.05	340.60		
	<b>Return on Capital employed</b>	<b>16.27%</b>	<b>37.33%</b>	<b>33.42%</b>	<b>-4.00%</b>	<b>11.72%</b>	<b>-936.24%</b>
11	<b>Return on investment. (in %)</b>						
	Return	NA	NA	NA	NA		
	Investments	NA	NA	NA	NA		
	<b>Return on investment</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>

Note: Reason for the ratios are not disclosed wrt comparative between FY 24-25 & Upto 31.08.2024 as data provided of previous year is year on year basis and Current Period Data provided is of five months.

\* Reason for variance More than 25 %

**1 Current ratio**

FY -2023-24 : Current ratio has increased due to higher level of inventory.

FY -2022-23 : Improvement in current ratio due to reduction in shortterm loans and advances.

**2 Debt-Equity Ratio (in times)**

FY -2023-24 : Ratio is nullified with no debt outstanding

FY -2022-23 : Improvement in ratio due to profits during the period.

**4 Return on Equity Ratio (in %)**

FY -2022-23 : Improvement in ratio due to profits during the period.

**5 Inventory Turnover Ratio (in times)**

FY -2023-24 : Due to Increase in the raw material purchase, inventory turnover ratio increased to 12.39 times.

FY -2022-23 : Due to Increase in the raw material purchase, inventory turnover ratio increased to 8.50 times.

**6 Trade Receivables Turnover Ratio (in times)**

FY -2023-24 : Due to Increase in the Sales, Trade receivables turnover ratio increased to 214.34 times.

FY -2022-23 : Due to Increase in the Sales, Trade receivables turnover ratio increased to 31.38 times.

**7 Trade Payables Turnover Ratio (In Times)**

FY -2023-24 : Due to decrease in the trade payables, Trade payable turnover ratio decreased to 0 times.

FY -2022-23 : Due to increase in credit purchases, Trade payable turnover ratio increased to 26.31 times.

**8 Net Capital Turnover Ratio (In Times)**

FY -2023-24 : Due to increase in sales, Net capital turnover ratio increased to 12.86 times.

FY -2022-23 : Due to increase in sales, Net capital turnover ratio increased to 6.64 times.

**9 Net Profit ratio**

FY -2022-23 : During the FY 2022-23, Profit has increased as compared to FY 2021-22. Due to this, Net profit ratio increased to 5.54 %.

**10 Return on Capital employed (in %)**

FY -2022-23 : During the FY 2022-23, Profit has increased as compared to FY 2021-22. Due to this, Return on Capital Employed increased to 33.42%.



## OTHER FINANCIAL INFORMATION

(Amount ₹ in lakhs except per share data or unless otherwise stated)

Particulars	For the year ended August 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated Profit after Tax as per Profit & Loss Statement (A)	225.55	264.43	64.28	(11.43)
Tax Expense (B)	75.86	89.12	21.62	(2.18)
Depreciation and amortization expense (C)	14.21	11.02	13.59	19.42
Interest Cost (D)	34.35	-	-	-
Number of Equity Shares outstanding at the end of the Year (E)	57,44,800	28,72,400	1,36,400	10,000
Weighted Average Number of Equity Shares at the end of the Year (Post Bonus after restated period with retrospective effect) (F)	57,44,800	56,96,815	48,78,251	47,66,400
Nominal Value per Equity share (₹) (G)	10	10	10	10
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H)	1,172.57	947.02	217.58	(4.69)
Current Assets (I)	1,613.49	642.75	431.10	365.57
Current Liabilities (J)	1,058.16	263.90	256.39	79.56
<b>Earnings Per Share - Basic &amp; Diluted<sup>1</sup> (A/E)</b>	<b>3.93</b>	<b>9.21</b>	<b>47.12</b>	<b>(114.35)</b>
<b>Basic &amp; Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/F)</b>	<b>3.93</b>	<b>4.64</b>	<b>1.32</b>	<b>(0.24)</b>
<b>Return on Net Worth (%)</b>	19.24%	27.92%	29.54%	243.57%
<b>Net Asset Value Per Share (H/E)</b>	20.41	32.97	159.52	(46.95)
<b>Net Asset Value per Equity share as Restated after considering Bonus &amp; Split Impact with retrospective effect (H/F)</b>	20.41	16.62	4.46	(0.10)
<b>Current Ratio</b>	1.52	2.44	1.68	4.59
<b>Earnings before Interest, Tax and Depreciation and Amortization (EBITDA)</b>	349.98	364.56	99.49	(7.77)

**Notes:**

The ratios have been computed in the following manner :

- |    |  |   |
|----|--|---|
| a) | Basic and Diluted earnings per share (₹) | $\frac{\text{Restated Profit after tax attributable to equity shareholders}}{\text{Weighted average number of equity shares outstanding during the period/year}}$ |
| b) | Return on net worth (%)                  | $\frac{\text{Restated Profit after tax}}{\text{Restated Net worth as at period/ year end}}$   |



- 
- c) Net asset value per share (₹)  $\frac{\text{Restated Net Worth as at period/ year end}}{\text{Total number of equity shares as at period/ year end}}$
- d) The figures disclosed above are based on the Restated Financial Information of the Company.
- e) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- f) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).
- g) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) = Profit before Tax + Finance Cost + Depreciation - Other Income

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## MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled “Risk Factors” beginning on page 22, 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.*

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated October 26, 2024 which is included in this Draft Prospectus under the section titled **“Restated Financial Information”** beginning on page 159 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under **“Risk Factors”** and **“Forward Looking Statements”** beginning on pages 22 and 13 respectively, and elsewhere in this Draft Prospectus. Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled **“Presentation of Financial, Industry and Market data”** beginning on page 12 of this Draft Prospectus.

### BUSINESS OVERVIEW

Our Company was originally incorporated as “Vandan Foods Private Limited” as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated December 15, 2015, issued by Assistant Registrar of Companies, Gujarat. Thereafter, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated September 11, 2023 and consequently, the name of our Company was changed from “Vandan Foods Private Limited” to “Vandan Foods Limited” and a fresh certificate of incorporation dated September 18, 2023 was issued to our Company by the Registrar of Companies, Ahmedabad. The Corporate Identification Number of our Company is U10402GJ2015PLC085394.

Our Company was originally incorporated by Mr. Vandan Dave and Mrs. Smruti Dave, being subscriber to Memorandum of Association. Subsequently, Mr. Kalpeshkumar Bhagavandas Thakkar and Kalpeshkumar Thakkar HUF acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2023, Mr. Rakeshkumar Rameshbhai Patel, Mr. Jitendra Rameshbhai Patel and Mrs. Jyotsana Jitendrabhai Patel acquired control over Company, by way of acquisition of Equity Shares of the Company in the financial year 2024.

Prior to financial year 2018, our Company was engaged in the catering business. However, from financial year 2018 till financial year 2023, our Company was engaged in the trading of agro commodities. Thereafter, from the financial year 2024 our current promoters have been actively managing the business of manufacturing of Castor Oil and its derivatives. We are currently operating on a B2B business model primarily focusing on Refined F.S.G. Castor Oil, Castor De Oil Cake.

Castor Oil, nonvolatile fatty oil obtained from the seeds of the castor bean, *Ricinus Communis*, of the spurge family (Euphorbiaceae). It is used in the production of synthetic resins, plastics, fibres, paints, varnishes and various chemicals including drying oils and plasticizers. Castor Oil is viscous, has a clear and colourless to amber or greenish appearance, a faint characteristic odour and a bland but slightly acrid taste, with a usually nauseating aftertaste. Castor Oil is obtained from castor beans either by pressing or by solvent extraction. In addition to the uses mentioned above, castor oil and its derivatives are used in cosmetics, hair oils, fungistatic (fungus-growth-inhibiting) compounds, embalming fluid, printing inks, soap, lubricants, greases and hydraulic fluids, dyeing aids and textile finishing materials. Due to its renewability and high versatility in addition to being the only commercial source of a hydroxylated fatty acid, castor oil has been used as a





vital raw material for the chemical industry. Castor oil has traditionally been used as a remedy for treating various skin conditions and infections, relieving constipation, and increasing the health of hair.

Being an ISO Certified Company, we endeavour to satisfy customers by continuous improvement through process innovation and quality maintenance. We focus on producing quality product to increase customer satisfaction and develop a positive brand image in the industry. We ensure that the castor seeds are sourced from reputable suppliers who adhere to quality standards. Regular testing for containments and quality metrics is essential. Our Management and team have enabled us to maintain continuing customer relations, by continuously improving the product quality and consistency, ensuring enhanced customer satisfaction and retention. We have outsourced testing of quality of raw material and finished products to laboratories and manufacturing the same strictly as per quality norms so as to provide the quality output to our customers at competitive prices. Our Company has marked its presence in domestic markets. We supply our products in states such as Gujarat, Haryana, Andhra Pradesh, Delhi, Bihar, Rajasthan and Telangana. Our Manufacturing facility is located at Survey No 2554/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat and Survey No 2537/2, Motap Dhinoj Road, Near Sitapur Village, Dhinoj Patan – 384 225, Gujarat.

Our Promoters Kalpeshkumar Bhagvandas Thakkar, Rakeshkumar Rameshbhai Patel, Jitendra Rameshbhai Patel and Jyotsana Jitendrabhai Patel are having experience in Castor Oil and Derivatives Business and with their innovative business ideas, indepth knowledge and excellent management skills, we have served our customers proficiently. Our promoters are actively involved in day-to-day operations and looks after Sales, Purchase, Plant Operations, Finance, as well as general administration for the company.

## FINANCIAL SNAPSHOT

The financial performance of the company for stub period and last three years as per restated financial Statement:

(Rs. In Lakhs)

Particulars	Stub Period*	For the year ended on March 31*		
	August 31, 2024	2024	2023	2022
Revenue from operations (Rs. in Lakhs)	4683.90	4873.04	1159.35	147.55
EBITDA (Rs. in Lakhs)	349.98	364.56	99.49	-7.77
EBIT (Rs. in Lakhs)	335.76	353.54	85.9	-13.61
<b>EBITDA margin (%)</b>	7.47%	7.48%	8.58%	-5.27%
<b>PAT (Rs. in Lakhs)</b>	225.55	264.43	64.28	(11.43)
<b>Net Profit margin (%)</b>	4.82%	5.43%	5.54%	-7.75%
Net worth (Rs. in Lakhs)	1,172.57	947.02	217.58	(4.69)
Return on capital employed (%)	16.27%	37.33%	33.42%	-4.00%
Return on equity (%)s	21.28%	45.41%	60.39%	-1116.78%
Debt to equity ratio (times)	0.76	-	0.18	(73.55)
Fixed Asset Turnover Ratio (times)	7.72	8.64	29.98	2.82

\*KPIs and metrics for the period are not annualized. As certified by our Statutory Auditor, M/s Piyush Kothari & Associates Chartered Accountants vide their certificate dated October 28, 2024.

Notes:

1. Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
2. EBITDA is calculated as restated profit / (loss) for the period / year, plus finance costs, total taxes, and depreciation and amortisation expense reduced by other income.
3. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
4. Profit After Tax Means Profit for the period/year as appearing in the Restated Financial Statements.
5. PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
6. Return on Equity (%) refers to restated profit after tax divided by Average Shareholders' Equity of our Company for the year/period. Restated profit after tax means restated profit / (loss) for the period/year as appearing in the Restated Financial Statements.
7. Return on Capital Employed is calculated as adjusted EBIT divided by Capital Employed which is defined as Shareholders' Equity plus Total Borrowing (Current and Non-Current).



8. Debt Equity ratio is calculated as total borrowings divided net worth available to the equity shareholders of the Company.
9. Fixed Asset Turnover Ratio is calculated as Revenue from operations divided Fixed assets of the company.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET:

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. August 31, 2024 as disclosed in this prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on BSE SME Platform of Bombay Stock Exchange of India Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on October 22, 2024 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on October 23, 2024 authorized the Initial Public Offer.

### FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Changes in consumer demand;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

### OUR SIGNIFICANT ACCOUNTING POLICIES:

For Significant accounting policies, please refer Significant Accounting Policies and Notes to accounts, "Annexure IV" beginning under Chapter titled "Restated Financial Information" beginning on page 159 of this Draft Prospectus.

### FINANCIAL PERFORMANCE FOR THE PERIOD ENDED ON August 31, 2024

	(₹ In Lakhs)	
INCOME FROM CONTINUING OPERATIONS	August 31, 2024	%
Revenue from operations	4,683.90	100
Other Income	0	0
<b>Total Revenue</b>	<b>4,683.90</b>	<b>100.00</b>
<b>Expenses</b>		
Cost of Material Consumed	4,471.06	95.46
Purchase of stock in trade	-	-
Changes in Inventories of finished goods, work in progress and stock -in-trade	(314.92)	-6.72
Employee benefits expense	36.76	0.78
Finance Costs	34.35	0.73
Depreciation and amortisation expenses	14.21	0.30
Other expenses	141.01	3.01
<b>Total Expenses</b>	<b>4,382.49</b>	<b>93.56</b>



<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>August 31, 2024</b>	<b>%</b>
<b>Restated profit before tax before exceptional and Extraordinary Items</b>	<b>301.41</b>	<b>6.44</b>
<b>Exceptional Item</b>	-	-
<b>Total tax expense</b>	<b>75.86</b>	<b>1.62</b>
<b>Restated profit after tax from continuing operations</b>	<b>225.55</b>	<b>4.82</b>

## **DISCLOSURE OF THE PERIOD ENDED ON AUGUST 31, 2024:**

### **Total Revenue:**

Vandan Foods Company achieved a total revenue of ₹4,683.90 Lakhs from April 1, 2024, to August 31, 2024. Our revenue streams include sales of castor oil and castor cake, both vital to various industries, alongside a range of agricultural commodities. Additionally, we generate service income through commissions and work contracts that support agricultural and industrial development. As we move forward, Vandan Foods remains committed to innovation and sustainable growth, enhancing value for our stakeholders.

(In ₹ Lakhs)

<b>Particulars</b>	<b>For the period ended August 31, 2024</b>	
	<b>Amount</b>	<b>In %</b>
Sale of products	4,683.90	100.00
Other Operative Revenue	-	-
<b>Total Revenue from Operation</b>	<b>4,683.90</b>	<b>100.00</b>

### ***Other Income***

There is no other income for the period of from April 1, 2024, to August 31, 2024.

### **EXPENDITURE:**

#### **Cost of materials consumed**

The Cost of Material Consumed was ₹4,471.06 Lakhs from April 1, 2024, to August 31, 2024, which is 95.46% of the Total Revenue.

#### **Purchase of Stock in Trade**

The Purchase of Stock in Trade was Nil from April 1, 2024, to August 31, 2024.

#### **Changes in Inventories of finished goods, work in progress and stock -in-trade**

The Changes in Inventories of finished goods, work in progress and stock -in-trade was ₹ (314.92) Lakhs from April 1, 2024, to August 31, 2024, which is (6.72)% of the Total Revenue.

#### **Employee Benefit Expenses**

Employee Benefit Expenses was ₹36.76 Lakhs from April 1, 2024, to August 31, 2024, which is 0.78 s% of the Total Revenue. Employee Benefit Expenses mainly includes Salary and wages, Contribution to Provident fund & Gratuity and Staff welfare expenses.

#### **Finance Cost**

Finance expense was ₹34.35 Lakhs from April 1, 2024, to August 31, 2024, which is 0.73% of the Total Revenue. Finance Cost mainly, includes Interest Expense and other finance cost.

#### **Depreciation and amortization expenses s**

The Depreciation and amortization from April 1, 2024, to August 31, 2024, was ₹14.21 Lakhs that is 0.30% of the Total Revenue.

#### **Other Expenses**

Other Expenses from April 1, 2024, to August 31, 2024, was ₹141.01 Lakhs that is 3.01% of the Total Revenue.

Other expense mainly includes Biokhol Fuel Expense, Electricity Expenses, Lab Testing Expense, Machinery Operating Expense, Labour & Worker Expense, Oil Mill Maintenance Expense, Transport Expense, Audit Fees, Brokerage & Commission, Commission expense, APMC Market Expense, Accounting charges, Bank Charges, Conveyance expense,



GST Expense, Office Expenses, Insurance Expense, IPO Processing Charges, Printing & Stationery, Legal ROC Expenses, Rent, Miscellaneous Expense, Packing Expense, Refreshment charges, Legal Consultancy Charges, Stamp & Mortgage Charges and other Miscellaneous Expenses.

#### Restated Profit before tax from continuing operations

Profit before Tax from April 1, 2024, to August 31, 2024, stood at ₹301.41 Lakh. During this period, Our Company recorded Profit before Tax margin of 6.44 % of Total Revenue.

#### Restated Profit after tax from continuing operations

Profit after Tax from April 1, 2024, to August 31, 2024, stood at ₹225.55 Lakh. During this period, our Company recorded Profit after Tax margin of 4.82% of Total Revenue.

### RESULTS OF OUR OPERATION BASED ON RESTATED FINANCIAL INFORMATION

Particulars	Years (₹ in Lakhs)		
	31.03.2024	31.03.2023	31.03.2022
Revenue from operations	4873.04	1159.35	147.55
<b>Total Revenue from Operation</b>	<b>4873.04</b>	<b>1159.35</b>	<b>147.55</b>
% of growth	320.33%	685.73%	NA
Other Income	0	0	13.58
% of growth	NA	100.00%	NA
<b>Total income</b>	<b>4873.04</b>	<b>1159.35</b>	<b>161.13</b>
% of growth	320.33%	619.51%	0
<b>Expenses</b>			
Cost of Material consumed	3352.90	0	0
% Increase/(Decrease)	NA	NA	NA
Purchases of stock-in-trade	791.50	900.38	0
% Increase/(Decrease)	-12.09%	NA	NA
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	28.09	-154.84	15.00
% Increase/(Decrease)	-118.14%	-1132.27%	NA
Employee benefits expense	42.96	70.44	5.02
% Increase/(Decrease)	-39.01%	1303.19%	NA
Finance Costs	-	-	-
% Increase/(Decrease)	NA	NA	NA
Depreciation and amortisation expenses	11.02	13.59	19.42
% Increase/(Decrease)	-18.92%	-30.01%	NA
Other expenses	293.02	243.88	135.30
% Increase/(Decrease)	20.15%	80.25%	NA
<b>Total Expenses</b>	<b>4519.50</b>	<b>1073.45</b>	<b>174.74</b>
% to total revenue	92.74%	92.59%	108.45%
Profit/(Loss) Before Extra-Ordinary Items and Tax	<b>353.54</b>	<b>85.90</b>	<b>-13.61</b>
% to total revenue	7.26%	7.41%	-8.45%
Exceptional Items	-	-	-
<b>Profit before Tax</b>	<b>353.54</b>	<b>85.90</b>	<b>-13.61</b>
Total tax expense	<b>89.12</b>	<b>21.62</b>	<b>-2.18</b>
% Increase/(Decrease)	312.24%	-1093.80%	-
<b>Profit and Loss after tax for the Year as Restated</b>	<b>264.43</b>	<b>64.28</b>	<b>-11.43</b>
% to total revenue	5.43%	5.54%	-7.10%
% Increase/(Decrease)	-1.99%	-178.03%	-



## COMPARISON OF FY 2023-24 WITH FY 2022-23:

### **REVENUE:**

#### **Revenue from operations**

Our Company is engaged in the manufacturing and supply of Refined F.S.G. Castor Oil, Castor De Oil Cake. The Total Revenue from operations for the year ended on FY 2023-24 was ₹ 4873.04 Lakhs as compared to ₹ 1159.35 Lakhs during the FY 2022-23. Revenue from Operations mainly includes Revenue from Sale of Product & services and Other Operating revenue. Revenue from operations increased by 320.33% in FY 2022-23. Increase in revenue from operations is on account of Manufacturing of Refined F.S.G. Castor Oil, Castor De Oil Cake.

