**DINDIGUL FARM PRODUCT LIMITED**

Corporate Identity Numbers: U15200TZ2010PLC016407

REGISTERED OFFICE		CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
2/52-3, Pillaiyarnatham Pithalaipatty Post, Dindigul, Tamil Nadu, India, 624002		-	Mr. Gurunathan Uma Kanth Narayanan	Tel No: 045 4429 0099/ +91 94980 99930 Email Id: <a href="mailto:cs@ennutrica.com">cs@ennutrica.com</a>	<a href="http://www.ennutrica.com">www.ennutrica.com</a>
PROMOTER OF OUR COMPANY: R RAJASEKARAN, RAJADHARSHINI RAJASEKARAN AND INDRA YANI BIOTECH LIMITED					
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	6450000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	6450000 Equity Shares aggregating to ₹ [●] Lakhs	The Issue is being made pursuant to Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is more than ₹ 1000.00 Lakhs and up to ₹ 2500.00 Lakhs.	
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. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 99 or in case where, Price Band is not disclosed otherwise, will be advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily Tamil regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date, 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 this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to section titled "Risk Factors" appearing on page 28 of this Red Herring Prospectus.					
ISSUER'S ABSOLUTE RESPONSIBILITY					
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.					
LISTING					
The Equity Shares issued through Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").					
BOOK RUNNING LEAD MANAGER TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
 <b>BEELINE</b> Beeline Capital Advisors Private Limited		Mr. Nikhil Shah		Email: <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> Tel. No: 079 4918 5784	
REGISTRAR TO THE ISSUE					
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE	
 <b>LINK Intime</b> Link Intime India Private Limited		Ms. Shanti Gopalkrishnan		Email: <a href="mailto:dindigulfarm.ipo@linkintime.co.in">dindigulfarm.ipo@linkintime.co.in</a> Tel. No: +91 810 811 4949	
BID/ISSUE PERIOD					
BID/ISSUE FOR ANCHOR INVESTORS: WEDNESDAY, JUNE 19, 2024					
BID/ISSUE OPENS ON: THURSDAY, JUNE 20, 2024			BID/ISSUE CLOSES ON: MONDAY, JUNE 24, 2024		



## DINDIGUL FARM PRODUCT LIMITED

Corporate Identity Numbers: U15200TZ2010PLC016407

Our Company was originally incorporated as “Dindigul Farm Product Private Limited” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 29, 2010 issued by Registrar of Companies, Coimbatore. Further our company was converted from private limited company to public limited company pursuant to special resolution passed by our shareholders in the Extra-Ordinary General Meeting held on December 01, 2023 and consequently, the name of our company was changed from “Dindigul Farm Product Private Limited” to “Dindigul Farm Product Limited” and fresh certificate of incorporation dated December 27, 2023 was issued to our company by the Registrar of Companies, Coimbatore. The Corporate Identification Number of our company is U15200TZ2010PLC016407. For details of change in name and registered office of our Company, please refer to chapter titled “History and Corporate Matters” beginning on page no. 154 of this Red Herring Prospectus.

Registered Office: 2/52-3, Pillaiyarnatham Pithalaipatty Post, Dindigul, Tamil Nadu, India, 624002

Website: [www.ennutrica.com](http://www.ennutrica.com) E-Mail: [cs@ennutrica.com](mailto:cs@ennutrica.com) Telephone No: 045 4429 0099/+91 94980 99930

Company Secretary and Compliance Officer: Mr. Gurunathan Uma Kanth Narayanan

PROMOTER OF OUR COMPANY: R RAJASEKARAN, RAJADHARSHINI RAJASEKARAN AND INDRAYANI BIOTECH LIMITED

### THE ISSUE

INITIAL PUBLIC ISSUE OF 6450000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF DINDIGUL FARM PRODUCT LIMITED (“DFPL” 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 326000 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 6124000 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 26.40 % AND 25.07 %, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN ALL EDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALLEDITION OF JANSATTA CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND TAMILNADU EDITION OF DINAMALAR REGIONAL NEWSPAPER (TAMIL REGIONAL LANGUAGE OF TAMILNADU WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED “BSE” FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 220 OF THIS RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Issue Procedure” on page 231.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 231 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10/- each. The Floor Price, the Cap Price and the Issue Price should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this 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 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 Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 28 of this Red Herring Prospectus.

### COMPANY’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE Limited”), 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 May 24, 2024 from BSE Limited (“BSE”) for using its name in Issue document for listing our shares on the SME Platform of BSE Limited (“BSE SME”). For this Issue, the designated Stock Exchange is the BSE Limited (“BSE”).

### BOOK RUNNING LEAD MANAGER



#### BEELINE CAPITAL ADVISORS PRIVATE LIMITED

SEBI Registration Number: INM000012917

Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thalaj, Ahmedabad- 380054, Gujarat, India.

Telephone Number: 079 4918 5784

Email Id: [mb@beelinemb.com](mailto:mb@beelinemb.com)

Investors Grievance Id: [ig@beelinemb.com](mailto:ig@beelinemb.com)

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

Contact Person: Mr. Nikhil Shah

CIN: U67190GJ2020PTC114322

### REGISTRAR TO THE ISSUE



#### LINK INTIME INDIA PRIVATE LIMITED

SEBI Registration Number: INR000004058

Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083

Tel. Number: +91 810 811 4949

Fax- +91 22 4918 6195

Email Id: [dindigulfarm.ipo@linkintime.co.in](mailto:dindigulfarm.ipo@linkintime.co.in)

Investors Grievance Id: [dindigulfarm.ipo@linkintime.co.in](mailto:dindigulfarm.ipo@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Contact Person: Ms. Shanti Gopalkrishnan

CIN: U67190MH1999PTC118368

### BID/ISSUE PERIOD

BID/ISSUE FOR ANCHOR INVESTORS: WEDNESDAY, JUNE 19, 2024

ISSUE OPENS ON: THURSDAY, JUNE 20, 2024

ISSUE CLOSURES ON: MONDAY, JUNE 24, 2024

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATION

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

*The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Possible Tax Benefits”, “Restated Financial Information” and “Main Provisions of the Articles of Association” on page 111, 178 and 259 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms

Term	Description
our Company / the Company / the Issuer/ DFPL	Dindigul Farm Product Limited, a Company incorporated in India under the Companies Act, 1956 having its registered office at 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul, Tamil Nadu – 624002.
we / us / our	Unless the context otherwise indicates or implies, refers to our Company