#### **Other Income:**

There is no other income for FY 2023-24 and FY 2022-23 respectively.

### **EXPENDITURE:**

#### **Cost of materials consumed**

Our cost of materials consumed increased 100% in FY 2023-24 from Nil in FY 2022-23 by ₹3,352.90 due to increase in manufacturing turnover.

#### **Purchase in Stock in Trade**

Our purchase in stock in trade has been decreased by 12.09% from ₹900.38 in FY 2022-23 to ₹791.50 in FY 2023-24 due to the shifting of focus of company to Manufacturing of Refined F.S.G. Castor Oil, Castor De Oil Cake.

#### **Changes in Inventories of finished goods, work in progress and stock -in-trade**

Our Changes in Inventories of finished goods, work in progress and stock -in-trade decreased by 118.14 % from ₹ (154.84) lakhs in FY 2022-23 to ₹ 28.09 lakhs in FY 2023-24 due to decrease in stock in trade inventory.

#### **Employee Benefit Expenses**

Employee Benefit expenses decreased to ₹42.96 Lakhs for FY 2023-24 from ₹70.44 Lakhs for FY 2022-23 showing reduction by 39.01%. Employee Benefit Expenses mainly includes Salary and wages, Contribution to Provident fund & Gratuity and Staff welfare expenses.

#### **Finance Cost**

There are no financial costs recorded in any fiscal year, as the company has not undertaken any loan agreements.

#### **Depreciation and amortization expenses**

The Depreciation and amortization expense for FY 2023-24 was ₹11.02 Lakhs whereas in FY 2022-23, it was ₹13.59.

#### **Other Expenses**

Other Expenses increased to ₹293.02 Lakhs for FY 2023-24 from ₹243.88 Lakhs for FY 2022-23 showing an increase of 20.15%. Other expense mainly includes Biokhol Fuel Expense, Electricity Expenses, Lab Testing Expense, Machinery Operating Expense, Labour & Worker Expense, Oil Mill Maintenance Expense, Transport Expense, Audit Fees, Brokerage & Commission, Commission expense, APMC Market Expense, Accounting charges, Bank Charges, Conveyance expense, GST Expense, Office Expenses, Insurance Expense, IPO Processing Charges, Printing & Stationery, Legal ROC Expenses, Rent, Miscellaneous Expense, Packing Expense, Refreshment charges, Legal Consultancy Charges, Stamp & Mortgage Charges and other Miscellaneous Expenses.

#### **Profit before Extra-Ordinary Items and Tax**

The Profit before Extra-Ordinary Items and Tax for the FY 2023-24 was 7.26% of the Total revenue from operations and it was 7.41% of Total revenue for the FY 2022-23. The Profit before Extra-Ordinary Items and Tax has Increased to ₹ 353.54 Lakhs in FY 2023-24 from ₹ 85.90 Lakhs in FY 2022-23.

#### **Profit after Tax (PAT)**

PAT Increased to ₹ 264.43 Lakhs in FY 2023-24 from ₹ 64.28 Lakhs in the FY 2022-23. PAT was 5.43% and 5.54% of Total Revenue of our company for the year ended on March 31, 2024 and March 31, 2023 respectively.

## COMPARISON OF FY 2022-23 WITH FY 2021-22:

### **REVENUE:**

#### **Revenue from operations**

Our Company is engaged in the manufacturing and supply of Refined F.S.G. Castor Oil, Castor De Oil Cake. The Total Revenue from operations for the year ended on FY 2022-23 was ₹ 1159.35 Lakhs as compared to ₹147.55 Lakhs during the FY 2021-22. Revenue from Operations mainly includes Revenue from Sale of Product & Services. Revenue from operations increased by 685.73%.

#### **Other Income:**

Other income of the company was Nil in FY 2022-23 and ₹ 13.58 Lakhs for FY 2021-22 respectively. Other Income consists of interest income and discount income.

### **EXPENDITURE:**

#### **Cost of materials consumed**

Our cost of materials consumed is Nil for the FY 2022-23 and FY 2021-22.

#### **Purchase in Stock in Trade**

Purchase in Stock in Trade was 900.38 Lakhs in FY 2022-23 which was nil in FY 2021-22.

#### **Changes in Inventories of finished goods, work in progress and stock -in-trade**

Our Changes in Inventories of finished goods, work in progress and stock -in-trade decreased by 1132.27% from ₹ 15 lakhs in FY 2021-22 to ₹ (154.84) lakhs in FY 2022-23 due to weaker market demand.

#### **Employee Benefit Expenses**

Employee Benefit expenses increased to 70.44 Lakhs for FY 2022-23 from ₹5.02 Lakhs for FY 2021-22 showing an increase of 1303.19 %. Employee Benefit Expenses mainly includes Director Remuneration, Salary and wages, Contribution to Provident fund & Gratuity and Staff welfare expenses.

#### **Finance Cost**

There no Financial cost in FY 2022-23 and FY 2021-22.

#### **Depreciation**

The Depreciation and amortization expense for FY 2022-23 was ₹13.59 Lakhs as against ₹ 19.42 Lakhs for FY 2021-22 which has been decreased by 30.01%.

#### **Other Expenses**

Other Expenses increased to ₹243.88 Lakhs for FY 2022-23 from ₹135.30 Lakhs for FY 2021-22 showing an increase of 80.25%. Other expense mainly includes Biokhol Fuel Expense, Electricity Expenses, Lab Testing Expense, Machinery Operating Expense, Labour & Worker Expense, Oil Mill Maintenance Expense, Transport Expense, Audit Fees, Brokerage & Commission, Commission expense, APMC Market Expense, Accounting charges, Bank Charges, Conveyance expense, GST Expense, Office Expenses, Insurance Expense, IPO Processing Charges, Printing & Stationery, Legal ROC Expenses, Rent, Miscellaneous Expense, Packing Expense, Refreshment charges, Legal Consultancy Charges, Stamp & Mortgage Charges and other Miscellaneous Expenses.

#### **Profit before Extra-Ordinary Items and Tax**

#### **Profit after Tax (PAT)**

PAT increased to ₹ 64.28 Lakhs in FY 2022-23 from ₹ (11.43) Lakhs in the FY 2021-22. PAT was 5.54 % and (7.10) % of Total Revenue of our company for the year ended on March 31, 2023 and March 31, 2022 respectively. Our Company's profit has grown in absolute terms, profit margins as a percentage of total income have also improved.





## DISCUSSION ON THE STATEMENT OF CASH FLOWS

The table below summaries our cash flows from our restated for the period /financial year ended August 31, 2024, March 31, 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	For the Period / Year ended			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from / (used in) Operating activities	(785.77)	88.08	261.10	24.95
Net cash generated from / (used in) Investing activities	(197.27)	(536.55)	0	0
Net cash generated from/(used in) Financing activities	886.55	425.54	(147.82)	(24.92)
<b>Net Increase / (decrease) in Cash &amp; Cash Equivalents</b>	<b>(96.49)</b>	<b>(22.93)</b>	<b>113.28</b>	<b>0.03</b>
Cash and cash equivalents at the beginning of the Period / year	98.80	121.73	8.45	8.42
<b>Cash and cash equivalents at the end of the Period/ year</b>	<b>2.32</b>	<b>98.80</b>	<b>121.73</b>	<b>8.45</b>

### Operating Activities

- **In the period ended August 31, 2024**, net cash utilised in from operating activities was ₹(785.77) Lakhs. This comprised of the profit before tax of 301.41 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 14.21 Lakhs, finance cost of ₹ 4.75 Lakhs. The resultant operating profit before working capital changes was ₹ 320.58 Lakhs, which was again adjusted for changes in working capital requirements.
- **In Financial Year 2023-24**, net cash generated from operating activities was 88.08 Lakhs. This comprised of the profit before tax of ₹ 353.54 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 11.02 Lakhs. The resultant operating profit before working capital changes was ₹ 365.56 Lakhs, which was again adjusted for changes in working capital requirements.
- **In Financial Year 2022-23**, net cash generated from operating activities was ₹261.10 Lakhs. This comprised of the profit before tax of ₹85.90 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹13.59 Lakhs. The resultant operating profit before working capital changes was ₹ 99.49 Lakhs, which was primarily adjusted for changes in working capital requirements.
- **In Financial Year 2021-22**, net cash generated from operating activities was ₹ 24.95 Lakhs. This comprised of the profit before tax of ₹ (13.61) Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹ 19.42 Lakhs. The resultant operating profit before working capital changes was ₹ 5.81 Lakhs, which was primarily adjusted for changes in working capital requirements.

### Investing Activities

- **In the period, ended August 31, 2024**, net cash used in investing activities was ₹ (197.27) Lakhs which primarily comprised of purchase of fixed assets and capital work in progress.
- **In Financial Year 2023-24**, net cash used in investing activities was ₹ (536.55) Lakhs, which primarily comprised of cash used for the fixed assets of ₹ 536.55 Lakhs.
- **In Financial Year 2022-23**, net cash used in investing activities was ₹ 0.00 Lakhs.
- **In Financial Year 2021-22**, net cash used in investing activities was ₹ 0.00 Lakhs.

### Financing Activities

- **In the period, ended August 31, 2024**, net cash inflow from financing activities was ₹886.55 Lakhs, which predominantly was on account of availment of Long-term & Short-term borrowings of ₹ 891.30 Lakhs.
- **In Financial Year 2023-24**, net cash inflow from financing activities was ₹ 425.54 Lakhs, which predominantly was on account of issue of equity shares of face value ₹ 85.20 Lakhs at premium of ₹ 379.80 Lakhs.





- **In Financial Year 2022-23**, net cash utilized in financing activities was ₹ (147.82) Lakhs, which predominantly was on account of repayment of Long-term borrowings of ₹ 345.29 Lakhs.
- **In Financial Year 2021-22**, net cash inflow from financing activities was ₹(24.92) Lakhs, which predominantly was on account of repayment of Long-term borrowings of ₹ 24.92 Lakhs.

## RELATED PARTY TRANSACTIONS

For further information, please refer “*Annexure- 27 titled Related Party Transaction*” under section “*Restated Financial Information*” beginning from page no. 159 of this Draft Prospectus.

## FINANCIAL MARKET RISKS

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

## INTEREST RATE RISK

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

## EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

### 1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as “unusual” or “infrequent”.

### 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 no. 22 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

### 3. 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 no. 22 in this Draft 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.

### 4. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and other economic factor.

### 5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Other than as disclosed in this section and in “*Business Overview*” on page 108, we have not announced and do not expect to announce in the near future any new business segments.

### 6. Total turnover of each major industry segment in which the issuer company operated.

Our Company is engaged in the business of manufacturing of Refined Castor Oil First Stage Grade (F.S.G.) and Castor De-Oiled Cake for the domestic market. Relevant Industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page no. 96 of this Draft Prospectus.

**7. Status of any publicly announced new products or business segment.**

Our Company is engaged in the business of manufacturing of Refined Castor Oil First Stage Grade (F.S.G.) and Castor De-Oiled Cake for the domestic market. Otherwise as stated in the Draft Prospectus and in the section “**Business Overview**” appearing on page no. 108, our company has not publicly announced any new business segment till the date of this Draft Prospectus.

**8. The extent to which business is seasonal.**

Our Company is engaged in the manufacturing of Refined Castor Oil First Stage Grade (F.S.G.) and Castor De-Oiled Cake for the domestic market. We are currently operating on a B2B business Model and offer our customers Castor Oil and its derivatives. As we are currently operating under a B2B business Model, we focus on operations relating to quality control, inventory management and business development. Being a customer centric company, our prime focus is to attain the utmost client satisfaction by offering them quality products. Our Company strives at all times is to provide products that offers our customers the designs with desired finish and quality. Moreover, our ethical trade practices, transparent business dealings and timely delivery of products help us in maintaining cordial relations with our customers. Business of our company is not seasonal.

**9. Any significant dependence on a single or few suppliers or customers.**

Our Company is engaged in the business of manufacturing of Castor oil and De cake. Contribution of our customers and suppliers, as a percentage of total revenue and cost, respectively, for the periods indicated below:

Particulars	Top Customers as a percentage (%) of revenue from operations			
	For the period of August 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Top 1	9.05 %	7.89 %	27.78 %	65.03%
Top 3	24.94%	20.15%	48.66 %	100%
Top 5	38.38 %	29.90%	61.83 %	-
Top 10	61.44%	42.12 %	75.69 %	-

Particulars	Top Suppliers as a percentage (%) of Purchase			
	For the period of August 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Top 1	20.52 %	11.74%	58.83%	-
Top 3	45.75 %	31.04%	93.58%	-
Top 5	54.53 %	46.51%	96.89%	-
Top 10	63.60 %	66.63%	100 %	-

**10. Competitive conditions:**

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “**Business Overview**” beginning on page no. 108 of this Draft Prospectus.

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## FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus/Prospectus and in case said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal. Our Company has received NOC from our Principal Bankers. As on the date of filing of this Prospectus, the overall borrowings of our Company does not exceed the overall limit i.e. ₹ 100 Cr as specified under Section 180(1)(c) of the Companies Act, 2013.

### Facilities availed by us

As on August 31, 2024 the aggregate outstanding borrowings of our Company are as follows:

(₹ In Lakhs)

Category of Borrowings	Sanction Limit	Outstanding as on August 31, 2024
Secured Borrowings	927.00	891.30
Unsecured Borrowings	-	-
<b>Total</b>	<b>927.00</b>	<b>891.30</b>

### A.) Secured Loans

Long Term Borrowings (secured)									
S No.	Lender	Nature of Facility	Date of Sanction	Sanction Limit	Outstanding as on 31st August, 2024	Rate of Interest /Margin	Repayment Term	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Bank of India	Term Loan	April 20, 2024	150.00	140.00	9.10 % p.a.	Repayable in 60 Monthly Installments	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan	1. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasm



									a, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan
2	Bank of India	Vehicle Loan	May 29, 2024	27.00	26.30	8.95% p.a.	Repayable in 84 Monthly Installments	Hypothecation of Car Mahindra XUV 700	-

**Short Term Borrowing (Secured and Unsecured)**

Sr No.	Lender	Nature of Facility	Date of Sanction/ Modification	Sanction Limit	Outstanding as on 31st August, 2024	Rate of Interest/ Margin	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	Bank of India	Cash Credit-Working Capital requirement	April 20, 2024	750.00	725.00	9.10 % p.a.	On demand and Subject to Annual Renewal	Hypothecation of all current Assets of the company including stocks, b/d. Including Plant & Machinery purchase through Term Loan	1. EQM of Industrial property (Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan in the name of Vandan Foods Limited having admeasuring area of 7183 Sq. Mtr. vide sale deed having serial no. 467 as on 27.03.24 2. EQM of Industrial property



								(Factory land & Building and construction thereon, freehold) situated at Survey No-2537/2/1, Near Sitapur Village, Dhinoj-Motap Road, At-Dhinoj, Taluka-Chanasma, Dist-Patan
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Note: The figures disclosed above are based on the Restated Standalone Financial Information of our Company.

**B.) Unsecured Loans**

Nature of Borrowings	Outstanding as on August 31, 2024 Rs. (In Lakhs)	Terms of Repayment	Rate of Interest
Loans from, Directors, Members, Related Parties, & Inter Corporate Deposit	-	-	-
<b>Total</b>	-	-	-

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## CAPITALIZATION STATEMENT

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short- term	725.00	[•]
Long- term (including current maturities) (A)	166.30	[•]
<b>Total Borrowings (B)</b>	<b>891.30</b>	[•]
<b>Shareholders' funds</b>		
Share capital	574.48	[•]
Reserves and surplus	598.09	[•]
<b>Total Shareholders' funds (C)</b>	<b>1,172.57</b>	[•]
<b>Long- term borrowings/ equity* {(A)/(C)}</b>	<b>0.14</b>	[•]
<b>Total borrowings / equity* {(B)/(C)}</b>	<b>0.76</b>	[•]

Note: The figures disclosed above are based on Restated Standalone Financial Information of our Company.

**Notes:**

Short-term borrowings imply borrowings repayable within 12 months from the Balance Sheet date. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short term borrowing).

The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.

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## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; or (d) Material Litigation (as defined below); involving our Company, its Directors, the Promoters and the Group Companies ("**Relevant Parties**").

For the purpose of material litigation in (d) above, our Board in its meeting held on October 28, 2024 has considered and adopted the following policy on materiality for identification of material outstanding litigation involving the Relevant Parties ("**Materiality Policy**"). In accordance with the Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings and actions by regulatory authorities and statutory authorities, will be considered material if: (i) if the aggregate amount involved exceeds 5% of Net Profit as per the latest fiscal in Restated Financial Statements i.e. October 26, 2024; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated October 28, 2024. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 5% of the Company's Trade payables as per the Restated Financial Statements of our Company disclosed in this Draft Prospectus, would be considered as material creditors. The trade payables of our Company as on August 31, 2024 were Rs. 89.62 lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only.

#### **I. Litigation involving our Company.**

##### **A. Litigation filed against our Company.**

###### **Criminal proceedings**

Nil

###### **Outstanding actions by regulatory and statutory authorities**

Nil

###### **Material civil proceedings**

Nil

##### **B. Litigation filed by our Company.**

**1. Criminal proceedings**

Nil

**2. Material civil proceedings**

Nil

**C. Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)^
Direct Tax	3*	1.25
Indirect Tax	1	18.15
<b>Total</b>	<b>4</b>	<b>19.40</b>

<sup>^</sup>Rounded off to the closest decimal

\*Includes outstanding demands of (i)Rs. 1,25,094 for AY 2023 and (ii) Income tax department has issued a notice u/s 148 of the IT Act for Assessment Year 2019-20 for escaping assessment of Rs. 46,00,000 the amount of tax demand, interest and penalty is yet to determined by the department. Includes TDS traces demand of Rs. 820 for the FY 2023-2024

#Includes GST outstanding demands of Rs. 18,15,142

**II. Litigation involving our Directors (other than Promoters)**

**A. Litigation filed against our Directors (other than Promoters)**

**1. Criminal proceedings**

Nil

**2. Outstanding actions by regulatory and statutory authorities**

Nil

**3. Material civil proceedings**

Nil

**B. Litigation filed by our Directors (other than Promoters)**

**1. Criminal proceedings**

Nil

**2. Material civil proceedings**

Nil

**C. Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### III. Litigation involving our Promoters

#### A. Litigation filed against our Promoters

##### 1. Criminal proceedings

***Initiating Officer and Dy. Commissioner of Income Tax (Benami Prohibition Unit) vs. Shri Jitendra Rameshbhai Patel PBPT Reference/File No. AA/MUM/PBTA/297/2019***

Initiating Officer and Dy. Commissioner of Income Tax (Benami Prohibition Unit) (Complainant) has filed a case bearing no. PBPT Reference/File No. AA/MUM/PBTA/297/2019 against Jitendra Rameshbhai Patel and Ors. The Complainant contends that the Accused was involved in facilitating depositions of cash into his account during 2016 demonitization and thereafter transferring the cash into the accounts of the jewelers through sham business transactions. Upon investigation by the authorities, it was held that the Accused was involved in the benami transaction of Rs. 9,50,000 within the meaning of section 2(9)(A) of the Prohibition of Benami Property Transaction Act, 1988 (PBPTA Act) and accordingly, the Hon'ble adjudicating authority, u/s. 24(4)(b)(i) of the PBPT Act passed a Provisional Attachment Order dated October 21, 2021("PAO"), thereby provisionally attaching the gold worth Rs. 9,50,000 from the Accused. Later, the said PAO was revoked vide order dated March 16, 2022 passed u/s 26 (3) of the PBPT Act by the Hon'ble adjudicating authority. The Complainant has filed appeal under Section 46 of the PBPT Act, 1988 against the order under section 26(3) dated March 16, 2022 pass by the Adjudicating Authority, PBTA, Mumbai, whereby the AA has revoked the PAO. The Next date of hearing will be provided as and when it will be communicated by authority/court.

##### 2. Outstanding actions by regulatory and statutory authorities

#### a. ***CBI, Gandhinagar vs. Yasha Mehta and Ors (Case No. CBI SPCC No. 20/2023)***

CBI, Gandhinagar ("Complainant") has filed a complaint under section 120B, 420, 467, 468 and 471 of Indian Penal Code, 1860 before the City Civil Court, Ahmedabad dated March 01, 2023, against Yasha Mehta, Jitendra Rameshbhai Patel (Promoter of the Company) ("Accused") and others. The Complainant contends that the Accused was involved in facilitating depositions of cash into his account during 2016 demonitization and thereafter transferring the cash into the accounts of the jewelers through sham business transactions. Upon investigation by the authorities, it was held that the Accused was involved in the benami transaction of Rs. 9,50,000 within the meaning of section 2(9)(A) of the Prohibition of Benami Property Transaction Act, 1988 (PBPTA Act) and accordingly, the Hon'ble adjudicating authority, u/s. 24(4)(b)(i) of the PBPT Act passed a Provisional Attachment Order dated October 21, 2021("PAO"), thereby provisionally attaching the gold worth Rs. 9,50,000 from the Accused. Later, the said PAO was revoked vide order dated March 16, 2022 passed u/s 26 (3) of the PBPT Act by the Hon'ble adjudicating authority. The Next date of hearing is on December 21, 2024 for framing of charges.

##### 3. Disciplinary action by SEBI

SEBI had imposed penalty against our Promoter Jitendra Rameshbhai Patel amounting to Rs. 17,60,000 by the Adjudicating Officer of SEBI vide order Ref. No. Order/GR/BM/2023-24/29295 dated September 20, 2023 in the matter of dealings in Illiquid Stock Options (ISO) at BSE and for the violations of provisions of Regulations 3(a),(b),(c),(d) and 4(1), 4(2)(a) of SEBI (Prohibition of Fraudulent and Unfair Trading Practices relating to Securities Markets) Regulations, 2003. Our Promoter has paid the Penalty amounting to Rs. 17,60,000.

##### 4. Material civil proceedings

Nil

#### B. Litigation filed by our Promoters

##### 1. Criminal proceedings

Nil

##### 2. Material civil proceedings

Nil

**C. Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)^
Direct Tax	7	97.75
Indirect Tax	Nil	Nil
<b>Total</b>	<b>7</b>	<b>97.75</b>

<sup>^</sup>Rounded off to the closest decimal

\*Includes outstanding demands against Jitendra Patel amounting to Rs. 44,073 for AY 2018, Rs. 82,176 for AY 2017, Rs. 5,200 for the AY 2016, Rs. 714 for the AY 2016, Rs. 47,91,010 for the AY 2016, Rs. 25,76,476 for the AY 2016 and Rs. 22,75,850 for the AY 2015.

**Outstanding dues to creditors**

Our Board, in its meeting held on October 28, 2024 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company, to whom an amount exceeding 5% of the Company's Trade payables as on the date of the latest period in the Restated Financial Statements was outstanding, were considered material creditors.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at dated 31<sup>st</sup> August, 2024 by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material creditors	2	89.62
Micro, Small and Medium Enterprises	NIL	NIL
Other creditors	NIL	NIL
<b>Total</b>	<b>2</b>	<b>89.62</b>

The details pertaining to net outstanding dues towards our material creditors as on dated 31<sup>st</sup> August, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at <https://vandanfoods.in/>. It is clarified that such details available on our website do not form a part of this Draft Prospectus.

**Material Developments**

Other than as stated in the section entitled "**Management Discussion and Analysis of Financial Position and Results of Operations – Significant Developments after [●]**" beginning on page 162, there have not arisen, since the date of the last financial information disclosed in this Draft 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 assets or our ability to pay our liabilities within the next 12 months.

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## GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below an indicative list of approvals obtained by our Company and our Material Subsidiaries which are considered material and necessary for the purpose of undertaking this Issue and carrying on our present business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section “**Risk Factors**” beginning on page 22, these material approvals are valid as of the date of this Draft Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” on page 121.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its present business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

### I. Material approvals obtained in relation to the Issue

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on October 22, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on October 23, 2024, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from BSE SME, dated [●].

### d. Material approvals obtained by our Company and Material Subsidiaries in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### A. Incorporation details of our Company

- a. Our Company was originally incorporated as a private limited company in the name of ‘Vandan Foods Private Limited’ vide Certificate of Incorporation dated December 15, 2015, issued by the Registrar of Companies.
- b. Fresh Certificate of Incorporation dated September 18, 2023, issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from “Vandan Foods Private Limited” to “Vandan Foods Limited”.

#### B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAFCV3622B	Income Tax Department	December 15, 2015	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	AHMV08093B	Income Tax Department	November 07, 2023	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
3.	GST Registration Certificate	24AAFCV3622B1ZU	Goods and Services Tax Department	June 29, 2018	Valid till cancelled
4.	Enrolment Certificate – Professional Tax	PEC010512092194	Amdavad Municipal Corporation	October 19, 2023	Valid till cancelled
5.	Registration Certificate – Professional Tax	PRC010512001783	Amdavad Municipal Corporation	October 19, 2023	Valid till cancelled

**C. Regulatory & Labour / employment related approvals obtained by our Company:**

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Certificate of registration – Employee's Provident Fund Code	GJAHD3147334000	Employees' Provident Fund Organisation, Ministry of Labour and Employment, Government of India	December 05, 2023	Valid till cancelled
2.	Certificate of registration - ESIC	37001589940001099	Employees' State Insurance Corporation	December 05, 2023	Valid till cancelled
3.	UDYAM Registration Certificate	UDYAM-GJ-01-0321901	Ministry of Micro, Small and Medium Enterprises, Government of India	October 16, 2023	Valid till cancelled
4.	Shops Establishment & Certificate	PII/GJCL/4000987/0277123 (GUJARATCOLLEGE)	Amdavad Municipal Corporation	September 30, 2024	Valid till cancelled
5.	Importer-Exporter Code Registration	AAFCV3622B	Ministry of Commerce and Industry	March 29, 2024	Valid till cancelled
6.	License to work a factory	45103	Directorate Industrial Safety & Health, Gujarat State	December 20, 2023	December 31, 2030
7.	Certificate of stability of factory	PHCAC/01	Patel Enterprises, Mehsana, Gujarat	October 14, 2023	Valid till cancelled

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue/Renewal	Date of Expiry
8.	Certificate for Fire Extinguisher Refilling & New	REF No.: 2024-25/172	Suraksha Fire, Visnagar	November 12, 2024	November 11, 2025
9.	Certificate of verification*	3310710/PAT/2024/01	Office of the Controller, Legal Metrology, Gujarat State	November 25, 2024	November 25, 2025
10.	Consolidated Consent and Authorization, under section 25 of the Water (Prevention & Control of Pollution) Act,1974 & under section 21 of the Air (Prevention & Control of Pollution) Act,1981 and Authorization under Hazardous and other Waste (Management & Transboundary movement) Rules, 2016#	AW-49839	Pollution Control Board	October 12, 2021	September 07, 2026
11.	General Commission Agent License-APMC	44	Agriculture Produce Market Committee, Kheralu	April 01, 2024	March 31, 2025
12.	FSSAI (Category-State License)	10723026001686	Food And Drugs Control Administration Food Safety and Standards Authority of India	July 13, 2024	July 24, 2026
13.	Quality Management System Certificate ISO 9001:2015	QMS23011 48	American International Accreditation Organization Bureau, AIAO-BAR & SM Certification Services	December 12, 2023	December 11, 2026
14.	Legal Entity Identifier (LEI)	98450058A8C93D1B9Y14	LEI Register India Private Limited	December 01, 2024	December 06, 2025
15.	Boiler Certificate	CA032024-20250044521	Gujarat Boiler Inspection Department	June 27, 2024	June 26, 2025

\*The Certificate of verification has been obtained for Nonautomatic Weighing Instrument - Electronic Class III.





#The Consolidated Consent and Authorization is in the erstwhile name of the factory i.e. Patel Harshadkumar Chandulal and Co., the Company has duly obtained confirmation letter for the name change of the factory from the Gujarat Pollution Control Board vide its letter dated January 11, 2024 bearing no. GPCB/CCA-PTN-278/ID-80343/781109.

**II. Material approvals or renewals for which applications are currently pending before relevant authorities**

Nil

**III. Material approvals expired and renewal yet to be applied for**


Nil

**IV. Material approvals required but not obtained or applied for**

Nil

**V. Intellectual Property**

As on the date of this Draft Prospectus, our Company has applied for registration of the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Application	Particulars of the Mark	Trade Mark Application No.	Class of Registration
July 10, 2023		6014960	30

For risk associated with our intellectual property please see, “**Risk Factors**” beginning on page 22.

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## SECTION – XI – OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on October 22, 2024 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on October 23, 2024 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Prospectus for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Issue.

### PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters's Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### CONFIRMATIONS

1. Our Company, our Promoters, Promoters's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

### PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### ELIGIBILITY FOR THE ISSUE

Our company whose post issue paid-up capital is less than or equal to ₹ 25 Crore therefore, our company is eligible for the Issue in accordance with Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder;

**1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 2013.

**2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.**

The present paid-up capital of our Company is ₹ 5.74 Crores and we are proposing issue of Upto 26,50,000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Crores which is less than ₹ 25.00 Crore.

**3. Net-worth: At least Rs. 1 crore for 2 preceding full financial years.**

As per restated financial information, the net-worth of the Company is ₹ 947.02 lakhs and ₹ 217.58 lakhs, as on March 31, 2024 and March 31, 2023 respectively. So, The Company has fulfilled the criteria of networth of at least Rs. 1 crore for 2 preceding full financial years.

**4. Net Tangible Asset: At least Rs 3 crores in last preceding (full) financial year**

As per restated financial information, the net tangible assets of The Company are ₹ 1172.57 Lakhs as on March 31, 2024. So, The Company has fulfilled the criteria of at least Rs 3 crores in last preceding (full) financial year.

**5. The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years**



Our Company was originally incorporated on December 15, 2015 under the provisions of the Companies Act, 2013 vide certificate of incorporation issued by Assistant Registrar of Companies, Gujarat. Therefore, we are in compliance with criteria of having track record of 3 years.

**6. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.**

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakhs)

Particulars	For the year ended			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	349.98	364.56	99.49	(7.77)
Net Worth as per Restated Financial Statement	1172.57	947.02	217.58	(4.69)

**7. Leverage Ratio: Leverage ratio of not more than 3:1**

As on August 31, 2024, total debt and total shareholders fund of the Company was ₹ 891.30 lakhs and ₹ 1172.57 lakhs respectively. Accordingly, Leverage ratio (Total debt / total shareholders fund) of The Company works out at 0:76. Hence leverage ratio of The Company is not more than 3:1.

**8. Disciplinary Action**

There is 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.

The Promoter(s) or directors are not promoter(s) or directors of any companies that are compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

Directors are not disqualified/debarred by any of the Regulatory Authority.

**9. There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies- Not Applicable in the present case.**

**10. Name Change**

Not Applicable in the present case.

**11. Other Requirements**

We confirm that;

- i. The Company has a live and operational website: [www.vandanfoods.in](http://www.vandanfoods.in)
- ii. The entire Equity Shares held by the Promoters are dematerialized
- iii. Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated October 03, 2023 and National Securities Depository Limited dated July 08, 2024 for establishing connectivity.
- iv. There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
- v. The composition of the Board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- vi. Our Company has not been referred to the NCLT under IBC.
- vii. There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.



**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by LM, please refer to Section titled "**General Information**" beginning on page no. 47 of this Draft Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled "**General Information**" beginning on page no. 47 of this Draft Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Applicants, in accordance with the SEBI ICDR Regulations and applicable law.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through LM immediately up on filing of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue 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.

**SEBI DISCLAIMER CLAUSE**

**"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S), NIRBHAY CAPITAL PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 18, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/~~DRAFT LETTER OF OFFER~~/OFFER DOCUMENT."**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.**



## DISCLAIMER CLAUSE OF THE BSE

The copy of the Draft Prospectus is submitted to BSE. Post scrutiny of the Draft Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

**“As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.**

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

## CAUTION- DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The Lead Manager accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.vandanfoods.in](http://www.vandanfoods.in) would be doing so at their own risk.

The Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: [www.vandanfoods.in](http://www.vandanfoods.in) would be doing so at their own risk.

## CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Nirbhay Capital Services Private Limited and our Company dated October 24, 2024 and the Underwriting Agreement dated [●] between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, [●] and our Company.

All information shall be made available by us and LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers etc.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, 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 and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

### Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager 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 Underwriters and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

## DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, 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 go reign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued 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 Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad 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 Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale hereunder 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 PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai – 400001, Maharashtra. The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the ROC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013, Gujarat and will be made available on the website of the Company i.e. [www.vandanfoods.in](http://www.vandanfoods.in).





## LISTING

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

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 mentioned above are taken within Three Working Days from the Issue 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 Promoter, Directors, Company Secretary cum Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers’ to the Company, Banker to the Issue, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue and Market Maker to act in their respective capacities have been obtained.

Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. Piyush Kothari & Associates, Chartered Accountants have provided their written consent to act as Peer Review Auditor and expert to the company dated October 28, 2024 for Audit Report to the Restated Financials and Restated Financial Information as well as inclusion of Statement of Tax Benefits dated October 28, 2024 and disclosure made in chapter titled “*Objects of the Issue*” beginning on Page No. 72 of this Draft Prospectus; 2) M/s. Vidhigya Associates has provided their written consent to act as Legal Advisor to the issue dated November 9, 2024 for chapters titled “*Key Industry Regulations*”, “*Government Approvals*” and “*Outstanding Litigations and Material Developments*” beginning on Page Nos. 121, 181 and 177 of this Draft Prospectus; 3) M/s. Piyush Kothari & Associates, Chartered Accountants have provided their written consent to act as





expert to the company dated October 28, 2024 for disclosure made in section titled “*Object of the Issue*” and “*Basis for Issue Price*” beginning on Page No. 72 and Page No. 85 of this Draft Prospectus.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Prospectus.

#### EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter, we have not obtained any other expert opinions.

#### PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

#### 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

Our Company and Group Companies/Entities have not made any capital issue during the last three years.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LM

For details regarding the price information and track record of the past issue handled by Nirbhay Capital Services Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

**TABLE 1**

##### SME IPO:

Sr. No	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing
1.	Aatmaj Healthcare Limited	38.40	60.00	June 30, 2023	56.00	-19.00 (-7.01)	-24.17 (-8.76)	-30.58 (-19.04)

##### MAIN BOARD IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90th Calendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180th Calendar Days from Listing

NIL

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

##### **Note:**

1. The S&P NSE Sensex and NSE Nifty are considered as the Benchmark.
2. “Issue Price” is taken as “Base Price” for calculating % Change in Closing Price of the respective Issues on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing.

3. “Closing Benchmark” on the listing day of respective scripts is taken as “Base Benchmark” for calculating % Change in Closing Benchmark on 30<sup>th</sup> / 90<sup>th</sup>/180<sup>th</sup> Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

### TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.nirbhaycapital.com](http://www.nirbhaycapital.com)

### SUMMARY STATEMENT OF DISCLOSURE

**TABLE 2**

#### **SME IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	1	38.40	-	-	1	-	-	-	-	1	-	-	-	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

#### **MAIN BOARD IPO:**

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 30 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at discount as on 180 <sup>th</sup> calendar day from listing date			Nos. of IPO trading at premium as on 180 <sup>th</sup> calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25			NIL											
2023-24			NIL											
2022-23			NIL											
2021-22			NIL											

#### **Notes:**

1. Issue opening date is considered for calculation of total number of IPO's in the respective financial year.
2. In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
3. Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

### PROMISE VIS-A-VIS PERFORMANCE

Since, neither our Company nor our Promoters' Group Companies/Entities have made any previous rights or public issues during last five years, promise vis-a-vis Performance is not applicable.

### STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.



## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 date April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Prospectus/Prospectus. - **Noted for Compliance**

## DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Rakeshkumar Rameshbhai Patel	Chairman	Non-Executive Director
Simoli Kalpesh Raval	Member	Independent Director
Kalpeshkumar Bhagavandas Thakkar	Member	Executive Director

Our Company has appointed Ms. Aayushi Naresh Bhatia as the Company Secretary cum Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad -380006, Gujarat, India

**Telephone No.:** + 91 8980121363

**Web site:** [www.vandanfoods.in](http://www.vandanfoods.in)

**E-Mail:** [cs@vandanfoods.in](mailto:cs@vandanfoods.in)

Till date of this Draft Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

## PUBLIC ISSUE EXPENSES

Expenses	Expenses (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees including Underwriting Commission	[●]	[●]	[●]
Fees Payable to Advisor to the Issue and Consultants	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for Two Years)	[●]	[●]	[●]
Escrow Bank Fees	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

### Notes:

- Up to October 28, 2024, Our Company has deployed/incurred expense of ₹ 56.58 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals & existing loan facilities duly certified by Statutory Auditor M/s. Piyush Kothari & Associates, Chartered Accountants vide its certificate dated October 28, 2024.
- Any expenses incurred towards aforesaid issue related expenses during the period from January 01, 2024 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:
 

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
- Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No:



SEBI/HO/CFD/DIL2/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 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

#### FEES PAYABLE TO LM TO THE ISSUE

The total fees payable to the LM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

#### FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

#### FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

#### COMMISSION PAYABLE TO SCSBS

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

*Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*

*Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)*

*^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).*

2. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
3. Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
4. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
5. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

#### PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “**Capital Structure**” beginning on page no. 58 of this Draft Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

#### LISTED VENTURES OF PROMOTERS

There are no listed ventures of our Company as on date of filing of this Draft Prospectus.