#### Company Related Terms

Term	Description
Articles of Association / Articles / AoA	The articles of association of our Company, as amended from time to time
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details refer section titled “Our Management” on page 157.
Auditors / Statutory Auditors	The statutory auditors of our Company, currently being M/s. Venkatesh & Co., Chartered Accountants
Bankers to our Company	State Bank of India
Board / Board of Directors	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof. For details see “Our Management” on page 157
Chairman and Managing Director	The chairman and managing director of our Company, namely R Rajasekaran. For details, see “Our Management” on page 157
Chief Financial Officer / CFO	The chief financial officer of our Company, namely Velvizhi Ganesan. For details, see “Our Management” on page 157
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Gurunathan Uma Kanth Narayanan. For details, see “Our Management” on page 157
Director(s)	The director(s) on the Board of Directors, as appointed from time to time
Equity Shares	The equity shares of our Company of face value of ₹ 10 each unless otherwise specified in the context thereof.
Executive Director(s)	Executive director(s) on our Board. For further details of the Executive Director, see “Our Management” on page 157
Group Companies	Our group companies, namely A R Dairy Food Private Limited and Nellai Farm Product Private Limited as identified in terms of the SEBI ICDR Regulations and the Materiality Policy as set out in the section titled “Group Companies” on page 205
IBL/ Corporate	Indrayani Biotech Limited

Term	Description
Promoter	
Independent Director(s)	The non-executive, independent Director(s) on our Board appointed as per Section 2(47) and Section 149(6) of the Companies Act, 2013 and the Listing Regulations. For details of our Independent Directors, see “ <i>Our Management</i> ” on page 157
Key Managerial Personnel / KMP	Key managerial personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 as applicable. For details see “ <i>Our Management</i> ” on page 157
Materiality Policy	The materiality policy adopted by our Board pursuant to a resolution of our Board dated December 28, 2023, for identification of the material: (a) outstanding litigation proceedings; (b) group companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
Memorandum of Association / Memorandum/ MoA	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee / NRC Committee	The nomination and remuneration committee of our Board constituted in accordance with section 178 of the Companies Act, 2013 as described in the chapter titled “ <i>Our Management</i> ” beginning on page 157
Non – Executive Director(s)	A Director, not being an Executive Director. For further details of the Non- Executive Director, see “ <i>Our Management</i> ” on page 157
Promoter(s)	The promoters of our Company namely, R Rajasekaran, Rajadharshini Rajasekaran and Indrayani Biotech Limited
Promoter Group	Such persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 171
Registered Office	2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul, Tamil Nadu – 624002
Registrar of Companies / RoC	Registrar of Companies, Tamil Nadu at Coimbatore, India. For further information, see “ <i>General Information</i> ” on page 59
Restated Financial Statements/ Restated Financial Information	The restated financial statements of our Company, comprising of restated statement of assets and liabilities as at December 23, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and restated statement of changes in equity for the period ended December 23, 2023 and each of the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the Significant Accounting Policies and explanatory notes to the restated financial statements of the Company and included in “ <i>Financial Information</i> ” on page 178
Shareholders	The holders of the Equity Shares from time to time
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 refer section titled “ <i>Our Management</i> ” on page 157

### Issue Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance

Term	Description
	with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Issue Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager
Anchor Investor Pay-In Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the Book Running Lead Manager, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the amount specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism
ASBA Bidders	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank and Public Issue Account Bank(s), as the case may be
Banker to the Issue Agreement	Agreement dated May 27, 2024 entered into amongst the Company, Book Running Lead Manager, the Registrar to the Issue, Sponsor Bank and the Banker to the Issue
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue, as described in “ <i>Issue Procedure</i> ” beginning on page 231.
Bid	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.  The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable

Term	Description
	by the Bidder and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Issue, as applicable.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Tamil Nadu Edition of Regional newspaper Dinamalar where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations.</p> <p>Our Company in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.</p>
Bid/Issue Opening Date	<p>Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Tamil Nadu Edition of Regional newspaper Dinamalar where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.</p>
Bid/Issue Period	<p>Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidder</p> <p>Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for the QIB Category one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Issue Period will comprise of Working Days only.</p>
Bidder/ Applicant	Any prospective investor who makes a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process as described in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Manager” or “BRLM”	The book running lead manager to the Issue, namely Beeline Capital Advisors Private Limited
Broker Centre	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker centres if



Term	Description
	they are Bidding using the UPI Mechanism, to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges and updated from time to time.
Business Day	Monday to Friday (except public holidays).
CAN Confirmation of Allocation Note	The notice or advice or intimation of allocation of the Equity Shares sent to Anchor Investors who have been allocated Equity Shares on / after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids (or revision thereof) will be accepted.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the website of BSE, as updated from time to time.
Cut-off Price	The Issue Price, as finalised by our Company in consultation with the Book Running Lead Manager which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, PAN, DP ID, Client ID and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange ( <a href="http://www.bseindia.com">www.bseindia.com</a> ) as updated from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account(s) or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares may be allotted to successful Bidders in the Issue.
Designated Intermediaries	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity). <a href="http://www.bseindia.com/">http://www.bseindia.com/</a>
Designated Market Maker/ Market Maker	Spread X Securities Private Limited
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited ("SME Exchange") ("BSE SME")
Draft Red Herring Prospectus or DRHP	Draft Red Herring Prospectus dated December 30, 2023 as filed with BSE SME.
Eligible FPIs	FPIs that are eligible to participate in the Issue in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the

Term	Description
	Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRIs	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, on a non-repatriation basis, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being Axis Bank Limited.
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, i.e. ₹ [●] subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids, will be accepted.
Foreign Institutional Investors	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Foreign Portfolio Investor	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	A fraudulent borrower, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018.
General Information Document or GID	The General Information Document for investing in public issues, prepared and issued by SEBI, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
Issue/ Public Issue/ Issue size/ Initial Public Offering/ IPO	The Initial Public Issue of 64,50,000 Equity shares of ₹ 10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs
Issue Agreement/ Memorandum of Understanding	The agreement dated December 29, 2023 our Company and the Book Running Lead Manager, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Issue.
Issue Price	₹ [●] per Equity Share, being the final price within the Price Band, at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus.  The Issue Price will be decided by our Company in consultation with the Book Running Lead Manager, in accordance with the Book Building Process on the Pricing Date and in terms of the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” beginning on page 86 of this Red Herring Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot size	[●]
Market Maker	The reserved portion of 3,26,000 Equity Shares of ₹10 each at an Issue price of ₹ [●] each is