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## **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

## **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS**

Except as disclosed under chapter titled “*Capital Structure*” on page 58 of this Draft Prospectus, our Company has not capitalized Reserves or Profits during last five years.

## **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during last five years.

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

Our Company has not been granted any exemptions from complying with any provisions of Securities Laws by SEBIs.

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## SECTION XII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Draft Prospectus, Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

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 (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue 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.

Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page no. 250 of this Draft Prospectus.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 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. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors.

### FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ [●] per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page no. 85 of this Draft Prospectus.

At any given point of time there shall be only one denomination for 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 the Articles of Association, the Equity 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, 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 the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled *“Description of Equity Shares and Terms of the Articles of Association”* beginning on page no. 250 of this Draft Prospectus.

## MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI (ICDR) Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within two (2) Working days of closure of issue.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

**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 Bids 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 any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility made available by CDSL and NSDL, to 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 in respect of Percentage assigned to each nominee at the time of nomination. 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 to 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 interest 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 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	●	ISSUE CLOSES ON	●
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An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	●
Finalization of Basis of Allotment with BSE	●
Initiation of refunds /unblocking of funds from ASBA Account	●
Credit of Equity Shares to demat accounts of Allottees	●
Commencement of trading of the Equity Shares on BSE	●

**The above time table is indicative and does not constitute any obligation on our Company. 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 three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue 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.**

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue 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 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 Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

## MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

The issuer does not receive the minimum subscription of 100% of the issue through offer document on the date of closure of the issue or devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so Issued under the offer document, 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 and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

**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.**

## NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft 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.*



## 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 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

## RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page no. 58 of this Draft 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 chapter titled "*Description of Equity Shares and Terms of the Articles of Association*" beginning on page no. 250 of this Draft Prospectus.

## NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

## 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.

## MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE on a later date, subject to the following:

If the Paid-up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless;



- 
- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
  - b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

## MARKET MAKING

The shares offered through this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see “**General Information**” beginning on page no. 47 of this Draft Prospectus.

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## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “Terms of Issue” and “Issue Procedure” on page no. 197 and 205 respectively of this Draft Prospectus.

Public issue of Upto 26,50,000 equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “issue price”) aggregating to ₹ [●] Lakhs (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
<b>Number of Equity Shares*</b>	[●]Equity Shares	[●]Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●] of the Issue Size	[●]of the Issue Size
<b>Basis of Allotment/ Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of [●] Equity Shares and Further allotment in multiples of [●] Equity Shares each.  For further details please refer to the section titled “Issue Procedure” on page no. 205 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
<b>Minimum Application Size</b>	<b>For NII:</b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000  <b>For Retail Individuals:</b> [●] Equity Shares	[●]Equity Shares
<b>Maximum Bid</b>	<b>For NII:</b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable.  <b>For Retail Individuals:</b> [●] Equity Shares so that the Application Value does not exceed ₹ 2,00,000	[●]Equity Shares
<b>Mode of Allotment</b>	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
<b>Trading Lot</b>	[●] Equity Shares	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	Entire Application Amount shall be payable at the time of submission of Application Form.	
<b>Application Lot Size</b>	[●] Equity Share and in multiples of [●] Equity Shares thereafter	



\* 50% of the shares Issued in the Net Issue to Public portion are reserved for applications whose application value is below ₹ 2,00,000 and the balance 50% of the shares are available for applications whose application value is above ₹ 2,00,000.

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

## ISSUE PROGRAMME

<b>ISSUE OPENS ON</b>		●
<b>ISSUE CLOSES ON</b>		●

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## ISSUE PROCEDURE

All Bidders should read 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 updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Master Circular Number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“**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 ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue especially in relation to the process for Bids by UPI Bidders through UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund (xiii) disposal of applications and electronic registration of Bids. 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, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI Master Circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI Master Circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

With effect from July 1, 2019, with respect to Applications by RIIs 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 Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, 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. Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change.

Further, our Company, and the LM are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus and the Prospectus. The LM shall be the nodal entity for any issues arising out of public issuance process. Our Company, and



*the LM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.*

### **Phased implementation of Unified Payments Interface**

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

#### **Phase I:**

This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

#### **Phase II:**

This phase had become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by a RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Subsequently, 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.

#### **Phase III:**

This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as a sponsor bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Applicants using UPI.

The processing fees for applications made by UPI Applicants may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced



the per transaction limit in UPI from more than ₹2 lakhs to ₹5 lakhs for UPI based ASBA in initial public offerings. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

**This Issue is being made under Phase III of the UPI (on a mandatory basis).**

### **FIXED PRICE ISSUE PROCEDURE**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non-Retail Category i.e., QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum 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 Lead Manager and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.**

#### **Electronic registration of Applications**

- a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Draft Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchanges Platform during the Bid/Issue Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.



## AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Draft Prospectus and Prospectus together with the Application Forms, copies of the Draft Prospectus and Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (BSE Limited) i.e. [www.bseindia.com](http://www.bseindia.com) at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection. RIIs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Application Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

\* Excluding electronic Application Forms downloaded by the Applicants.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic applying system of the Stock Exchanges. For RIIs using UPI Mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIIs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Applicants has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic Application with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded.

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Banker to an Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no.



SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Sponsor Bank will undertake a reconciliation of Application responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Application requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis.

### **SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS**

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft 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 websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank 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.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)
- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer 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”), shall enter their UPI ID in the application form.

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.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by 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 have a bank account and shall not submit it to any non-SCSB Bank.

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 application 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 Issue. 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.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

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 submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) 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 (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, 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 shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) 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 application details already uploaded. Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

### WHO CAN APPLY?

**As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

**Subject to the above, an illustrative list of Applicants is as follows:**

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- 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) QIBs;
  - e) Mutual Funds registered with SEBI;
  - f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
  - g) 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);
  - h) 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;
  - i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
  - j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
  - k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
  - l) Foreign Venture Capital Investors registered with the SEBI;
  - m) 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;
  - n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
  - o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
  - p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
  - r) 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;
  - s) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - t) Multilateral and bilateral development financial institution;
  - u) Eligible QFIs;
  - v) Insurance funds set up and managed by army, navy or air force of the Union of India;
  - w) Insurance funds set up and managed by the Department of Posts, India;
  - x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

*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.*

**PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.





For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, 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 (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- 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.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

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.

#### **APPLICATIONS BY ELIGIBLE NRIs ON REPATRIATION BASIS**

**ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).**

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI’s subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application on a repatriation basis by using the Non-Resident Forms, should authorize their SCBS to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) or ASBA Accounts.



**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 Application Amount, at the time of the submission of the Application Form.**

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 permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### **APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS**

**FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).**

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public Issuing and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - (b). Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv. Any other transaction specified by the Board.
  - (c). No transaction on the stock exchange shall be carried forward;
  - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;  
Provided nothing contained in this clause shall apply to:
    - i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii. sale of securities in response to a letter of Issue sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. sale of securities in response to an Issue made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
    - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;

- v. divestment of securities in response to an Issue by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi. Any Application for, or acquisition of, securities in response to an Issue for disinvestment of shares made by the Central Government or any State Government;
  - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii. Any other transaction specified by the Board.
- (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
  5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
  6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
  7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
  8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
    - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
    - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms: Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly: Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
  9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
  10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
  11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
  12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
  13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
  14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
  15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.



16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
18. In case of FII’s in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital Funds) 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. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

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 Issue.

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 or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

#### **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 Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company 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, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- (a.) Equity shares of a Company: the least of 10% of the investee Company’s subscribed capital (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;
- (b.) 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
- (c.) 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.

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 (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **APPLICATION 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 and the Selling Shareholders in consultation with the LM, 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 (the “Banking Regulation Act”), and 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 bank’s 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 or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non- financial services company in excess of 10% of such investee company’s paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI’s, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, 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.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, 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 reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, 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, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

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 lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

*The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft 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.*

*The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.*

## **INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE**

### **ASBA PROCESS**

**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 Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft 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.**

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](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

#### CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII) including Qualified Institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds.  For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable



Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB 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.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

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 into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

### Application and validation process

- (a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

### The Block Process

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e., request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her application in such intimation. The RII would



also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.

- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs' bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.
- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

#### **NUMBER OF APPLICATIONS PER BANK ACCOUNT**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

#### **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue 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.

#### **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank 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 Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA 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 (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue 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.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

#### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

The applications in this Issue, being a fixed price issue, will be categorized into two;

##### **1. 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.

##### **2. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of [●] Equity Shares so as to ensure 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 Issue 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 issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 Issue 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 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 Prospectus.**

### RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

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.

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.

### INFORMATION FOR THE APPLICANTS

- The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- Any investor, being eligible to invest in the Equity Shares Issued, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their applications.
- Applications made in the name of Minors and/or their nominees shall not be accepted.

### PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Regional newspaper.

### SIGNING OF UNDERWRITING AGREEMENT

The issue is [●]% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on [●].

### FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

### INFORMATION FOR THE APPLICANTS

- Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make 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 issue.

- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue 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 Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue 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 2 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

### **INTEREST AND REFUNDS COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

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 Limited (“BSE SME”) where the Equity Shares are proposed to be listed are taken within 2 (Two) working days from Issue Closing Date or such period as may be prescribed by SEBI. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(Two) working days of the Issue Closing Date, would be ensured. 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.

### **GROUND FOR REFUND: -NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus. In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within two days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within two days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the second day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Draft Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Draft Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Two (2) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).



## MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## MODE OF REFUND

Within 2 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

## LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within Two Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 2 Working Days of the Issue Closing Date.

## INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities Issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within two days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- 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;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- 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 Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application 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);

- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (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) Applications 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 Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants 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 Applications 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;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus ;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- 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 Issue;
- 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;
- 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 Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.



**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Prospectus ;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

**INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 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's Centre is available on the websites of BSE Limited i.e., [www.bseindia.com](http://www.bseindia.com).

Applicants may note that forms not filled completely or correctly as per instructions provided in this Draft Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;



**COMMON APPLICATION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**  
 Registered Office:  
 Tel. No.: Fax No.: Email: Website:  
 Contact Person: CIN:

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXX	<b>Application Form No.</b>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms. _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	Address _____
		Email _____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	Tel. No (with STD code) / Mobile _____
		<b>2. PAN OF SOLE/FIRST APPLICANT</b>
		_____

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	<b>6. INVESTOR STATUS</b>
_____			<input type="checkbox"/> Individual(s) - IND
			<input type="checkbox"/> Non- Resident Indians (Non- Repatriation Basis) - NRI
			<input type="checkbox"/> Hindu Undivided Family* - HUF
			<input type="checkbox"/> Bodies Corporate - CO
			<input type="checkbox"/> Banks & Financial Institutions - FI
			<input type="checkbox"/> Mutual Funds - MF
			<input type="checkbox"/> National Investment Funds - NIF
			<input type="checkbox"/> Insurance Funds - IF
			<input type="checkbox"/> Insurance Companies - IC
			<input type="checkbox"/> Venture Capital Funds - VCF
			<input type="checkbox"/> Alternative Investment Funds - AIF
			<input type="checkbox"/> Others (Please Specify) - OTH

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

<b>4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")</b>		<b>5. CATEGORY</b>
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share <sup>1</sup> <input type="checkbox"/> "Cut-Off" Price		<input type="checkbox"/> Retail Individual
(In Figures) _____	(In Words) _____	<input type="checkbox"/> Non-Institutional
<b>ALLOTMENT WILL BE IN DEMAT MODE ONLY<sup>2</sup></b>		<input type="checkbox"/> QIB

<sup>1</sup> Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.  
<sup>2</sup> Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

<b>7. PAYMENT DETAILS</b>	<b>PAYMENT OPTION : Full Payment</b>
Amount Blocked (₹ in Figures) _____	(₹ in words) _____
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
<b>OR</b>	
UPI Id _____	
(Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: _____, 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

<b>LOGO</b>	<b>XYZ LIMITED INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	<b>Application Form No.</b>
			PAN of Sole/First Applicant _____
DPID/CLID _____	Amount Blocked (₹ in figures) _____	ASBA Bank & Branch _____	<b>Stamp &amp; Signature of SCSB Branch</b>
	ASBA Bank A/c No./UPI Id _____		
Received from Mr./Ms. _____	Telephone / Mobile _____	Email _____	

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<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	In Figures	In Words	<b>Stamp &amp; Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA</b>	<b>Name of Sole / First Applicant</b>
	No. of Equity Shares	_____		
	Amount Blocked (₹)	_____	<b>Acknowledgement Slip for Applicant</b>	
ASBA Bank A/c No. / UPI Id: _____				
Bank & Branch: _____	<b>Application Form No.</b> _____			

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



**COMMON APPLICATION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - NR**  
 Registered Office:  
 Tel. No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_ Email: \_\_\_\_\_ Website: \_\_\_\_\_  
 Contact Person: \_\_\_\_\_ CIN: \_\_\_\_\_

FOR ELIGIBLE NRIs, FIIs/FPIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXX	Application Form No. _____
-------------	--	--	----------------------------

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b>
		Mr. / Ms. _____ _____ _____ Address _____ _____ Email _____ Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	<b>2. PAN OF SOLE/FIRST APPLICANT</b>
		_____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b>	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.	
<b>4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")</b>	<b>5. CATEGORY</b>
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹  * /- per share <sup>1</sup> <input type="checkbox"/> "Cut-Off" Price	<input type="checkbox"/> Retail Individual
(In Figures) _____ (In Words) _____	<input type="checkbox"/> Non-Institutional
<b>ALLOTMENT WILL BE IN DEMAT MODE ONLY<sup>2</sup></b>	<input type="checkbox"/> QIB
<b>6. INVESTOR STATUS</b>	
<input type="checkbox"/> Non-Resident Indians - NRI (Repatriation basis)	
<input type="checkbox"/> Foreign Institutional Investor - FII/	
<input type="checkbox"/> Foreign Portfolio Investor - FPI	
<input type="checkbox"/> Foreign Venture Capital Investor - FVCI	
<input type="checkbox"/> FII Sub Account Corporate / Individual - FIISA	
<input type="checkbox"/> Others - OTH (please specify)	

<b>7. PAYMENT DETAILS</b>	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	
OR	
UPI Id _____ (Maximum 45 characters)	
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.	

<b>8 A. SIGNATURE OF SOLE / FIRST APPLICANT</b>	<b>8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
Date: _____, 2019	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1) _____	
	2) _____	
	3) _____	

TEAR HERE

<b>LOGO</b>	<b>XYZ LIMITED INITIAL PUBLIC ISSUE - NR</b>	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. _____
DPID / CLID _____	ASBA Bank & Branch _____	PAN of Sole/First Applicant _____	
Amount Blocked (₹ in figures) _____	ASBA Bank A/c No./UPI Id _____	Stamp & Signature of SCSB Branch	
Received from Mr./Ms. _____	Telephone / Mobile _____ Email _____		

TEAR HERE

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b>	In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares	_____	_____		
Amount Blocked (₹)	_____	_____		
ASBA Bank A/c No. / UPI Id: _____				<b>Acknowledgement Slip for Applicant</b>
Bank & Branch: _____				
Application Form No. _____				

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

### **1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:**

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant 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 Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

### **2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:**

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c.) The exemption for the PAN Exempted Applicant 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.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

### **3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS**

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.



#### 4. FIELD NUMBER 4: APPLICATION OPTIONS

- a.) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Draft Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as ₹ [●] per equity shares (including premium of ₹ [●] per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Draft Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of [●] Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of [●] Equity Shares and in multiples of [●] Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

#### Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of [●] equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for [●] equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000.

In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected.

For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.

- f.) Application by QIBs and NIIs must be for [●] equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter, as may be disclosed in the Application Form and the Draft Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.
- h.) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An application cannot be submitted for more than the net issue size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

#### Multiple Applications

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:
  - i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.

ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

m.) **The following Applications may not be treated as multiple Applications:**

- i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.
- ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

**5. FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Draft Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Issue specific details in relation to allocation, Applicants may refer to the Draft Prospectus.

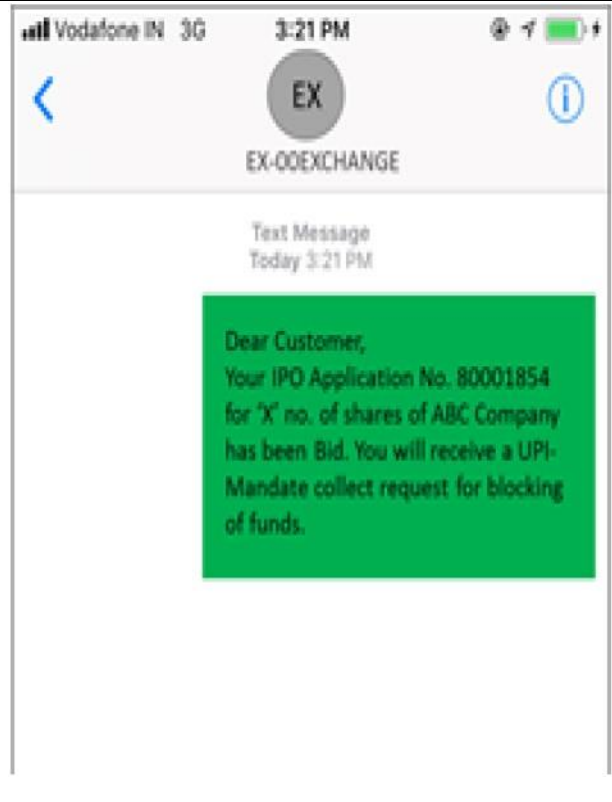
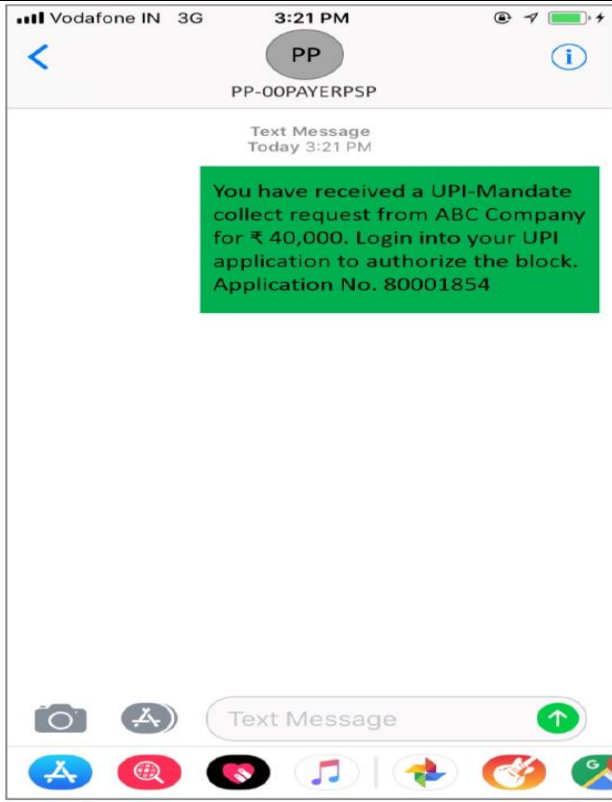
**6. FIELD NUMBER 6: INVESTOR STATUS**

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

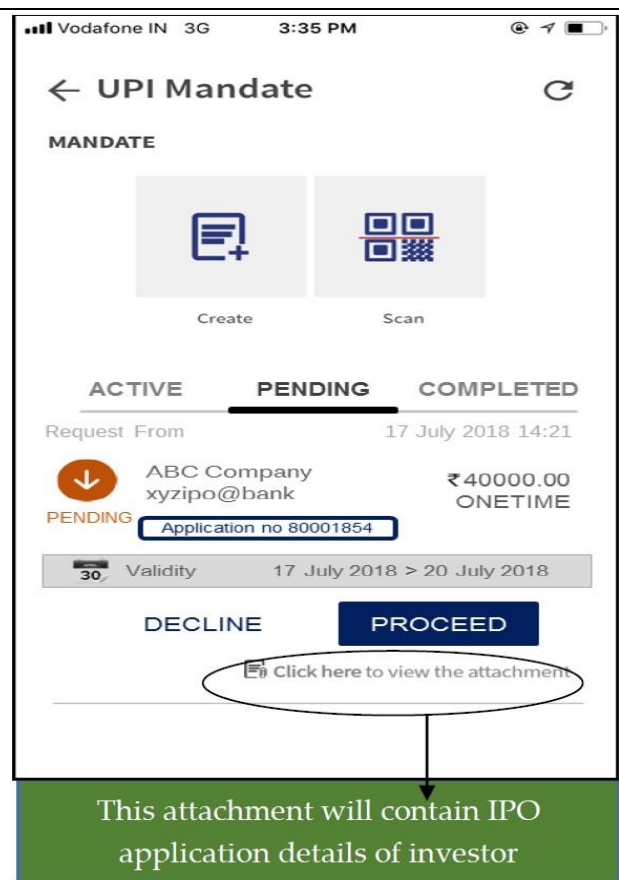
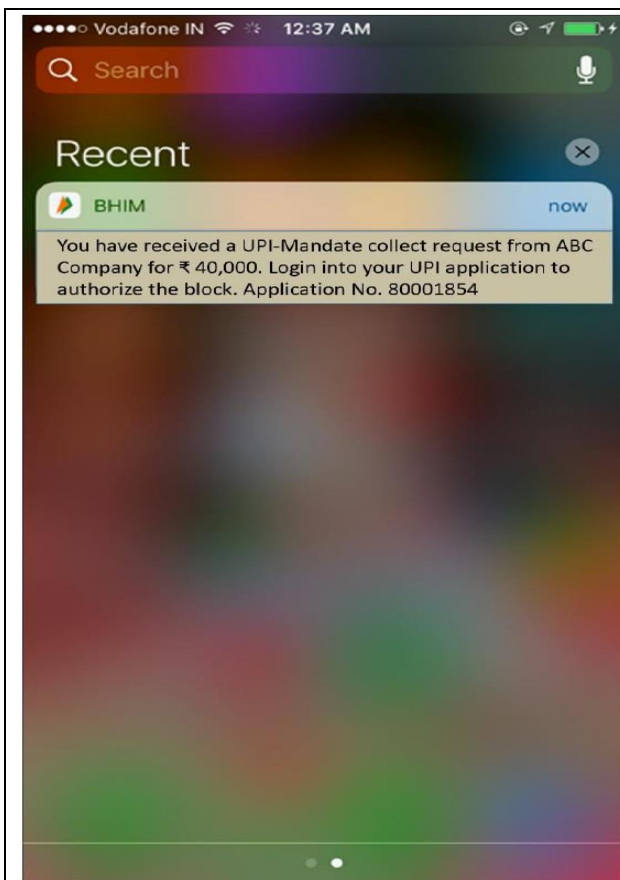
**7. FIELD NUMBER 7: PAYMENT DETAILS**

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

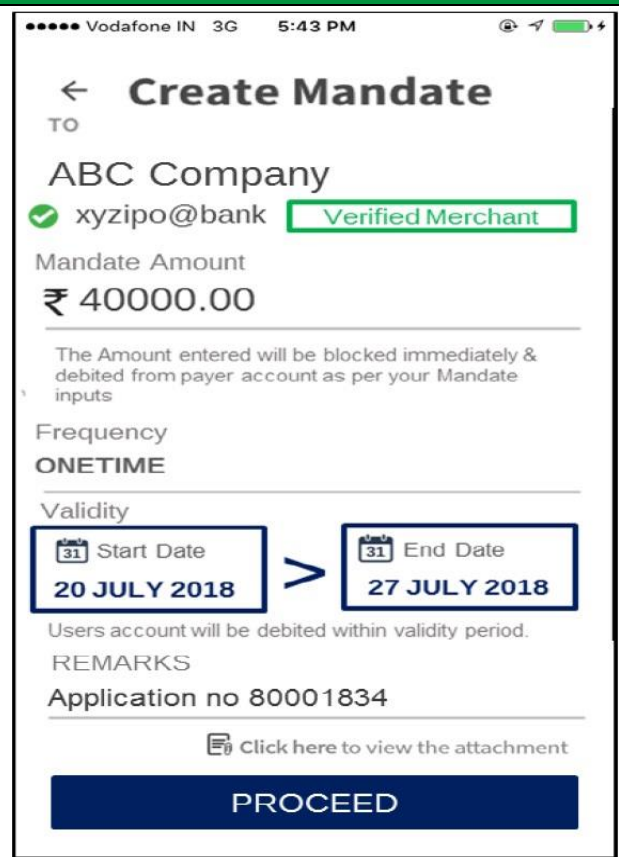
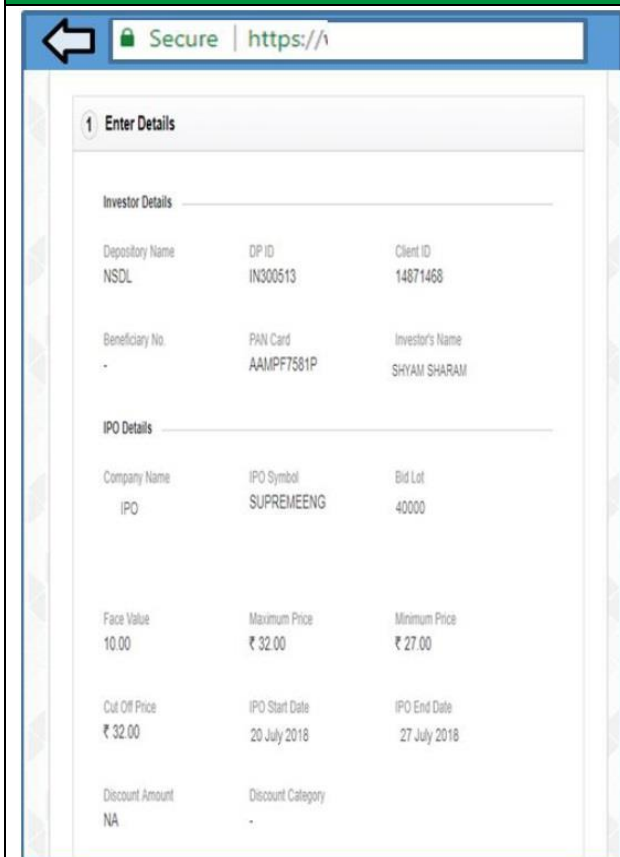
ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
 <p>The screenshot shows an SMS from 'EX-OOEXCHANGE'. The message text is: "Dear Customer, Your IPO Application No. 80001854 for 'X' no. of shares of ABC Company has been Bid. You will receive a UPI-Mandate collect request for blocking of funds."</p>	 <p>The screenshot shows an SMS from 'PP-00PAYERPSP'. The message text is: "You have received a UPI-Mandate collect request from ABC Company for ₹ 40,000. Login into your UPI application to authorize the block. Application No. 80001854"</p>
BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION	BLOCK REQUEST SMS TO INVESTOR





**SAMPLE OF IPO DETAILS IN ATTACHMENT**

**POST VERIFICATION OF DETAILS ABOVE**



**PRE-CONFIRMATION PAGE**

Vodafone IN 3G 3:48 PM

Please check the below details as the amount will be **blocked** for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked

**Mandate Details**

To  
ABC Company  
xyzipo@bank

AMOUNT  
₹ 0000.00

FREQUENCY  
ONETIME

VALIDITY  
20 JULY 2018 to 27 JULY 2018

REMARKS  
Application no 80001854

CANCEL CONFIRM

**ENTERING OF UPI PIN**

Vodafone IN 3G 1:39 AM

CANCEL

STATE BANK OF INDIA

ABC Company ₹ 40000

ENTER UPI PIN

-----

1	2	3
4	5	6
7	8	9
✖	0	SUBMIT

**CONFIRMATION PAGE**

Vodafone IN 3G 3:49 PM

**Mandate Approved**

UPI ID: xyzipo@bank  
Amount: Rs 40000.00  
Frequency: ONETIME  
UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  
Validity: 20<sup>th</sup> July 2018 to 27<sup>th</sup> July 2018

VIEW DETAILS HOME

**APPROVED MANDATES VISIBLE IN UPI APPLICATION**

Vodafone IN 3G 6:43 PM

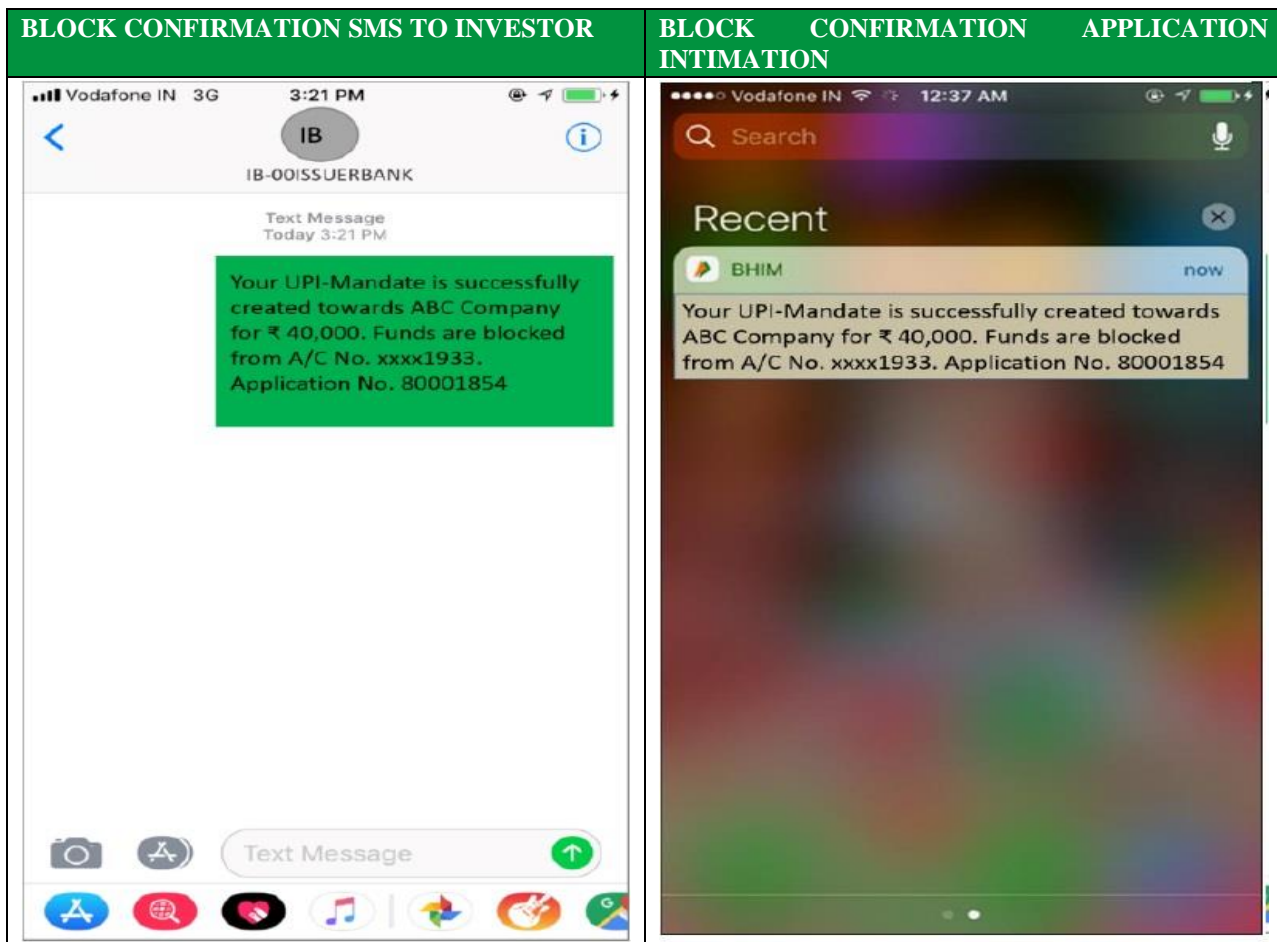
← **Active Mandate**

Received From 18 July 2018 14:21

ABC Company ₹ 40000.00  
xyzipo@bank ONETIME  
ACTIVE Application No 80001834

**MANDATE DETAILS**

START DATE: 20 July 2018  
END DATE: 27 July 2018  
FREQUENCY: One Time  
UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi  
REMARKS: Application No 80001834



- a.) QIB and NII Applicants may submit the Application Form either;
  - i. to SCSB in physical or electronic mode through the internet banking facility Issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
  - ii. in physical mode to any Designated Intermediary.
- b.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- c.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- d.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- e.) Applicants 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 Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- f.) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- g.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- h.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

- i.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- j.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- k.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- l.) The Application Amount may 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 Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- m.) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their applications are liable to be rejected.

#### **8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT**

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c.) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

#### **Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism**

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.
- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.

- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

**Discount: NOT APPLICABLE**

**Additional Payment Instruction for NRIs**

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

**9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS**

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.

**10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b.) All communications in connection with Application made in the Issue should be addressed as under:
  - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
  - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.





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- iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
  - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
  - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
  - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
  - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
  - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
- i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
  - ii. name and address of the Designated Intermediary, where the Application was submitted; or
  - iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
  - iv. For further details, Applicants may refer to the Draft Prospectus and the Application Form.

#### **B. INSTRUCTIONS FOR FILLING THE REVISION FORM**

- a.) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their application till closure of the Issue period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



**COMMON APPLICATION REVISION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - R**

Registered Office:  
Tel. No.: Fax No.: Email: Website:  
Contact Person: CIN:

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

<b>LOGO</b>	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<b>FIXED PRICE SME ISSUE</b> ISIN : XXXXXXXX	Application Form No. <input style="width: 100%;" type="text"/>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. <input style="width: 100%;" type="text"/> Address <input style="width: 100%;" type="text"/> <input style="width: 100%;" type="text"/> Tel. No (with STD code) / Mobile <input style="width: 100%;" type="text"/>
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> <input style="width: 100%;" type="text"/>
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <input style="width: 100%;" type="text"/> CDSL <input style="width: 100%;" type="text"/> <small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>

**PLEASE CHANGE MY APPLICATION**  PHYSICAL

Options	No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)								Price per Equity Share (₹) [*]												"Cut-off" (Please ✓ tick)
	(In Figures)								Issue Price				Discount, if any				Net Price				
	7	6	5	4	3	2	1		4	3	2	1	4	3	2	1	4	3	2	1	
Option 1	ORIGINAL APPLICATION								ORIGINAL APPLICATION												
(OR) Option 2	<del>ORIGINAL APPLICATION</del>								<del>ORIGINAL APPLICATION</del>												<del>X</del>
(OR) Option 3	<del>ORIGINAL APPLICATION</del>								<del>ORIGINAL APPLICATION</del>												<del>X</del>

Options	No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)								Price per Equity Share (₹) [*]												"Cut-off" (Please ✓ tick)
	(In Figures)								Issue Price				Discount, if any				Net Price				
	7	6	5	4	3	2	1		4	3	2	1	4	3	2	1	4	3	2	1	
Option 1	REVISED APPLICATION								REVISED APPLICATION												
(OR) Option 2	<del>REVISED APPLICATION</del>								<del>REVISED APPLICATION</del>												<del>X</del>
(OR) Option 3	<del>REVISED APPLICATION</del>								<del>REVISED APPLICATION</del>												<del>X</del>

<b>6. PAYMENT DETAILS</b>		<b>PAYMENT OPTION : Full Payment</b>
Additional Amount Blocked (₹ in Figures) <input style="width: 100%;" type="text"/>	(₹ in words) <input style="width: 100%;" type="text"/>	
ASBA Bank A/c No. <input style="width: 100%;" type="text"/>		
Bank Name & Branch <input style="width: 100%;" type="text"/>		
OR UPI Id <input style="width: 100%;" type="text"/>		
<small>(Maximum 45 characters)</small>		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b>   Date: ....., 2019	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue 1) _____ 2) _____ 3) _____	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>   
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-----TEAR HERE-----

<b>LOGO</b>	<b>XYZ LIMITED</b> REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No. <input style="width: 100%;" type="text"/>
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DPID / CLID <input style="width: 100%;" type="text"/>	PAN <input style="width: 100%;" type="text"/>
Additional Amount Blocked (₹ in figures) <input style="width: 100%;" type="text"/>	ASBA Bank & Branch <input style="width: 100%;" type="text"/>
ASBA Bank A/c No./UPI Id <input style="width: 100%;" type="text"/>	Stamp & Signature of SCSB Branch
Received from Mr./Ms. <input style="width: 100%;" type="text"/>	
Telephone / Mobile <input style="width: 100%;" type="text"/>	Email <input style="width: 100%;" type="text"/>

-----TEAR HERE-----

<b>XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - R</b>		Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares	<del>XXXXXXXXXX</del>				
	Issue Price	<del>XXXXXXXXXX</del>				
	Additional Amount Blocked (₹)	<del>XXXXXXXXXX</del>				
	ASBA Bank A/c No. / UPI Id:	<del>XXXXXXXXXX</del>				
Bank & Branch:	<del>XXXXXXXXXX</del>					
<b>Acknowledgment Slip for Applicant</b>						Application Form No. <input style="width: 100%;" type="text"/>

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.