Term	Description
Reservation	aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this Issue.
Portion	
Market Making Agreement	The Market Making Agreement dated December 29, 2023 between our Company, Book Running Lead Manager and Market Maker.
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or 62000 Equity Shares, which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 61,24,000 equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds less the Issue-related expenses. For further details about use of the Net Proceeds and the Issue related expenses, see “ <i>Objects of the Issue</i> ” on page 86.
Net QIB Portion	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors or NII(s) or Non-Institutional Bidders or NIB(s)	All Bidders, that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 9,20,000 Equity Shares, which shall be available for allocation on a proportionate basis to Non Institutional Investors, subject to valid Bids being received at or above the Issue Price
Non-Resident or NR	A person resident outside India, as defined under FEMA.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) and includes any revisions thereof. The Cap Price shall be at least 105% of the Floor Price. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the Book Running Lead Manager, will finalise the Issue Price.
Prospectus	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account Bank(s)	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Issue Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being Axis Bank Limited.
Public Issue Account	Bank account to be opened in accordance with the provisions of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 30,60,000 Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLM), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers” or “QIBs”/ QIB Bidders	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete

Term	Description
	particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least three working days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account to be opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made
Refund Bank/ Refund Banker	The Banker to the Issue with whom the Refund Account will be opened, in this case being Axis Bank Limited.
Registered Broker	Stock brokers registered with the stock exchanges having nationwide terminals other than the members of the Syndicate, and eligible to procure Bids.
Registrar Agreement	The agreement dated December 29, 2023 entered amongst our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the lists available on the website of BSE, and the UPI Circulars.
Registrar, or Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Link Intime India Private Limited
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Individual Bidders or RIB(s) or Retail Individual Investors or RII(s)	Individual Bidders (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs) who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the Bidding options in the Net Issue.
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue consisting of 21,44,000 Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form(s) or any previous Revision Form(s), as applicable.  QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders Bidding in the Retail Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI vide circular no. CIR/OIAE/1/2014 dated December 18, 2014
Self Certified Syndicate Bank(s) or SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
SME Exchange	SME Platform of the BSE i.e. BSE SME.
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Sponsor Bank(s)	The Banker to the Issue registered with SEBI and appointed by our Company to act as a

Term	Description
	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.
Specified Securities	Equity shares and/or convertible securities
Stock Exchange	BSE Limited.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate Agreement	Agreement dated May 27, 2024 entered into among our Company, the Book Running Lead Manager, and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.
Syndicate	Together, the Book Running Lead Manager and the Syndicate Members.
Syndicate Members or members of the Syndicate	Intermediaries (other than Book Running Lead Manager) registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Issue and carry out activities as an underwriter.
Systemically Important Non-Banking Financial Company or NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriters	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time
Underwriting Agreement	The Agreement December 29, 2023 entered between the Underwriters and our Company.
UPI	Unified Payments 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI Bidders	Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.  Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible

Term	Description
	for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The Bidding mechanism that may be used by a UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter(s)	A wilful defaulter, as defined under the SEBI ICDR Regulations.
Working Day	All days, on which commercial banks in Tamil Nadu are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Issue Period, Working Day shall mean all days except all Saturdays, Sundays and public holidays on which commercial banks in Tamil Nadu are open for business and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, “Working Day” shall mean all trading days of Stock Exchange, excluding Sundays and bank holidays in India, as per the circulars issued by SEBI, including the SEBI UPI Circulars.

#### Technical/ Industry Related Terms

Term	Description
APEDA	Agricultural and Processed Food Products Export Development Authority
ASEAN	Association of Southeast Asian Nations
BIS	Bureau of Indian Standards
CAD	Current Account Deficit
CIP	Clean in Place
CIF	Cost, insurance, and freight
DIASS	Defendant's Insanity Assessment Support Scale
EMDE	Emerging Market And Developing Economies
EIC	Export Inspection Council
EBRD	European Bank for Reconstruction and Development
ETP	Effluent Treatment Plants
FAO	Food and Agriculture Organization
FSSA	Food Safety and Standards Act, 2006
FSSC	Food Safety System Certification Scheme
FOB	Free on board” or “freight on board
FSSAI	Food Safety and Standards Authority of India
GDP	Gross Domestic Product
GTA	Global Trade Alert
IEA	International Energy Agency
MCT	Medium Chain tri Glyceride
MSME	Ministry of Micro, Small & Medium Enterprises
NABL	National Accreditation Board for Testing and Calibration Laboratories
NSO	National Statistical Office
NSSO	National Sample Survey Office
PDCASS	Protein digestibility-corrected amino acid score
RGI	Registrar General of India
SMP	Skimmed Milk Powder
SNF	Solid not Fat
TS	Total Solids
UNWTO	United Nations World Tourism Organization

## Conventional and General Terms or Abbreviations

Term	Description
A/c	Account
AGM	Annual general meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations.
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
Calendar Year / year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013 / Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970.
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder
Depository / Depositories	NSDL and CDSL
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
DP / Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortisation
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EGM	Extraordinary general meeting
EMI	Equated Monthly Installment
EPS	Earnings per share
ESOP	Employee Stock Option Plan
EUR	Euro
EXIM/ EXIM Policy	Export – Import Policy
FAQs	Frequently asked questions
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR	Foreign currency non-resident account
FDI	Foreign direct investment
FDI Circular or Consolidated FDI Policy	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time

Term	Description
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Financial Year / Fiscal / FY / F.Y.	Period of twelve months ending on March 31 on that particular year, unless stated otherwise
FI	Financial institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FV	Face value
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GDP	Gross domestic product
Government / GoI	Government of India
GIR Number	General Index Registry Number
GST	Goods and service tax
HUF	Hindu undivided family
HNI	High Net Worth Individual
IBC	The Insolvency and Bankruptcy Code, 2016
IT Act	The Information Technology Act, 2000
I.T. Act	The Income Tax Act, 1961
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IMF	International Monetary Fund
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information technology
JV	Joint Venture
KMP	Key Managerial Personnel
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
MCLR	Marginal cost of fund-based lending rate
Mn / mn	Million
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India



Term	Description
MoU	Memorandum of Understanding
MSME	Micro, Small and Medium Enterprises
N.A / NA	Not applicable
NACH	National Automated Clearing House
National Investment Fund	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India
NAV	Net asset value
NBFC	Non-Banking Financial Companies
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
NECS	National Electronic Clearing System
Negotiable Instruments Act	The Negotiable Instruments Act, 1881
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NOC	No Objection Certificate
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Deposit Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PF	Provident Fund
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit After Tax
PBT	Profit Before Tax
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
R&D	Research and development
RBI	Reserve Bank of India
Registration Act	Registration Act, 1908
Regulation S	Regulation S under the U.S. Securities Act
ROE	Return on Equity
RONW	Return on net worth
Rs. / Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

Term	Description
Regulations	
SEBI Regulations	BTI Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI Regulations/ Regulations	FVCI Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI Regulations	ICDR Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI Regulations	SBEB Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Regulations	VCF Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
SME	Small and Medium Enterprises
State Government	Government of a state of India
Stock Exchanges	Collectively, the BSE and NSE
STT	Securities transaction tax
TAN	Tax deduction account number
TDS	Tax deducted at source
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
UIN	Unique identification number
U.N.	United Nations
U.S. Securities Act	United States Securities Act of 1933, as amended
US GAAP	Generally Accepted Accounting Principles in the United States of America
USA/ U.S/ United States	The United States of America its territories and possessions, any State of the United States, and the District of Columbia
USD/ US\$/ \$	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from

*The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Regulations and Policies in India", "Financial Information of the Company", "Outstanding Litigations and Material Developments" and "Issue Procedure", will have the meaning ascribed to such terms in these respective sections*

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## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

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

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

In this Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### Financial Data

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees in Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our restated financial information prepared for the period ended December 23, 2023 and financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 in accordance with Ind AS, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “Financial Information of the Company” beginning on page 178 of this Red Herring Prospectus.

There are significant differences between Ind AS, Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Ind AS financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Ind AS and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “Financial Information of the Company” beginning on page 178 of this Red Herring Prospectus. As on date of the Red Herring Prospectus we don’t have any subsidiaries. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Red Herring Prospectus, see the section “Definitions and Abbreviations” on page 1 of this Red Herring Prospectus. In the section titled “Main Provisions of the Articles of Association”, on page 259 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### Non-GAAP Financial Measures

Certain Non-GAAP Measures relating to our operations and financial performance including EBITDA, EBITDA Margin, EBITDA CAGR, EBIT, RoNW, ROCE and NAV per Equity Share (“**Non-GAAP Measures**”) have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP Measures relating to our financial performance as we consider such information to be supplemental and useful measures of our business and financial performance. These Non-GAAP Measures and other information relating

to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by generally accepted accounting principles, including Ind AS and may not be comparable to similarly titled measures presented by other companies.

### **Currency and Units of Presentation**

All references to “Rupee(s)”, “Rs.”, “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “Industry Overview” throughout the Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management's Discussion and Analysis of Financial Conditions and Results of Operations” on page 28, 126 and 180 respectively of this Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Ind AS.

The Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

### **Industry and market Data**

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

Although, we believe industry and market data used in the Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 99 of the Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

## FORWARD – LOOKING STATEMENTS

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

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer preferences;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Our ability to retain our key managements persons and other employees;
5. Changes in laws and regulations that apply to the industries in which we operate.
6. Our failure to keep pace with rapid changes in technology;
7. Our ability to grow our business;
8. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
9. General economic, political and other risks that are out of our control;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company’s ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Inability to successfully obtain registrations in a timely manner or at all;
14. Occurrence of Environmental Problems & Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Concentration of ownership among our Promoter;
18. The performance of the financial markets in India and globally;
19. Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 28, 126 and 180 , respectively. 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.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Neither our Company, our Directors, our Promoters, the Book Running Lead Manager or the Underwriter nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## SECTION II - SUMMARY OF RED HERRING PROSPECTUS

*The following is a general summary of the terms of the Issue included in this Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Red Herring Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Financial Information”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 28, 53, 71, 86, 114, 126, 171, 178, 193, and 231, respectively of this Red Herring Prospectus.*

### **Overview of Business**

Established in 2010, we are primarily engaged in processing of whole milk and skimmed milk to make dairy ingredients including, milk protein concentrates, skimmed milk powder, dairy whitener, whey protein concentrate, milk whey powder, casein, unbranded cream and butter and fat filled powders for infant milk formula. Our processing facility is situated at Dindigul and is spread over 15 acres. Our management system has been assessed and determined to comply with the requirements of FSSC 22000. We also follow and comply with requirements of various relevant authorities in our industry such as FSSAI, Halal, Kosher, Export Import Council of India, Europe Regulations in respect of certain of our products. We have also obtained registration cum membership certificate from APEDA.

Our procurement operations consist of an average procurement of approximately 50,000 litres of milk directly and around 30,000-1,00,000 litres of whole milk from open market or third party suppliers. As on the date of the RHP, we have built a network of more than 150 village collection centers, with direct access to more than 4,000 farmers and more than 50 dairy farms. We procure whole milk either directly from the farmers and through third party suppliers. The skimmed milk is procured by us from third party suppliers, majorly from our Group Company A R Dairy Food Private Limited.

We place significant emphasis on quality control and assurance processes across the business model ensuring and setting the right customer expectation and assurance models. The whole milk procured by us is tested by automatic Milk analysers placed at Village Level Milk Collection centers and a combined quality and sampling methods at Chilling Center Level. Our key products have received and tested in regular intervals by NABL approved food testing labs to comply the requirements of the above stated quality certifying / assuring / inspection authorities Like FSSC etc. Quality food safety forms a part of our policy and we believe is one of the main drivers of our business. We have well defined documented quality system and Standard Operating procedures (SOPs) which is monitored at various stages of procurement and processing.

We market our products under the brand name ENNUTRICA, Activday and currently supply to a wide number of customers from different industries. For fiscal 2023, we have sold products in more than 15 states domestically and 3 countries internationally. However, we aim to expand our international operations by looking to enter more ASEAN and European countries. We mainly supply products to Dairy Industry, Food Ingredients industry, nutrition industry, dairy industry, ice cream industry and baking industry.

### **Industry in which our Company operates**

The Dairy sector in India has grown substantially over the years. As a result of prudent policy interventions, India ranks first among the world’s milk producing nations, achieving an annual production of 221.06 million tonnes during the year 2021-22 as compared to 209.96 million tonnes during 2020-21 recording a growth rate of 5.29%. FAO Food Outlook (November 2022) reported 1.34% increase in world milk production from 912.6 million tonnes in 2020 to 924.8 million tonnes in 2021 (estimates). This represents a sustained growth in the availability of milk and milk products for the growing population.

Dairying has become an important secondary source of income for millions of rural families and has assumed the most important role in providing employment and income generating opportunities particularly for women and marginal farmers. The per capita availability of milk has reached a level of 444 grams per day during the year 2021-22 which is more than the world average of around 320 grams per day in 2021 (estimates) (Food Outlook Nov’22). Most of the milk in the country is produced by small, marginal farmers and landless

labourers.

India, about 46% of the milk produced is either consumed at the producer level or sold to nonproducers in the rural area, the balance 54% of the milk is available for sale to organised and unorganised players. Organised sector comprise of Government, Producers' Owned Institutions (Milk Cooperatives & Producer Companies) and Private players which provides fair and transparent system of milk collection round the year at the village level. Unorganized/informal sector involves local milkman, dudhias, contractors etc. and they are mostly found to be opportunistic, as there is no uniformity of milk price paid to producers and it varies depending upon the situation. Possibility of adulteration of milk is higher among these unorganized groups. In the areas where competition is high and presence of formal sector is strong, they generally give higher prices and at the same time, they don't offer remunerative prices to the producers where organized sector is not present.