**COMMON APPLICATION REVISION FORM**

**XYZ LIMITED - INITIAL PUBLIC ISSUE - NR**

FOR ELIGIBLE NRIs, FIIs/FPis, FVCI, ETC., APPLYING ON A REPATRIATION BASIS

Registered Office:  
Tel. No.: Fax No.: Email: Website:  
Contact Person: CIN:

LOGO TO, THE BOARD OF DIRECTORS XYZ LIMITED  
**FIXED PRICE SME ISSUE**  
**ISIN : XXXXXXX**  
 Application Form No. \_\_\_\_\_

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE/FIRST APPLICANT</b> Mr. / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	
		<b>2. PAN OF SOLE/FIRST APPLICANT</b> _____
		<b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> NSDL <input type="checkbox"/> CDSL <input type="checkbox"/> For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

**4. FROM (as per last Application or Revision)** PLEASE CHANGE MY APPLICATION  PHYSICAL

Options	No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)							Price per Equity Share (₹) [*]							"Cut-off" (Please tick)
	(In Figures)							(In Figures)							
	7	6	5	4	3	2	1	Issue Price			Discount, if any			Net Price	
Option 1	ORIGINAL APPLICATION							ORIGINAL APPLICATION							
(OR) Option 2															
(OR) Option 3															

**5. TO (Revised Application) (Only Retail Individual Investor can apply at "Cut-Off")**

Options	No. of Equity Shares Application (Application must be in multiples of [*] Equity Share)							Price per Equity Share (₹) [*]							"Cut-off" (Please tick)
	(In Figures)							(In Figures)							
	7	6	5	4	3	2	1	Issue Price			Discount, if any			Net Price	
Option 1	REVISED APPLICATION							REVISED APPLICATION							
(OR) Option 2															
(OR) Option 3															

**6. PAYMENT DETAILS** PAYMENT OPTION : Full Payment

Additional Amount Blocked (₹ in Figures) \_\_\_\_\_ (₹ in words) \_\_\_\_\_

ASBA Bank A/c No. \_\_\_\_\_  
 Bank Name & Branch \_\_\_\_\_  
 OR  
 UPI Id \_\_\_\_\_  
 (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST APPLICANT</b> Date: _____, 2019	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue. 1) _____ 2) _____ 3) _____	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)</b>
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----- TEAR HERE -----

LOGO **XYZ LIMITED** Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA Application Form No. \_\_\_\_\_  
**REVISION FORM - INITIAL PUBLIC ISSUE - NR**

DPID / CLID \_\_\_\_\_ PAN \_\_\_\_\_

Additional Amount Blocked (₹ in figures) \_\_\_\_\_ ASBA Bank & Branch \_\_\_\_\_ Stamp & Signature of SCSB Branch \_\_\_\_\_

ASBA Bank A/c No./UPI Id \_\_\_\_\_

Received from Mr./Ms. \_\_\_\_\_

Telephone / Mobile \_\_\_\_\_ Email \_\_\_\_\_

----- TEAR HERE -----

<b>XYZ LIMITED REVISION FORM - INITIAL PUBLIC ISSUE - NR</b>	Option 1	Option 2	Option 3	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Issue Price				
	Additional Amount Blocked (₹)				
ASBA Bank A/c No. / UPI Id: _____				<b>Acknowledgment Slip for Applicant</b>	
Bank & Branch: _____					
Application Form No. _____					

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



## 11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

## 12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Draft Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

## 13. PAYMENT DETAILS

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Draft Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.
- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

## 14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

### APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

*Please note that, providing bank account details or UPI 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, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID 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 Lead Manager nor the Registrar to the Issue 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 CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected.

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide



the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

### RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager 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.

### GROUND FOR REJECTIONS

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 not 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 Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- 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, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft 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 for "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 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 Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third-party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

#### **ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

#### **DESIGNATED DATE AND ALLOTMENT**

- a) Our Company will ensure that the Allotment and credit to the successful Applicants' depository account will be completed within two Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period



as may be prescribed.

- b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- c) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

### 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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated July 08, 2024 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated October 03, 2023 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE0RDJ01019

- 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

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue 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 Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

To, <b>Aayushi Naresh Bhatia</b> <b>C/o. Vandan Foods Limited</b> 503/B, Wall Street-1, Opp. Orient Club, Nr. Rly. Crossing, Ellisbridge, Ahmedabad - 380006 Gujarat <b>Telephone No.:</b> + 079-46041548 <b>Mobile No.:</b> +91- 8980121363 <b>Web site:</b> www.vandanfoods.in <b>E-Mail:</b> <a href="mailto:cs@vandanfoods.in">cs@vandanfoods.in</a>	To, <b>The Registrar to the Issue</b> <b>BIGSHARE SERVICES PRIVATE LIMITED</b> <b>SEBI Registration Number:</b> INR000001385 <b>Address:</b> Office No. S6-2, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai- 400093, Maharashtra. <b>Tel. Number:</b> + 91 22-62638200 <b>Fax:</b> +91 22-62638299 <b>Email Id:</b> ipo@bigshareonline.com <b>Investors Grievance Id:</b> investor@bigshareonline.com <b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Mr. Vinayak Morbale
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CIN: U99999MH1994PTC076534

## 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 make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited ("BSE SME") where the Equity Shares are proposed to be listed are taken within 2 (two) working days of closure of the issue.

## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **Any person who: 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 of Companies Act, 2013 and shall be treated as Fraud.**

*Section 447 of the Companies Act, 2013, is reproduced as below:*

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, 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 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 that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*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.*

## BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE SME (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:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a 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).
2. 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).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal 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.
4. 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.
5. 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.

6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
- (a). minimum fifty per cent. to retail individual investors; and
  - (b). remaining to:
    - i) individual applicants other than retail individual investors; and
    - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

**Explanation:** If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*”.

“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 the SME Platform of BSE Limited (“BSE SME”).

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in chapter titled as “*General Information*” beginning from Page no. 47 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 Limited (“BSE SME”) – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue 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.

#### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

#### **METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME**

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.



## UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

- 1) If our Company does not proceed with the Issue after the Issue Closing Date but before allotment, then the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
- 3) That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date or such other period as may be prescribed;
- 4) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period;
- 5) 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 time prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;
- 6) That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription
- 7) That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;
- 8) No further Issue of Equity Shares shall be made until the Equity Shares Issued through the Prospectus are listed or until the Application monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
- 9) That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
- 11) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
- 12) That adequate arrangements shall be made to collect all Application Forms from Applicants; and
- 13) That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

## UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;

Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“DPIIT”) issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector in respect of food products manufactured and/or produced in India, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

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 (“**Restricted Investor**”), 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 FDI 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. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in 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, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and 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 Applicants. Our Company, and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.**

For further details, see “*Issue Procedure*” beginning on page 205 of this Draft Prospectus.



**SECTION XIII - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

Title of Articles	Article Number	Content
<b>PRELIMINARY</b>	1.	The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.
<b>INTERPRETATION</b>	2.	<p>In these regulation / articles —</p> <p>a) “The Act” or “the said Act” “The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.</p> <p>b) “These Articles” “These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.</p> <p>c) “Beneficial Owner” “Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.</p> <p>d) “The Company” or “this Company” “The Company” or “this Company” means Vandan Foods Limited.</p> <p>e) “The Directors” “The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.</p> <p>f) “Depository” “Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.</p> <p>g) “Depositories Act 1996” “Depositories Act 1996” includes any statutory modification or re- enactment thereof.</p> <p>h) “The Board” or the “Board of Directors” “The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.</p> <p>i) “The Chairman” “The Chairman” means the Chairman of the Board of Directors for the time being of the Company.</p> <p>j) “The Managing Director” “The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.</p> <p>k) “The Office” “The Office” means the Registered Office for the time being of the Company.</p> <p>l) “Capital” “Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.</p> <p>m) “The Registrar”</p>

Title of Articles	Article Number	Content
		<p>“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.</p> <p>n) “Dividend” “Dividend” includes Bonus.</p> <p>o) “Month” “Month” means the calendar month.</p> <p>p) “Seal” “Seal” means the Common Seal for the time being of the Company.</p> <p>q) “In Writing and Written” “In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.</p> <p>r) “Plural Number” Words importing the singular number also include the plural number and vice versa.</p> <p>s) “Persons” “Persons” include corporations and firms as well as individuals.</p> <p>t) “Gender” Words importing the masculine gender also include the feminine gender.</p> <p>u) “Securities &amp; Exchange Board of India” “Securities &amp; Exchange Board of India” or SEBI means the Securities &amp; Exchange Board of India established under Section 3 of the Securities &amp; Exchange Board of India Act, 1992.</p> <p>v) “Year and Financial Year” “Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.</p> <p>Unless the context otherwise requires, words or expressions contained in these regulations /articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations / articles become binding on the company.</p>
<b>COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY</b>	3.	<p>Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:</p> <ol style="list-style-type: none"> <li>i. The Memorandum;</li> <li>ii. The Articles, if any;</li> <li>iii. Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.</li> </ol>
<b>CAPITAL AND SHARES</b>	4.	<p>The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.</p>
	5.	<p>The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe..</p>
	6.	<p>The shares capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.</p>
<b>SHARES AT THE DISPOSAL OF THE DIRECTORS</b>	7.	<p>Subject to the provisions of Section 62 of the Act and these Articles, the shares capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of</p>

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		<p>the same or any of them to such persons, In proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up share and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.</p>
<p><b>FURTHER ISSUE OF SHARES</b></p>	<p>8.</p>	<p>1. Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -</p> <ul style="list-style-type: none"> <li>a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: - <ul style="list-style-type: none"> <li>i. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;</li> <li>ii. unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;</li> <li>iii. (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;</li> </ul> </li> <li>b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by central government; or</li> <li>c) any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.</li> </ul> <p>2. The notice referred to in sub-clause (i) of clause (1) (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p>



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		<p>3. Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.</p> <p>The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.</p>
<b>POWER TO OFFER SHARES/OPTIONS TO ACQUIRE SHARES</b>	9.	<p>(i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.</p> <p>(ii) In addition to the powers of the Board under Article 9(i), the Board may also allot the Shares referred to in Article 9(i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9(i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.</p> <p>The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9(i) and (ii) above.</p>
<b>REDEEMABLE PREFERENCE SHARES</b>	10.	Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.
<b>PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES</b>	11.	<p>On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.</p> <p>(a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;</p> <p>(b) No such shares shall be redeemed unless they are fully paid;</p> <p>(c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares</p>



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		to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.
<b>NEW CAPITAL SAME AS ORIGINAL CAPITAL</b>	12.	Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.
<b>RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES</b>	13.	<p>1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act as applicable at the time of application. This Article is not to delegate any power which the Company would have if it were omitted.</p> <p>2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company. Nothing in sub-clause (2) shall apply to –</p> <p>(a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription or, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;</p> <p>(b) the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership: Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.</p>
<b>REDUCTION OF CAPITAL</b>	14.	The Company may, subject to the provisions of the Companies Act, 2013 or other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

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<b>CONSOLIDATION AND DIVISION OF CAPITAL</b>	15.	<p>The Company may in general meeting alter the conditions of its Memorandum of Association as follows:</p> <ol style="list-style-type: none"> <li>(1) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;</li> <li>(2) Sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;</li> <li>(3) Cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.</li> </ol>
<b>SALE OF FRACTIONAL SHARES</b>	16.	<p>If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.</p>
<b>MODIFICATION OF RIGHTS</b>	17.	<p>Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of the Companies Act, 2013 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of atleast three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of the class</p>
<b>ISSUE OF FURTHER SHARES ON PARI PASSU BASIS</b>	18.	<p>The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</p>
<b>NO ISSUE WITH DISPROPORTIONATE RIGHTS</b>	19.	<p>The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the</p>

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		rights attached to the holders of other shares (not being preference shares).
<b>POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE</b>		“Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”
<b>DEMATERIALIZATION OF SECURITIES</b>		Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
<b>INTIMATION TO DEPOSITORY</b>		“Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”
<b>OPTION FOR INVESTORS</b>		“Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”
<b>THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER</b>		“The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”
<b>RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS</b>		“All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”
<b>RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS</b>		<ol style="list-style-type: none"> <li>i. Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.</li> <li>ii. Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.</li> <li>iii. Every person holding securities of the Company and whose name if entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.</li> </ol>
<b>DEPOSITORY TO FURNISH INFORMATION</b>		Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such

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		intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
<b>SHARES AND CERTIFICATES REGISTER AND INDEX OF MEMBERS</b>	20.	<p>The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.</p> <p>The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.</p>
<b>SHARES TO BE NUMBERED PROGRESSIVELY</b>	21.	The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.
<b>DIRECTORS MAY ALLOT SHARES FULLY PAID-UP</b>	22.	Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.
<b>APPLICATION OF PREMIUM RECEIVED ON SHARES</b>	23.	<ol style="list-style-type: none"> <li>1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to aggregate amount of the premium received on those shares shall be transferred to a “securities premium account” and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.</li> <li>2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company – <ol style="list-style-type: none"> <li>(a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;</li> <li>(b) in writing off the preliminary expenses of the company;</li> <li>(c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;</li> <li>(d) in providing for the premium payable on the redemption of any redeemable preference</li> <li>(e) shares or of any debentures of the company; or</li> <li>(f) for the purchase of its own shares or other securities under section 68.</li> </ol> </li> </ol>
<b>ACCEPTANCE OF SHARES</b>	24.	Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member,

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		provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.
<b>LIABILITY OF MEMBERS</b>	25.	Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's regulations require or fix for the payment thereof
<b>LIMITATION OF TIME FOR ISSUE OF CERTIFICATE</b>	26.	<p>The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.</p> <p>Every members shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a 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 to all such holder.</p>
<b>ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED</b>	27.	<p>If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, an a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. Provided that no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.</p>

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		The provisions of this Article shall mutatis mutandis apply to debentures of the Company.
<b>RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED</b>	28.	<p>A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding Rs.10/- (Rupees Ten) per page.</p> <p>The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.</p>
<b>JOINT ALLOTTEES OF HOLDERS</b>	29.	Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.
<b>COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER</b>	30.	<p>i. The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.</p> <p>ii. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.</p>
<b>WHO MAY HOLD SHARES</b>	31.	Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership
	32.	The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as “the Employees”) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
<b>SWEAT EQUITY</b>	33.	Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.



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<b>DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES</b>	34.	<ol style="list-style-type: none"> <li>1. In pursuance of section 89 of the act, where the name of a person is entered in the register of members of a company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.</li> <li>2. Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)</li> <li>3. Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)</li> <li>4. The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.</li> <li>5. Where any declaration under this article is made to a company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403.</li> <li>6. No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him. Nothing in this article shall be deemed to prejudice the obligation of a company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.</li> </ol>
<b>FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY</b>	35.	<p>No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of provisions of the Companies Act, 2013 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company</p>
<b>ISSUE OF SHARES WITHOUT VOTING RIGHTS</b>	36.	<p>In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by law</p>





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<b>SECTIONS 45 OF ACT NOT TO APPLY</b>	37.	Notwithstanding anything to the contrary contained in the Articles, Section 45 of the Act shall not apply to the Shares held with a Depository;
<b>TRUST RECOGNIZED</b>	38.	<p>Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.</p> <p>Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.</p>
<b>REGISTRATION OF CHARGES</b>	39.	<p>The provisions of the Act relating to registration of charges shall be complied with.</p> <p>In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.</p> <p>Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.</p> <p>Where any charge on any property of the Company required to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.</p> <p>Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.</p>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>COMMISSION MAY BE PAID</b>	40.	<p>A company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -</p> <ol style="list-style-type: none"> <li>a. The payment of such commission shall be authorized in the company's articles of association;</li> <li>b. The commission may be paid out of proceeds of the issue or the profit of the company or both;</li> <li>c. The rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the</li> </ol>

Title of Articles	Article Number	Content
		<p>shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;</p> <p>d. The Draft Prospectus of the company shall disclose—</p> <ol style="list-style-type: none"> <li>i. The name of the underwriters;</li> <li>ii. (ii) The rate and amount of the commission payable to the underwriter; and</li> <li>iii. (iii) The number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.</li> </ol> <p>e. There shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;</p> <p>f. A copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Draft Prospectus for registration.</p>
<b>BROKERAGE MAY BE PAID</b>	41.	The Company may pay a reasonable sum for brokerage on any issue of shares and debentures
<b>CALLS ON SHARES</b>		
<b>DIRECTORS MAY MAKE CALLS</b>	42.	The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (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 a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by instalments.
<b>CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS</b>	43.	Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
<b>NOTICE OF CALLS</b>	44.	One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.
<b>CALLS TO DATE FROM RESOLUTION</b>	45.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.
<b>DIRECTORS MAY EXTEND TIME</b>	46.	The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.
<b>CALL TO CARRY INTEREST AFTER DUE DATE</b>	47.	If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member

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<b>PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES</b>	48.	Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
<b>PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST</b>	49.	The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.
<b>FORFEITURE, SURRENDER AND LIEN</b>		
<b>IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN</b>	50.	If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
<b>FORM OF NOTICE</b>	51.	The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.
<b>IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED</b>	52.	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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a

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		resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
<b>NOTICE OF FORFEITURE</b>	53.	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.
<b>FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY</b>	54.	Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.
<b>POWER TO ANNUL FORFEITURE</b>	55.	The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.
<b>ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE</b>	56.	Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.
<b>EFFECT OF FORFEITURE</b>	57.	The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved
<b>PROCEEDS HOW TO BE APPLIED</b>	58.	+The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.
<b>DECLARATION OF FORFEITURE</b>	59.	<ul style="list-style-type: none"> <li>a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager of the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.</li> <li>b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.</li> <li>c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.</li> <li>d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.</li> </ul>

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		e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.
	60.	The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
<b>TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES</b>	61.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the share.
<b>PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE</b>	62.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.
<b>THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM</b>	63.	The provisions of these Articles as to forfeiture shall apply to 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 Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
<b>BOARD MAY ACCEPT SURRENDER OF SHARES</b>	64.	The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.
<b>COMPANY'S LIEN ON SHARE/DEBENTURES</b>	65.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

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<b>ENFORCING LIEN BY SALE</b>	66.	For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice
<b>APPLICATION OF PROCEEDS OF SALE</b>	67.	The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.
<b>VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE</b>	68.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
<b>BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES</b>	69.	Where an shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.
<b>SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL</b>	70.	For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>REGISTER OF TRANSFER</b>	71.	The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.
<b>EXECUTION OF TRANSFER</b>	72.	Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.