### Our Promoters

Our Promoters are R Rajasekaran, Rajadharshini Rajasekaran and Indrayani Biotech Limited. For further details, see "Our Promoters and Promoter Group" beginning on page 171.

### Details of the Issue

This is an Initial Public Offer of 64,50,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs ("The Issue"), out of which 3,26,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e., Issue of 61,24,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ [●] per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the "Net Issue". The Issue and Net Issue will constitute 26.40% and 25.07% respectively of the post-issue paid-up Equity Share capital of our Company.

### Objects of the Issue

The Net Proceeds are proposed to be used by our Company in accordance with the details set forth below:

Particulars	Estimated amount (₹ in lakhs)	Estimated amount as a percentage of Net Proceeds (%)
Funding Capital Expenditure	1,212.33	[●]
Working Capital Requirements	1,384.00	[●]
General corporate purposes <sup>(1)</sup>	[●]	[●]
<b>Total<sup>(1)</sup></b>	[●]	[●]

(1) To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.

For further details, see "Objects of the Issue" beginning on page 86.

### Aggregate Pre-Issue shareholding of our Promoters and the members of Promoter Group (other than our Promoters) as a percentage of the pre Issue paid-up Equity Share Capital

The aggregate pre-Issue shareholding of our Promoters, as a percentage of the pre-Issue paid-up Equity Share capital of our Company is set out below:

S. No.	Name of the Shareholder*	Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue paid-up equity share capital (%)
(1)	R Rajasekaran	19,42,000	10.80%
(2)	Rajadharshini Rajasekaran	14,42,000	8.02%
(3)	Indrayani Biotech Limited	76,56,820	42.59%



<b>Total</b>	<b>1,10,40,820</b>	<b>61.41%</b>
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The aggregate pre-Issue shareholding of the members of the Promoters Group (other than our Promoter), as a percentage of the pre-Issue paid-up Equity Share capital of our Company is set out below:

S. No.	Name of the Shareholder	Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue paid-up equity share capital (%)
(1)	Rajasekaran Suriyaprabha	11,75,000	6.54%
(2)	Sarayu	7,40,180	4.12%
(3)	S R Srinivasan	2,29,000	1.27%
(4)	Ravi Chandran Ranganathan	13,17,000	7.33%
	<b>Total</b>	<b>34,61,180</b>	<b>19.25%</b>

For further details, see “Capital Structure” beginning on page 71.

### Summary of select financial information derived from our Restated Financial Information

(in ₹ lakhs except per share data)

Particulars	As at and for the period ended December 23, 2023	As at and for the Fiscal ended March 31, 2023	As at and for the Fiscal ended March 31, 2022	As at and for the Fiscal ended March 31, 2021
Equity Share Capital	1753.40	1438.20	1438.20	1438.20
Net worth (total Equity) <sup>(1)</sup>	393.94	(1638.46)	(2162.72)	(1742.64)
Revenue from Operations	6874.75	8157.74	2831.88	1763.13
Restated Profit after tax	588.40	525.79	(420.08)	(461.19)
Earnings per share (basic and diluted) <sup>(2)</sup> <sup>(3) (4) (5)</sup>	4.09	3.59	(2.90)	(3.21)
NAV per equity share <sup>(6)</sup>	2.29	(11.39)	(15.04)	(12.12)
Total borrowings <sup>(7)</sup>	2263.87	2398.37	2579.25	2716.23

Notes:

1. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information of the Company, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
2. Basic and diluted EPS are based on the Restated Financial Information.
3. Basic Earnings per Equity Share (₹) = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year
4. Diluted Earnings per Equity Share (₹) = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year
5. Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 ‘Earnings per share’
6. NAV per equity share is calculated as net worth as of the end of relevant year divided by the number of equity shares outstanding at the end of the year. Further, “other equity” comprises retained earnings, other comprehensive income and securities premium reserve as at the end of respective year/period.

7. *Total Borrowings = Non – current borrowings + Current Borrowings including current maturities of long-term borrowings*

For further details, see “*Other Financial Information*” beginning on page 179.

#### **Qualifications of the Auditors which have not been given effect to in the Restated Financial Information**

There are no qualifications from the Statutory Auditors in the examination report that have not been given effect to in the Restated Financial Information.

#### **Summary of Outstanding Litigation**

A summary of outstanding litigation proceedings of our Company, Directors, Promoters and Group Companies as disclosed in “*Outstanding Litigation and Material Developments*” on page 193, in terms of the SEBI ICDR Regulations and the materiality policy approved by our Board pursuant to resolution dated December 28, 2023, as of the date of this Red Herring Prospectus is set forth below:

#### **Cases against our Company:**

<b>Nature of Cases</b>	<b>No of Outstanding Cases</b>	<b>Amount involved (In Lakhs)</b>
Criminal Complaints*	Nil	Nil
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		
Income Tax (e-proceedings)	2	Amount Unascertainable
TDS	1	4.16
Other Litigation*	Nil	Nil

#### **Cases against our Promoters and Directors:**

<b>Nature of Cases</b>	<b>No of Outstanding Cases</b>	<b>Amount involved (In Lakhs)</b>
Criminal Complaints	NIL	NIL
Statutory/ Regulatory Authorities (Indrayani Biotech Limited)	NIL	NIL
Taxation (IT)		
Ravi Rajappan	1	0.01
Raju Rajasekaran	2	21.27
Other Litigation	NIL	NIL

#### **Cases against our Group Company- A. R. Dairy Food Private Limited:**

<b>Nature of Cases</b>	<b>No of Outstanding Cases</b>	<b>Amount involved (In Lakhs)</b>
Criminal Complaints	NIL	NIL
Statutory/ Regulatory Authorities	2	Amount unascertainable since it is violation of FSS Act
Income Tax	3	71.70
TDS	13	32.50
GST	18	Amount unascertainable
Taxation	1	101.14
Other Litigation	NIL	NIL

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 193.

#### **Risk Factors**

Specific attention of the investors is invited to “*Risk Factors*” section beginning on page 28. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

### Summary of Contingent Liabilities

As of Restated Financial Statement, contingent liabilities as per Ind AS 37 as indicated in our Financial Information are as follows:

(₹ in lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Contingent Liabilities</b>				
Claims against the Company not acknowledged as debt in respect of :				
Net Liability towards bank	-	-	-	-
Statutory	1.50	1.50	-	-
Others	-	-	-	-
<b>Total</b>	1.50	1.50	-	-
<b>Contingent Assets</b>				
Net claims on Banks	-	-	-	-
Claims on utilities	-	-	-	-
Net claims on Vendors	-	-	-	-
Claims for non-delivery by vendors	-	-	-	-

For further details of contingent liabilities as per Restatement Financial Statement, see “*Restated Financial Information – Note 36 – Commitments and Contingent Liabilities*” beginning on page 178.

### Summary of Related Party Transactions

Summary of the related party transactions of our Company for the period ended on December 23, 2023 and the financial year ended March 31, 2023, 2022 and 2021, as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations, derived from Restated Financial Information read with SEBI ICDR Regulations are set forth in the table below:

Transaction with KMP and Relatives:

(₹ in lakhs)

S.No	Particulars	Type of Relative	Nature of Transaction	FY 2023-24 (Upto 23-12-2023)		FY 2022-23		FY 2021-22		FY 2020-21	
				Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet
1	Mr. Rajasekaran	Directors	Loan/(Repayment of Loan)	(12.25)	575.17	(136.63)	590.37	(62.71)	562.32	(5.03)	789.71
			Interest on Loan	50.15	-	52.60	-	55.21	-	33.29	-
			Remuneration	16.00	-	-	-	-	-	-	-
			Conversion of Loan & Remuneration to Equity	17.00	-	-	-	-	-	-	-
2	Mrs. Suriyaprabha	Directors	Loan/(Repayment of Loan)	(36.00)	556.18	(41.24)	659.18	(4.06)	700.39	(13.61)	704.45
			Interest on Loan	49.33	-	68.12	-	71.39	-	43.01	-
			Conversion of Loan to Equity	67.00	-	-	-	-	-	-	-
3	Mrs. Rajadharshini	Directors	Loan	0.07	-	-	-	(7.09)	-	-	7.09
			(Repayment of Loan)	(0.07)	-	-	-	-	-	-	-
4	Mrs. Sarayu	Relative of Director	Loan/(Repayment of Loan)	-	-	-	-	(10.30)	-	-	10.30
5	Mr. S R Srinivasan	Relative of Director	Loan/(Repayment of Loan)	-	-	(14.31)	-	-	14.31	-	14.31
<b>Total</b>				<b>151.23</b>	<b>1,131.35</b>	<b>(71.46)</b>	<b>1,249.55</b>	<b>42.44</b>	<b>1,277.02</b>	<b>57.66</b>	<b>1,525.86</b>

Transaction with related parties (Other than KMP):

(₹ in lakhs)

S.No	Name of the Related Party	Nature of Relationship	Nature of Transaction	FY 2023-24 (Upto 23-12-2023)		FY 2022-23		FY 2021-22		FY 2020-21	
				Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet
1	M/s. A.R Dairy Food Private Limited	Entity in Which Directors are Interested	Sales	-	1,978.04	294.39	1,630.78	235.38	1,698.34	278.36	1,493.59
			Purchase	935.52	1,978.04	4,329.29	1,630.78	1,175.44	1,698.34	1,080.10	1,493.59
			Processing Charges	120.98	1,978.04	55.83	1,630.78	-	1,698.34	-	1,493.59
				-	-	-	-	-	-	-	-
			<b>Total</b>	<b>1,056.50</b>	<b>5,934.12</b>	<b>4,679.51</b>	<b>4,892.35</b>	<b>1,410.82</b>	<b>5,095.01</b>	<b>1,358.46</b>	<b>4,480.77</b>
2	Indrayani Biotech Limited	Holding Company	Loan	20.06	-	266.52	141.52	-	-	-	-
			Conversion of Loan to Equity	161.00	0.58	-	-	-	-	-	-
				-	-	-	-	-	-	-	-
3	M/s. Easy Business Information Solution	Entity in Which Directors are Interested	Other Expenses	2.84	2.12	1.65	0.69	0.12	0.12	0.09	0.23
				-	-	-	-	-	-	-	-
4	M/s. Pothy Herbals (Unit 2 & 3)	Entity in Which Directors are Interested	Chilling Charges	90.26	55.59	26.62	18.91	-	-	-	-
			Loan/(Repayment of Loan)	-	-	(222.28)	-	105.95	222.28	75.11	117.08
				-	-	-	-	-	-	-	-
5	M/s. SVF Cocopeat	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	(0.18)	-	(30.00)	46.18	87.00	76.18	-	-
			Conversion of Loan to Equity	46.00	-	-	-	-	-	-	-
				-	-	-	-	-	-	-	-
6	M/s. GK Wind Farm	Subsidiary	Profit Share	-	-	7.77	-	2.09	-	2.14	-
			Wind Purchase	39.19	22.27	57.80	10.34	35.68	14.81	42.69	10.40
				-	-	-	-	-	-	-	-
7	M/s. Nellai Farm Product Pvt Ltd	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(79.48)	-	-	79.48	-	79.48
				-	-	-	-	-	-	-	-
8	M/s. Farm Valley Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	13.00	-	(7.19)	-	(47.81)	7.19	-	55.00
			Conversion of Loan to	13.00	-	-	-	-	-	-	-

			Equity								
				-	-	-	-	-	-	-	-
9	M/s. Jeevan Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(5.00)	-	5.00	13.72	-	8.72
				-	-	-	-	-	-	-	-
10	M/s. Yellow Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(43.45)	0.05	(46.50)	43.50	-	90.00
<b>Total</b>				<b>385.17</b>	<b>80.55</b>	<b>(27.04)</b>	<b>217.69</b>	<b>141.54</b>	<b>457.28</b>	<b>120.04</b>	<b>360.91</b>

For details of the related party transactions in accordance with Ind AS 24, see “*Restated Financial Information – Note 36 – Related Party Disclosures*” beginning on page 178.

## Financing arrangements

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

## Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Red Herring Prospectus

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

Name	Number of Equity Shares acquired	Weighted Average Price of Equity Shares acquired (₹)*
R Rajasekaran	60,000	50
Rajadharshini Rajasekaran	Nil	NA
Indrayani Biotech Limited	3,22,000	50

\*As certified the Statutory Auditor, by way of their certificate dated December 29, 2023.

## Average cost of acquisition of Equity Shares of our Promoters

The average cost of acquisition per Equity Share of the Equity Shares held by our Promoters, as at the date of this Red Herring Prospectus, is set forth below:

Name	Number of Equity Shares	Average cost of acquisition per Equity Share* (₹)
R Rajasekaran	19,42,000	6.49
Rajadharshini Rajasekaran	14,42,000	10.00
Indrayani Biotech Limited	76,56,820	11.68

\*As certified by the Statutory Auditor, by way of their certificate dated December 29, 2023.