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<b>INSTRUMENT OF TRANSFER</b>	73.	Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.
<b>FORM OF TRANSFER</b>	74.	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.
<b>NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC</b>	75.	No transfer shall be made to a minor or a person of unsound mind.
<b>TRANSFER OF SHARES</b>	76.	<ul style="list-style-type: none"> <li>i. 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.</li> <li>ii. 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.</li> </ul>
<b>DIRECTORS MAY REFUSE TO REGISTER TRANSFER</b>	77.	Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.
<b>NO FEE ON TRANSFER OR TRANSMISSION</b>	78.	No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document
<b>TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN</b>	79.	Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.
<b>WHEN TRANSFER TO BE RETAINED</b>	80.	All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person



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		depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.
<b>DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES</b>	81.	In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person
<b>TITLE TO SHARES OF DECEASED HOLDER</b>	82.	Subject to Article 81 the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.
<b>REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER</b>	83.	<p>Subject to the provisions of Article 90 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.</p> <p>A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.</p>
<b>CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE</b>	84.	The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.
<b>TRANSMISSION OF SHARE</b>	85.	Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon

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		producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.
<b>BOARD MAY REFUSE TO TRANSMIT</b>	86.	The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.
<b>BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION</b>	87.	Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.
<b>TRANSFER BY LEGAL REPRESENTATION</b>	88.	A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of instrument of transfer.
<b>CERTIFICATE OF TRANSFER</b>	89.	The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prime facie title to he shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to he shares or debentures
<b>THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING</b>		
<b>REGISTRATION OF TRANSFER</b>	90.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
<b>NOMINATION</b>	91.	i. Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by central government under the Act.

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		<p>ii. Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by central government under the act.</p> <p>iii. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares of debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by central government under the Act.</p> <p>iv. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.</p>
<p><b>“Option of Nominee”</b></p>	<p>92.</p>	<p>i. A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made. If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be.</p> <p>ii. A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.</p>
<p><b>TRUST NOT RECOGNISED</b></p>	<p>93.</p>	<p>Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable,</p>

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		contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.
<b>TRANSFER OF SECURITIES</b>	94.	Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.
<b>NOTICE OF APPLICATION WHEN TO BE GIVEN</b>	95.	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.
<b>REFUSAL TO REGISTER NOMINEE</b>	96.	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
<b>PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER</b>	97.	A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
<b>BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS</b>	98.	Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.
<b>JOINT HOLDERS</b>	99.	If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;
<b>JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES</b>		The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
<b>TITLE OF SURVIVORS</b>		On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
<b>EFFECTUAL RECEIPTS</b>		Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.
<b>DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER</b>		Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred



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<b>VOTES OF JOINT HOLDERS</b>		<p>to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the joint holders).</p> <p>Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.</p>
<b>CONVERSION OF SHARES INTO STOCK</b>		
<b>SHARES MAY BE CONVERTED INTO STOCK</b>	100.	<p>The Board may, pursuant to section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.</p>
<b>RIGHTS OF STOCK-HOLDERS</b>	101.	<p>The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination</p>
<b>MEETING OF MEMBERS</b>	102.	<p>a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason,</p>

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		<p>extend the time within which any annual general meeting shall be held by a period not exceeding three months.</p> <p>b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated</p>
	103.	<p>The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.</p>
<b>DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING</b>	104.	<p>The General Meeting referred to in Article 99 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings</p>
<b>CALLING OF EXTRA-ORDINARY GENERAL MEETING</b>	105.	<ol style="list-style-type: none"> <li>1. The Board may, whenever it deems fit, call an extraordinary general meeting of the company.</li> <li>2. The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).</li> <li>3. The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.</li> <li>4. If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.</li> <li>5. A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.</li> <li>6. Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.</li> </ol>



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<b>LENGTH OF NOTICE FOR CALLING MEETING</b>	106.	<ol style="list-style-type: none"> <li>1. A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by central government: Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.</li> <li>2. Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.</li> <li>3. The notice of every meeting of the company shall be given to               <ol style="list-style-type: none"> <li>a. every member of the company, legal representative of any deceased member or the assignee of an insolvent member;</li> <li>b. the auditor or auditors of the company; and</li> <li>c. every director of the company.</li> </ol> </li> <li>4. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.</li> </ol>
<b>EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS</b>	107.	<ol style="list-style-type: none"> <li>1. Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -               <ol style="list-style-type: none"> <li>a. the nature of concern or interest, financial or otherwise, if any, in respect of each items of—                   <ol style="list-style-type: none"> <li>i. every director and the manager, if any;</li> <li>ii. every other key managerial personnel; and</li> <li>iii. relatives of the persons mentioned in sub-clauses (i) and (ii);</li> </ol> </li> <li>b. any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.</li> </ol> </li> <li>2. For the purposes of clause (1),—               <ol style="list-style-type: none"> <li>c. in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—                   <ol style="list-style-type: none"> <li>i. the consideration of financial statements and the reports of the Board of Directors and auditors;</li> <li>ii. (ii) the declaration of any dividend;</li> <li>iii. (iii) the appointment of directors in place of those retiring;</li> <li>iv. (iv) the appointment of, and the fixing of the remuneration of, the auditors; And</li> </ol> </li> <li>d. in the case of any other meeting, all business shall be deemed to be special: Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent. of the paid-up share capital of that company, also be set out in the statement.</li> </ol> </li> <li>3. Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such</li> </ol>



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		document can be inspected shall be specified in the statement under sub- clause (1).
	108.	No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened
<b>QUORUM</b>	109.	<p>(1) The quorum for a General Meeting of the Company shall be as under:</p> <ul style="list-style-type: none"> <li>(i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or</li> <li>(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or</li> <li>(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.</li> </ul> <p>(2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –</p> <ul style="list-style-type: none"> <li>(a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or</li> <li>(b) the meeting, if called by requisitionists under section 100, shall stand cancelled: Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.</li> </ul> <p>(3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.</p>
<b>RESOLUTION PASSED AT ADJOURNED MEETING</b>	110.	<p>Where a resolution is passed at an adjourned meeting of –</p> <ul style="list-style-type: none"> <li>(a) a company; or</li> <li>(b) the holders of any class of shares in a company; or</li> <li>(c) the Board of Directors of a company,</li> </ul> <p>the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.</p>
<b>REGISTRATION OF RESOLUTIONS AND AGREEMENTS</b>	111.	The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements
<b>POWER OF ADJOURN GENERAL MEETING</b>	112.	1. The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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		2. 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. 3. Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.
<b>CHAIRMAN OF GENERAL MEETING</b>	113.	The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting
<b>BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT</b>	114.	No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.
<b>RESOLUTION MUST BE PROPOSED AND SECONDED</b>	115.	No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.
<b>POSTAL BALLOT</b>	116.	(1) Notwithstanding anything contained in this Act, the company – a. shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and b. may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such manner as may be determined by Central Government, instead of transacting such business at a general meeting.  (2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.
<b>DECLARATION OF CHAIRMAN TO BE CONCLUSIVE</b>	117.	A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.
<b>CIRCULATION OF MEMBERS' RESOLUTION</b>	118.	1) A company shall, on requisition in writing of such number of members, as required in section 100,—

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		<p>a. give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and</p> <p>b. circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.</p> <p>2) A company shall not be bound under this section to give notice of any resolution or to circulate any statement unless –</p> <p>a. a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,—</p> <p>i. in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;</p> <p>ii. in the case of any other requisition, not less than two weeks before the meeting; and</p> <p>b. there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company’s expenses in giving effect thereto:</p> <p>Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this sub-section, shall be deemed to have been properly deposited for the purposes thereof.</p> <p>3) The company shall not be bound to circulate any statement as required by clause(b) of sub-section (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.</p> <p>4) An order made under sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.</p>
<p><b>VOTES MAY BE GIVEN BY PROXY OR ATTORNEY</b></p>	<p>119.</p>	<p>Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.</p> <p>A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights</p> <p>Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a</p>

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		single person as proxy and such person shall not act as proxy for any other person or shareholder.
<b>VOTES OF MEMBERS</b>	120.	<p>(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -</p> <p>(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and</p> <p>(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.</p> <p>(2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:</p> <p>Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:</p> <p>Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.</p>
<b>RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY</b>	121.	On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.
<b>REPRESENTATION OF BODY CORPORATE</b>	122.	Pursuant to section 113 a body corporate whether a Company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.
<b>REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS</b>	123.	<p>The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.</p> <p>A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.</p>
<b>RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS</b>	124.	No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently

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<b>WHO HAVE NOT PAID CALLS</b>		payable by him have not been paid or in regard to which the Company has and/or has exercised its right of lien.
<b>RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID</b>	125.	A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 124.
<b>HOW MEMBER NON-COMPOS MENTIS MAY VOTE</b>	126.	If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting
<b>INSTRUMENT OF PROXY</b>	127.	The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.
<b>INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE</b>	128.	The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution
<b>WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED</b>	129.	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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.
<b>FORM OF PROXY</b>	130.	Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014
<b>TIME FOR OBJECTION TO VOTE</b>	131.	No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever
<b>CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTE</b>	132.	The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
<b>MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF</b>	133.	A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

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<b>DIRECTORS</b>	134.	<p>Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.</p> <p>As on the date of adoption of this Articles of Association, following are the directors of the company:</p>
<b>BOARD OF DIRECTORS</b>	135.	<p>The following shall be the First Directors of the Company.</p> <ol style="list-style-type: none"> <li>1. Vandan Parag Dave</li> <li>2. Smruti Parag Dave</li> </ol>
<b>INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION</b>	136.	<p>The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act</p>
<b>POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS</b>	137.	<p>The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who 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.</p>
<b>ALTERNATE DIRECTORS</b>	138.	<p>The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:</p> <p>Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act:</p> <p>Provided further that an 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:</p> <p>Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.</p>
<b>NOMINEE DIRECTORS</b>	139.	<p>The Board shall have the power to appoint any person as a director nominated by any institution in Pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.</p> <p>If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:</p>



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		Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
	140.	A Director need not hold any qualification shares
<b>REMUNERATION OF DIRECTORS</b>	141.	<p>1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.</p> <p>(2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.</p> <p>(i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or</p> <p>(ii) by way of commission if the Company by a special resolution authorises such payments.</p> <p>(3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.</p> <p>(4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.</p>
<b>INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION</b>	142.	Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.
<b>TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A</b>	143.	The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the



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<b>BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS</b>		purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.
<b>DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY</b>	144.	The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.
<b>DISCLOSURE OF INTEREST OF DIRECTORS</b>	145.	<p>(1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in an company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.</p> <p>(2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—</p> <ul style="list-style-type: none"> <li>a. with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or</li> <li>b. with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:</li> </ul> <p>Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.</p> <p>(3) A contract or arrangement entered into by the company without disclosure under sub-section (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.</p> <p>(4) Nothing in this Article-</p>

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		<p>(a) shall be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;</p> <p>(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.</p>
<b>INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS</b>	146.	<p>No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.</p>
<b>BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED</b>	147.	<p>1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder—</p> <p>(i) for the sale, purchase or supply of any goods, materials or services; or</p> <p>(ii) selling or otherwise disposing of, or buying, property of any kind;</p> <p>(iii) leasing of property of any kind;</p> <p>(iv) availing or rendering of any services;</p> <p>(v) appointment of any agent for purchase or sale of goods, materials, services or property;</p> <p>(vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;</p> <p>(vii) underwriting the subscription of any securities or derivatives thereof, of the Company;</p> <p>2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.</p> <p>3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act. (S.188 (3))</p>

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		<p>4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.</p> <p>5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.</p>
<b>SPECIAL DIRECTOR</b>	148.	<p>In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as “collaborator” to appoint from time to time any person as director of the company (hereinafter referred to as “special director”) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.</p> <p>The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p> <p>It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more then one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.</p>
<b>DIRECTORS’ SITTING FEES</b>	149.	<p>The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by central government by the Central Government for each of the meetings of the Board or A committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.</p>
<b>DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY</b>	150.	<p>Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or Otherwise, nor shall any such contract or any contracts or arrangement entered Into by or on behalf of the Company with any Director or with any company or Partnership of or in which any</p>

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		<p>Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only Of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189and 196 of the Act shall be duly observed and complied with.</p>
<b>DISQUALIFICATION OF THE DIRECTOR</b>	151.	<p>(1) A person shall not be eligible for appointment as a director of a company, if -</p> <ul style="list-style-type: none"> <li>(a) he is of unsound mind and stands so declared by a competent court;</li> <li>(b) he is an undischarged insolvent;</li> <li>(c) he has applied to be adjudicated as an insolvent and his application is pending;</li> <li>(d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence: <p>Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</p> <ul style="list-style-type: none"> <li>(e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;</li> <li>(f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;</li> <li>(g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or</li> <li>(h) he has not complied with sub-section (3) of section 152.</li> </ul> </li></ul> <p>(2) No person who is or has been a director of a company which -</p> <ul style="list-style-type: none"> <li>(a) has not filed financial statements or annual returns for any continuous period of three financial years; or</li> <li>(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.</li> </ul>
<b>DIRECTORS VACATING OFFICE</b>	152.	<p>The office of a Director shall be vacated if :</p> <ul style="list-style-type: none"> <li>(i) he is found to be of unsound mind by a Court of competent jurisdiction;</li> <li>(ii) he applied to be adjudicated an insolvent;</li> </ul>

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		<p>(iii) he is adjudicated an insolvent;</p> <p>(iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;</p> <p>(v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;</p> <p>(vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;</p> <p>(vii) he is removed in pursuance of Section 169 of Act;</p> <p>(viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;</p> <p>(ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;</p> <p>(x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.</p>
<b>DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY</b>	153.	Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>RETIREMENT OF DIRECTORS BY ROTATION</b>	154.	<p>(1)</p> <p>a. At every Annual General Meeting, not less than two-thirds of the total number of directors of a company shall -</p> <ol style="list-style-type: none"> <li>i. be persons whose period of office is liable to determination by retirement of directors by rotation; and</li> <li>ii. save as otherwise expressly provided in this Act, be appointed by the company in general meeting.</li> </ol> <p>b. The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.</p> <p>c. At the first annual general meeting of a public company held next after the date of the general meeting at which the</p>

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		<p>first directors are appointed in accordance with clauses (a) and (b) and a every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office</p> <p>d. The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.</p> <p>e. At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.</p> <p>(2)</p> <p>a. If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.</p> <p>b. If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—</p> <p>i. at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;</p> <p>ii. the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;</p> <p>iii. he is not qualified or is disqualified for appointment;</p> <p>iv. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or</p> <p>v. section 162 is applicable to the case.</p>
<b>APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY</b>	155.	<p>(1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.</p> <p>(2) A resolution moved in contravention of sub-section (1) shall be void, whether or not any objection was taken when it was moved.</p> <p>(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.</p>
	156.	<p>(1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for</p>

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		<p>appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed get selected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.</p> <p>(2) The company shall inform its members of the candidature of a person for the office of director under sub-section (1) in such manner as may be determined by central government.</p>
<b>RESIGNATION OF DIRECTOR</b>	157.	<p>1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company: Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by central government.</p> <p>2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:</p> <p>Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.</p> <p>3) Where all the directors of a company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.</p>
<b>REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR</b>	158.	<p>The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.</p>
<b>APPOINTMENT OF TECHNICAL EXECUTIVE DIRECTORS</b>	159.	<p>a. The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold</p>



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		<p>any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.</p> <p>b. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.</p>
<b>REMOVAL OF DIRECTORS</b>	160.	<p>1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:</p> <p>Provided that nothing contained in this sub-section shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.</p> <p>2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.</p> <p>3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.</p> <p>4) Where notice has been given of a resolution to remove a director under this section and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so,—</p> <p>(a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and</p> <p>(b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:</p> <p>Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs</p>

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		<p>on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.</p> <p>5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-section (2).</p> <p>6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.</p> <p>7) If the vacancy is not filled under sub-section (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:            Provided that the director who was removed from office shall not be re-appointed as a director by he Board of Directors.</p> <p>8) Nothing in this section shall be taken -</p> <p>(a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or</p> <p>(b) as derogating from any power to remove a director under other provisions of this Act.</p>
<b>ELIGIBILITY FOR RE-ELECTION</b>	161.	A retiring Director shall be eligible for re-election.
<b>PROCEEDINGS OF DIRECTORS</b>		
<b>MEETINGS OF BOARD</b>	162.	<p>1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:</p> <p>Provided that the Central Government may, by notification, direct that the provisions of this sub section shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.</p> <p>2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:</p>

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		<p>Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.</p> <p>3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:</p> <p>Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:</p> <p>Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.</p>
	163.	<p>1) The quorum for a meeting of the Board of Directors of a company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this sub-section.</p> <p>2) 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 and for no other purpose.</p> <p>3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.</p> <p>4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday till the next succeeding day, which is not a national holiday, at the same time and place.</p>
<b>DECISION OF QUESTIONS</b>	164.	Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote
<b>BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN</b>	165.	The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary,

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		<p>or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.</p>
<b>POWER OF BOARD MEETING</b>	166.	<p>A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.</p>
	167.	<p>Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.</p>
<b>MEETING OF THE COMMITTEE HOW TO BE GOVERNED</b>	168.	<p>The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.</p>
<b>DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN</b>	169.	<p>No act done by a person as a director shall be deemed to be invalid not withstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:</p> <p>Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.</p>
<b>PASSING OF RESOLUTION BY CIRCULATION</b>	170.	<p>1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:</p>

Title of Articles	Article Number	Content
		<p>Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.</p> <p>2) A resolution under sub-section (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.</p>
<b>SPECIAL NOTICE</b>	171.	<p>Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.</p>
<b>GENERAL POWERS OF THE BOARD</b>	172.	<p>1) The Board of Directors of a company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:</p> <p>Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made there under, including regulations made by the company in general meeting: Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.</p> <p>2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>
<b>CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS</b>	173.	<p>The Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -</p> <p>(a) to make calls on shareholders in respect of money unpaid on their shares;</p> <p>(b) to authorize buy-back of securities under section 68;</p> <p>(c) to issue securities, including debentures, whether in or outside India;</p>

Title of Articles	Article Number	Content
		<p>(d) to borrow monies;</p> <p>(e) to invest the funds of the company;</p> <p>(f) to grant loans or give guarantee or provide security in respect of loans;</p> <p>(g) to approve financial statement and the Board's report;</p> <p>(h) to diversify the business of the company;</p> <p>(i)</p> <p>(j) to approve amalgamation, merger or reconstruction;</p> <p>(k) to take over a company or acquire a controlling or substantial stake in another company;</p> <p>(l) to make political contributions;</p> <p>(m) to appoint or remove key managerial personnel (KMP);</p> <p>(n) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;</p> <p>(o) to appoint internal auditors and secretarial auditor;</p> <p>(p) to take note of disclosure of director's interest and shareholding;</p> <p>(q) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;</p> <p>(r) to invite and accept or renew public deposits and related matters;</p> <p>(s) to review or change the terms and conditions of public deposit;</p> <p>(t) to approve quarterly, half yearly and annual financial statements or financial results as the case may be. Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:</p> <p>Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.</p>