For further details of the acquisition of Equity Shares of our Promoters, see “Capital Structure” at page 71.

## Details of Pre-IPO placement

Our Company does not contemplate any issuance or placement of Equity Shares by way of pre-IPO Placement from the date of this Red Herring Prospectus until the listing of the Equity Shares.

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

Other than as disclosed in “Capital Structure” on page 71, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Red Herring Prospectus.

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

Pursuant to a resolution of Shareholders’ resolution dated December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹ 10 each and accordingly, 14,38,200 equity shares of our Company of face value of ₹100 each were sub-divided into 1,43,82,000 Equity Shares of face value of ₹ 10 each. For further details, see “Capital Structure” on page 71.

## Exemption from complying with any provisions of securities laws

Our Company has not made any application under Regulation 300(1)(c) of the SEBI ICDR Regulations for seeking an exemption from complying with any provisions of securities laws by SEBI as on the date of this Red Herring Prospectus.

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this Red Herring Prospectus, particularly the “Restated Financial Information” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 178, 126 and 180 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved.*

#### **Internal Risks**

##### ***Risks Relating to our Business***

- 1. We have incurred net losses during Fiscal 2022 and Fiscal 2021 and our inability to achieve profitability in future may have an adverse effect on our operations. Further we had negative networth for the past three fiscal years.***

As per our Restated Financial Statements, we have net profit of Rs. 588.89 lakhs for the period ended December 23, 2023, Rs 516.67 lakhs for Fiscal 2023, a loss of Rs. 416.58 lakhs for Fiscal 2022 and loss of Rs 462.02 lakhs for Fiscal 2021. Further we had negative net worth of Rs. (1,638.46) lakhs, (2,162.72) lakhs and (1,742.64) lakhs as on March 31, 2023, March 31, 2022 and March 31, 2021 respectively. The loss in these years is attributed to due to excess supply of milk in the market due to Covid-19 resulting in manufacturing of milk powder by various manufacturers resulting in increased competition. Further as a result of Covid-19, we also incurred higher costs for consumables. With the increase in our business operations and milk supply getting regulated, we have started earning profits but, it is difficult for us to predict our future results of operations or the limits of our market opportunity. We expect our operating expenses to increase as we hire additional personnel, broaden our marketing efforts, expand our operations and infrastructure, continue to enhance our brand, and develop and expand our product range which may impact our profitability in future. Any failure to increase our net revenue sufficiently to keep pace with our initiatives, investments, and other expenses could prevent us from achieving profitability or positive cash flow on a consistent basis in future periods.

- 2. Any increase in the cost of our raw material or a shortfall in the supply of our raw materials, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.***

The success of our operations depends on a variety of factors, including our ability to source raw materials at competitive prices with the desired quality & quantity. The principal raw materials required in the manufacturing process is whole milk and skimmed milk. Our raw milk procurement model involves direct purchase of a majority of our raw milk requirements our network of farmers via village collection centres and



from third party suppliers. We majorly procure skimmed milk from one of our Group Company or from open market. While we believe we have developed a strong relationship with these milk vendors or farmers, we have not entered into any formal supply contracts with such vendors. Also, the amount of such milk procured and the price at which we procure such supplies, may fluctuate from time to time in the absence of a formal supply contract. The availability and price of whole milk is subject to a number of factors beyond our control including seasonal factors, environmental factors, general health of cattle in the regions in which we operate and Government policies and regulations. There can be no assurance that we will be able to procure all of our future milk requirements at commercially viable prices, or that we will be able to pass on any increases in the procurement price of raw milk to our customers. For the period ended December 23, 2023, our cost of materials consumed and was Rs. 4,774.94 lakhs representing 69.46% of our revenue from operations and for Fiscal 2023, 2022 and 2021, our cost of materials consumed was ₹ 6,454.38 lakhs, 2,046.07 lakhs and 1,330.52 lakhs, representing 79.12%, 72.25% and 75.46%, of our revenue from operations, respectively.

Furthermore, in the event that such farmers or milk vendors discontinue their supply to us or if we are unable to source quality milk from other suppliers at competitive prices, we may not be able to meet our production and sales targets. Interruption of, or a shortage in the supply of, milk may result in our inability to operate our production facilities at optimal capacities or at all, leading to a decline in production and sales. In addition, competition in the dairy industry may result in an increase in milk prices, which we may not be able to match, thereby affecting our supply of whole milk. An inability to procure sufficient quality milk at reasonable cost, or an inability to pass on any increases in the price of milk to our customers could adversely affect our business, results of operations and financial condition. If we are required to source milk from other suppliers, it may be more difficult for us to maintain quality control across our procurement process. A decrease in the quality of our milk would adversely affect the quality of our products, our reputation and sales.

**3. *Real or perceived product contamination could result in reduced sales, product liability and damage to our reputation, and subject us to regulatory action.***

We are subject to various regulations relating to product liability, including in particular relating to food safety of our products. We sell products for human consumption, which involves risks such as product contamination or spoilage, product tampering and other adulteration of our products, especially as milk is a perishable product. Although we conduct various tests before procurement of raw milk, there can be no assurance that such testing and verification on quality of the raw milk checks conducted by us will be accurate at all times. We believe that we meet existing professional specification standards recognized or required in the industries in which we operate. Maintaining high standards of quality in our processing activities is critical to our growth and success. We have implemented quality assurance systems across our manufacturing facility that cover the full product lifecycle for ensuring consistent quality, efficacy and safety of our products.

If our products are found to be contaminated or reported to be associated with any contamination incidents, our reputation, business, prospects, financial condition and results of operations could be materially and adversely affected. In addition, our products are used in our manufacturing customers' end-products. If those end-products are contaminated, and if the contaminations are ultimately traced back to our milk or ingredient products, we could be subject to product liability claims and damages, including, among other things, medical expenses, disability and wrongful death. There can be no assurance that we will succeed in avoiding any such incident of contamination during the production and transportation of our products in the future.

In addition to product liability claims, if our products are found to be contaminated, we may be subject to regulatory actions. Furthermore, the mere allegations that our products contain or has contained any contaminants could damage our reputation and have a material adverse effect on our business, regardless of whether these reports have any factual basis. Although we have not experienced any significant product liability claims in the past, there can be no assurance that our customers, or unrelated third parties, will not bring claims against us in the future that may result in adverse publicity. We currently do not maintain product liability coverage. A successful product liability claim or series of claims against us, including one or more consumer claims purporting to constitute class actions or claims resulting from extraordinary loss events could materially and adversely affect our business, results of operations and financial condition.