Title of Articles	Article Number	Content
<b>RESTRICTIONS ON POWERS OF BOARD</b>	174.	<p>1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely: -</p> <ul style="list-style-type: none"> <li>a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.</li> <li>b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;</li> <li>c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business:</li> </ul> <p>Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawables by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.</p> <ul style="list-style-type: none"> <li>d. to remit, or give time for the repayment of, any debt due from a director.</li> </ul> <p>2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.</p> <p>3) Nothing contained in clause (a) of sub-section (1) shall affect -</p> <ul style="list-style-type: none"> <li>(a) the title of a buyer or other person who buys or takes on lease any property investment or undertaking as is referred to in that clause, in good faith; or</li> <li>(b) the sale or lease of any property of the company where the ordinary business of the company consists of, or comprises, such selling or leasing.</li> </ul> <p>4) Any special resolution passed by the company consenting to the transaction as is referred to in clause (a) of sub-section (1) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:</p> <p>Provided that this sub-section shall not be deemed to authorise the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.</p>



Title of Articles	Article Number	Content
		5) No debt incurred by the company in excess of the limit imposed by clause (c) of sub-section (1) shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
<b>POWER TO BORROW</b>	175.	Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.
	176.	All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.
<b>THE PAYMENT OR REPAYMENT OF MONEYS BORROWED</b>	177.	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its uncalled capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
<b>BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS</b>	178.	<p>Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.</p> <p>Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.</p>
<b>CONDITION ON WHICH MONEY MAY BE BORROWED</b>	179.	The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.
<b>TERMS OF ISSUE OF DEBENTURES</b>	180.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

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<b>DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED</b>	181.	<p>1) A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:</p> <p>Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.</p> <p>2) No company shall issue any debentures carrying any voting rights.</p> <p>3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.</p> <p>4) Where debentures are issued by a company under this section, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.</p> <p>5) No company shall issue a Draft Prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by central government.</p> <p>6) A debenture trustee shall take steps to protect the interests of the debentureholders and redress their grievances in accordance with such rules as may be determined by central government.</p> <p>7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:</p> <p>Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three-fourths in value of the total debentures at a meeting held for the purpose.</p> <p>8) A company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.</p> <p>9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal</p>

Title of Articles	Article Number	Content
		<p>amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.</p> <p>10) Where a company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and, after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.</p> <p>11) If any default is made in complying with the order of the Tribunal under this section, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.</p> <p>12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.</p> <p>13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.</p>
<b>EXECUTION OF INDEMNITY</b>	182.	<p>If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company</p>
<b>CERTAIN POWERS OF THE BOARD</b>	183.	<p>Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:</p> <ol style="list-style-type: none"> <li>1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.</li> <li>2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the</li> </ol>

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		<p>Board may believe or may be advised to be reasonably satisfactory.</p> <ol style="list-style-type: none"> <li data-bbox="751 427 1449 757">3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.</li> <li data-bbox="751 792 1449 943">4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.</li> <li data-bbox="751 978 1449 1189">5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.</li> <li data-bbox="751 1225 1449 1312">6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.</li> <li data-bbox="751 1348 1449 1559">7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.</li> <li data-bbox="751 1594 1449 1895">8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.</li> <li data-bbox="751 1930 1449 2009">9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.</li> </ol>

Title of Articles	Article Number	Content
		<p>10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.</p> <p>11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.</p> <p>12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.</p> <p>13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.</p> <p>14) Subject to the provisions of Sections 179,180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.</p> <p>15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.</p> <p>16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.</p> <p>17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and</p>

Title of Articles	Article Number	Content
		<p>from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.</p> <p>18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.</p> <p>19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part the for the benefit of the Company, in such manner &amp; for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on ht same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.</p> <p>20) To pay and charge to the capital account of the Company any commission or interest lawfully payable the out under</p>

Title of Articles	Article Number	Content
		<p>the provisions of the Act and of the provision contained in these presents.</p> <p>21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.</p> <p>22) To redeem redeemable preference shares.</p> <p>23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p> <p>24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.</p>
<p><b>APPOINTMENT OF INDEPENDENT DIRECTOR</b></p>	<p>184.</p>	<p>Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined by central government by the Central Government.</p> <p>Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.</p> <p>Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.</p> <p>Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.</p> <p>No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:</p>



Title of Articles	Article Number	Content
		<p>Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.</p> <p>Notwithstanding anything contained in this Act –</p> <p>(i) an independent director;</p> <p>(ii) a non-executive director not being promoter or key managerial personnel,</p> <p>shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.</p> <p>The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.</p>
<b>KEY MANAGERIAL PERSONNEL</b>		
<b>APPOINTMENT OF KEY MANAGERIAL PERSONNEL</b>	185.	<ol style="list-style-type: none"> <li>1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.</li> <li>2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:</li> </ol> <p>Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board:</p> <p>Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel:</p> <p>Provided also that a company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.</p> <ol style="list-style-type: none"> <li>3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.</li> </ol>

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<b>REMUNERATION OF KEY MANAGERIAL PERSONNEL</b>	186.	The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.
<b>DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR</b>	187.	Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.
<b>CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS</b>	188.	<p>No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who –</p> <p>(a) is below the age of twenty-one years or has attained the age of seventy years:</p> <p>Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;</p> <p>(b) is an undischarged insolvent or has at any time been adjudged as an insolvent;</p> <p>(c) has at any time suspended payment to his creditors or makes, or has at anytime made, a composition with them; or</p> <p>(d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.</p> <p>A person shall not be eligible for appointment as a director of a company if such person suffers any of the disqualifications provided under Section 164 of the Act.</p>
	189.	Special to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
	190.	<p>The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-</p> <p>a) Managing Director and</p>

Title of Articles	Article Number	Content
		<p>b) Manager.</p> <p>and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.</p>
<b>THE SECRETARY</b>	191.	<p>The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.</p>
<b>THE SEAL, ITS CUSTODY AND USE</b>	192.	<p>The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.</p>
	193.	<ol style="list-style-type: none"> <li>1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.</li> <li>2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed. <ol style="list-style-type: none"> <li>(a) in the case of minutes of proceedings of a meeting of the Board or of a committee hereof, by the Chairman of the next succeeding meeting.</li> <li>(b) In the case of minutes of proceedings of a General Meeting, by the chairman of the same meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.</li> </ol> </li> </ol>
	194.	<p>Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.</p>
	195.	<p>Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of</p>

Title of Articles	Article Number	Content
		Directors or liquidators made at the meeting shall be deemed to be Valid
	196.	<p>1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday.</p> <p>2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.</p> <p>3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p> <p>4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.</p> <p>5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p> <p>6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -</p> <p>(a) the names of the directors present at the meeting; and</p> <p>(b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.</p> <p>7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting –</p> <p>(a) is or could reasonably be regarded as defamatory of any person; or</p> <p>(b) is irrelevant or immaterial to the proceedings; or</p> <p>(c) is detrimental to the interests of the company.</p> <p>The Chairman shall exercise and absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.</p>
<b>PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED</b>	197.	Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.
<b>DIVIDENDS</b>	198.	1) No dividend shall be declared or paid by a company for any financial year except –

Title of Articles	Article Number	Content
		<p>a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that sub-section and remaining undistributed, or out of both; or</p> <p>b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government: Provided that a company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:</p> <p>Provided further that where, owing to inadequacy or absence of profits in any financial year, any company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by central government in this behalf:</p> <p>Provided also that no dividend shall be declared or paid by a company from its reserves other than free reserves.</p> <p>2) The depreciation shall be provided in accordance with the provisions of Schedule II of the act.</p> <p>3) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:</p> <p>Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.</p> <p>4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.</p> <p>5) No dividend shall be paid by a company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:</p> <p>Provided that nothing in this sub-section shall be deemed to prohibit the capitalization of profits or reserves of a company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:</p>

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		<p>Provided further that any dividend payable in cash may be paid by cheque or warrantor in any electronic mode to the shareholder entitled to the payment of the dividend.</p> <p>6) A company which fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.</p>
<b>DIVIDEND TO JOINT HOLDERS</b>	199.	Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
	200.	<p>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.</p> <p>No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.</p>
<b>APPORTIONMENT OF DIVIDENDS</b>	201.	All dividends shall be apportioned and paid proportionate 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.
<b>DECLARATION OF DIVIDENDS</b>	202.	The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.
<b>RESTRICTION ON AMOUNT OF DIVIDEND</b>	203.	No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.
<b>DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST</b>	204.	<p>1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.</p> <p>2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.</p>
<b>INTERIM DIVIDENDS</b>	205.	The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act
<b>DEBTS MAY BE DEDUCTED</b>	206.	The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.
<b>DIVIDEND AND CALL TOGETHER</b>	207.	Any General Meeting declaring an dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.
<b>EFFECT OF TRANSFER</b>	208.	Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

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<b>RETENTION IN CERTAIN CASES</b>	209.	The Board may retain the dividends payable upon share in respect of which any person is under Articles entitled to become a member of which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.
<b>NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT</b>	210.	No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.
<b>PAYMENT BY POST</b>	211.	Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant of the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.
<b>DIVIDEND TO BE PAID WITHIN THIRTY DAYS</b>	212.	<p>The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within Thirty days from the date of the declaration of the dividend unless:</p> <ul style="list-style-type: none"> <li>(a) the dividend could not be paid by reason of the operation of any law or</li> <li>(b) a shareholder has given directions to the Company regarding the payment of dividend and these directions can not be complied with or</li> <li>(c) there is dispute, regarding the right to receive the dividend or</li> <li>(d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or</li> <li>(e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.</li> </ul>
<b>UNPAID OR UNCLAIMED DIVIDEND</b>	213.	1) Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount



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		<p>of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.</p> <p>2) The company shall, within a period of ninety days of making any transfer of an amount under sub- section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.</p> <p>3) If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.</p> <p>4) Any person claiming to be entitled to any money transferred under sub-section (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.</p> <p>5) Any money transferred to the Unpaid Dividend Account of a company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.</p> <p>6) All shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:</p> <p>Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.</p>
<b>CAPITALIZATION OF RESERVES</b>	214.	<p>a. Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any</p>

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		<p>capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:</p> <p>(1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or</p> <p>(2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or</p> <p>(3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.</p> <p>b.</p> <p>(1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and</p> <p>(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.</p> <p>c. Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.</p> <p>d. For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such</p>

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		<p>trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.</p> <p>e. If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.</p> <p>f. Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.</p>
<p><b>FRACTIONAL CERTIFICATES</b></p>	<p>215.</p>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and</p> <p>(b) Generally do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power:</p> <p>(a) to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also</p> <p>(b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such Members.</p>

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		(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.
<b>DIVIDEND IN CASH</b>	216.	No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
	217.	The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles
<b>BOOKS OF ACCOUNTS</b>		
<b>BOOKS OF ACCOUNTS TO BE KEPT</b>	218.	<p>The Company shall cause to be kept proper books of account with respect to:</p> <ul style="list-style-type: none"> <li>(i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place;</li> <li>(ii) all sales and purchases of goods and services by the company;</li> <li>(iii) the assets and liabilities of the company; and</li> <li>(iii) the items of cost as may be determined by central government under section 148 in the case of a company which belongs to any class of companies specified under that section;</li> </ul>
<b>BOOKS WHERE TO BE KEPT AND INSPECTION</b>	219.	<p>1) Every company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.</p> <p>All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.</p> <p>2) Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to in sub-clause (1).</p> <p>3) The books of account of every company relating to a period of not less than eight financial years immediately preceding a</p>

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		<p>financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.</p> <p>4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.</p>
<b>INSPECTION BY MEMBERS</b>	220.	Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations accounts the and books and the documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.
<b>TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED</b>	221.	<p>The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.</p> <p>If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days</p>
<b>STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING</b>	222.	The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.
<b>FINANCIAL STATEMENT</b>	223.	<p>Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.</p> <p>If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.</p>
<b>AUTHENTICATION OF FINANCIAL STATEMENT</b>	224.	The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.
<b>BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT</b>	225.	Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules

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		<p>made thereunder. The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 229. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.</p>
<p><b>RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT</b></p>	<p>226.</p>	<p>A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:</p> <ul style="list-style-type: none"> <li>(a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;</li> <li>(b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.</li> </ul>
<p><b>A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR</b></p>	<p>227.</p>	<p>After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.</p>

Title of Articles	Article Number	Content
<b>RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT</b>	228.	<p>(1) Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.</p> <p>The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.</p> <p>The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.</p> <p>Provided also that every subsidiary or subsidiaries shall –</p> <p>(a) place separate audited accounts in respect of each of its subsidiary on its website, if any;</p> <p>(b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.</p> <p>(2) A company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.</p>
<b>ACCOUNTS TO BE AUDITED</b>	229.	<p>(1) Once at least in every year they accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.</p> <p>(2) The appointment, remuneration, rights, powers &amp; duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.</p>



Title of Articles	Article Number	Content
<b>APPOINTMENT OF AUDITORS</b>	230.	<p>(1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.</p> <p>(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.</p> <p>Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.</p> <p>Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:</p> <p>Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:</p> <p>Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.</p> <p>(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:</p> <p>(a) he is not disqualified for re-appointment;</p> <p>(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and</p> <p>(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.</p> <p>(4) The company shall not appoint or reappoint -</p> <p>(a) an individual as auditor for more than one term of five consecutive years; and</p> <p>(b) an audit firm as auditor for more than two terms of five consecutive years:</p> <p>Provided that—</p> <p>(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.</p>

Title of Articles	Article Number	Content
		<p>(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.</p> <p>(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.</p>
<b>POWER OF BOARD TO MODIFY FINAL ACCOUNTS</b>	231.	Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.
<b>DOCUMENTS AND NOTICE</b>		
<b>SERVICES OF DOCUMENTS ON MEMBER BY COMPANY</b>	232.	<p>Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by central government:</p> <p>Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.</p>
<b>SERVICE OF DOCUMENTS ON COMPANY</b>	233.	<p>A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government:</p> <p>Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.</p>
<b>“SERVICE OF DOCUMENTS ON THE COMPANY”</b>	234.	Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.
<b>AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS</b>	235.	Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.
<b>REGISTERS AND DOCUMENTS</b>		
<b>REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY</b>	236.	<p>The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:</p> <p>(a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.</p> <p>(b) Register of mortgages and charges as required by Section 85 of the Act.</p> <p>(c) Register and index of Member and debenture holders as required by Section 88 of the Act.</p>

Title of Articles	Article Number	Content
		<p>(d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.</p> <p>(e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.</p> <p>(f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.</p> <p>(g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.</p>
<b>MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM</b>	237.	<p>Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—</p> <p>(a) required to be kept by a company; or</p> <p>(b) allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.</p>
<b>INDEMNITY</b>	238.	<p>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.</p>
<b>WINDING UP</b>		
<b>DISTRIBUTION OF ASSETS</b>	239.	<p>a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.</p> <p>(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 319 of the Act.</p> <p>(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly</p>



Title of Articles	Article Number	Content
<b>RIGHT OF SHAREHOLDERS IN CASE OF SALE</b>	240.	A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
<b>SECRECY CLAUSE</b>	241.	No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.
	242.	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.
<b>KNOWLEDGE IMPLIED</b>	243.	Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.

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## SECTION XIV – 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 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 Prospectus, will be delivered to the ROC for registration/submission of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at -503/B, Wall Street – 1, Opp. Orient Club, Nr. Rly Crossing, Ellisbridge, Ahmedabad -380006, Gujarat from the date of filing the Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on [www.vandanfoods.in](http://www.vandanfoods.in).

Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. (IST) on all Working Days from date of filing of the Draft Prospectus until the Offer Closing Date.

#### A. MATERIAL CONTRACTS

1. Issue Agreement dated October 24, 2024, executed between our Company and Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated October 24, 2024, executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●], executed between our Company, Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●], executed between our Company, Lead Manager, and Underwriter.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated July 8, 2024.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated October 3, 2023.

#### B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated October 22, 2024 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on October 23, 2024.
3. Statement of Tax Benefits dated October 28, 2024 issued by our Statutory Auditors M/s. Piyush Kothari & Associates, Chartered Accountants.
4. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. Piyush Kothari & Associates, Chartered Accountants for the period ended on August 31, 2024 and financial year ended on March 31, 2024, 2023 and 2022 dated October 26, 2024 included in this Draft Prospectus.
5. Copy of Audited Standalone Financial Statement for the period ended on August 31, 2024 and the financial year ended on March 2024, 2023 and 2022.
6. Certificate dated October 28, 2024 certifying Key Performance Indicators as disclosed in chapter titled Basis of Issue Price issued by M/s. Piyush Kothari & Associates, Chartered Accountants.
7. Certificate dated October 28, 2024 certifying utilisation of loan for the purpose availed as required by clause 9(A)(2)(B) of Schedule VI of Chapter XII of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018 (The “ICDR Regulations”) issued by M/s. Piyush Kothari & Associates, Chartered Accountants.
8. Certificate dated October 28, 2024 certifying Working Capital Requirements of the company as disclosed in the chapter titled Object of the Issue issued by M/s. Piyush Kothari & Associates, Chartered Accountants.
9. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue,



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Registrar to the Issue, Banker to the Issue\*, Market Maker\* and Underwriter to the Issue\* to act in their respective capacities.

*\*to be obtained prior filing of Prospectus.*

10. Due Diligence Certificate from Lead Manager dated December 18, 2024.

11. Copy of In-principle approval letter dated [●] from the BSE Limited.

Any of the contracts or documents mentioned in the Draft 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, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

**Jitendra Rameshbhai Patel**  
**Managing Director**  
**DIN: 08205811**

**Date: December 18, 2024**  
**Place: Ahmedabad**





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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE DIRECTOR AND CHAIRMAN OF OUR COMPANY

Sd/-

**Rakeshkumar Rameshbhai Patel**  
**Chairman & Non-Executive Director**  
**DIN: 10141844**

**Date: December 18, 2024**  
**Place: Ahmedabad**



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

**Kalpeshkumar Bhagavandas Thakkar**  
**Executive Director**  
**DIN: 07825212**

**Date: December 18, 2024**  
**Place: Ahmedabad**



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

**Manish Shrichand Bachani**  
**Independent Director**  
**DIN: 08013906**

**Date: December 18, 2024**  
**Place: Ahmedabad**



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

Sd/-

**Simoli Kalpesh Raval**  
**Independent Director**  
**DIN: 10350999**

**Date: December 18, 2024**  
**Place: Ahmedabad**



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

**Aayushi Naresh Bhatia**  
**Company Secretary cum Compliance Officer**

**Date: December 18, 2024**

**Place: Ahmedabad**



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## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

**Vishvajitsinh Dipsinhbhai Kashela**  
Chief Financial Officer

**Date: December 18, 2024**  
**Place: Ahmedabad**