**4. *We have experienced negative cash flows in the period ended December 23, 2023, and in Fiscal 2023, Fiscal 2022 and Fiscal 2021.***

We have experienced negative cash flows from investing and financing activities in the period ended December 23, 2023 and in Fiscal 2023, Fiscal 2022 and Fiscal 2021.

The following table summarizes our cash flows for the period ended December 23, 2023, and for Fiscal 2023, Fiscal 2022, Fiscal 2021, as per the Restated Financial Information:

(₹ in lakhs)

Particulars	For the period ended December 23	For the fiscal year ended March 31,		
	2023	2023	2022	2021
Net cash generated from/(used in) operating activities	112.06	630.30	97.63	306.21
Net cash (used in) investing activities	(68.37)	(262.82)	229.44	(72.96)
Net cash generated from/(used in) financing activities	1,092.29	(365.97)	(383.21)	(234.45)

Any negative cash flows in the future could adversely affect our results of operations and financial condition. For further details, see “Restated Financial Information” on page 178.

**5. The Company is dependent on few suppliers for purchase of product. Loss of any of these large suppliers may affect our business operations.**

Our top ten suppliers contribute 25.15%, 69.96%, 88.50% and 97.22% of our total purchase from operations for the period ended December 23, 2023 and for the financial year ended on March 31, 2023, 2022 and 2021, respectively. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seek new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. The details of contribution of top suppliers in purchase of total purchase is given below:

Particulars	Top Suppliers as a percentage (%) of Purchases			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Top 1	22.78%	67.15%	58.47%	92.51%
Top 3	23.99%	68.56%	70.02%	93.25%
Top 5	24.62%	69.24%	76.89%	94.52%
Top 10	25.15%	69.96%	88.50%	97.22%

**6. We do not receive firm and long-term volume purchase commitments from our customers. If our customers choose not to renew their supply contracts with us or continue to place orders with us, our business and results of operations will be adversely affected.**

We typically sell our products based on purchase orders received from the customers. Our business is dependent on our continuing relationships with our customers. Our Company does not enter into any long-term contract with any of our customers in the usual course of business. Further, our Company has not appointed any exclusive agents to handle its operations. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by a significant customer or number of significant customers or the inability to procure new orders on a regular basis may have an adverse effect on our revenues, cash flow and operations.

**7. Our business is dependent and will continue to depend on our processing facility, and we are subject to certain risks in our processing operations such as the breakdown or failure of equipment, industrial accidents, injury to employees, severe weather conditions and natural disasters.**

Our processing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with directives issued by the government authorities. The occurrence of any of these risks could significantly affect our operating results. Although, we have taken precautions to minimize the risks of any significant operational issues at our processing facility, our business and operations may be adversely affected by any disruption of operations at processing facility. For further details about business of our Company, please refer chapter titled “Business Overview” beginning on page 126 of this Red Herring Prospectus.

**8. We derive a significant portion of our revenue from certain 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 significant portion of our revenues. Revenues generated from sales to our top 10 customers represented 70.56%, 79.36%, 73.11% and 74.87% of our revenue from operations during the period ended December 23, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021. While we have developed strong and long-term relationships with certain of our customers and continue to add new customers in the normal course of business, there can be no assurance that our significant customers in the past or our newly acquired customers will continue to place similar orders with us in the future. The loss of one or more of these significant customers or 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 in which our customer operates or the economic environment, may materially and adversely affect our business, results of operations and financial condition. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these 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 flow. The table set forth below states contribution of Top 1/3/5/10 customers in our total revenue from operations:

Particulars	Top Customers as a percentage (%) of revenues			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Top 1	26.55%	16.22%	15.56%	14.24%
Top 3	42.38%	43.10%	36.49%	42.52%
Top 5	53.13%	56.44%	50.07%	59.47%
Top 10	70.56%	79.36%	73.11%	74.87%

**9. Our Company has in the past not complied with the certain provisions of the Companies Act, 2013.**

Note 1: Our Company has inadvertently not filed PAS-3 for allotment of 1,92,200 Equity Shares on March 31, 2015 details of the same is mentioned below. Our Company is in the process of filing a compounding application for the same. The details wrt this allotment is based on resolutions passed by the Company and other corporate records.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reasons / Nature of allotment	Name of allottees	of	Cumulative no. of Equity Shares	Cumulative paid-up equity share capital (₹)
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March 31, 2015	1,92,200	100	100	Cash	Private Placement by way of conversion of unsecured loan	1,70,000 Equity Shares to A.R. Dairy Food Private Limited, 100 Equity Shares to Kannan, 100 Equity Shares to C. Suresh Kumar, 20,000 Equity Shares to V. Renganathan and 2,000 Equity Shares to R. Sridevi	7,11,200	7,11,20,000
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Note 2: Our Company has inadvertently not filed MGT-14 allowing the conversion of Unsecured Loan into Equity Shares passed at the time of taking Unsecured Loan wrt allotments made on March 31, 2015 and March 31, 2018 details of the same is mentioned below. Our Company is in the process of filing a compounding application for the same.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reasons / nature of allotment	Name of allottees	Cumulative no. of Equity Shares	Cumulative paid-up equity share capital (₹)
March 31, 2018	2,27,000	100	100	Cash	Private Placement by way of conversion of unsecured loan	50,000 Equity Shares to R. Suriyaprabha, 50,000 Equity Shares to Rajasekaran Rajadharshini, 5,000 Equity Shares to R. Sarayu, 80,000 Equity Shares to V. Renganathan, 7,000 Equity Shares to R. Sridevi, 30,000 Equity Shares to S. Nagaraj and 5,000 Equity Shares to R.K.G.G. Saraboji	9,38,200	9,38,20,000

Additionally, our Company has not complied with the requirement of appointment of a Company Secretary from June 2014 upto May 2019. While no legal proceedings or regulatory action has been initiated against us in relation to the unavailable filings and statutory lapses as of the date of this Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against us in the future in relation to

the missing filings and corporate records. We cannot assure you that any such proceedings will not have a material adverse effect on our financial condition or reputation. Also, we may not be able to produce such evidences in case they are required by any statutory or regulatory authorities.

***10. Our proposed expansion plan relating to our processing facility are subject to the risk of unanticipated delays in implementation, cost overruns. If we are unable to implement the expansion plans at the planned cost, it could materially and adversely impact our business, results of operations and financial condition.***

We have made and intend to continue making investments to expand the capacity of our processing facility to aid our growth efforts. We intend to use a portion of Net proceeds for setting up of butter making line, multi product line which can produce different products at different capacities. For further details, see "Objects of the Issue" on page 86.

The proposed expansion may be subject to the potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed in our manufacturing facility, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, labour shortages, incremental pre-operating expenses, unforeseen taxes and duties, interest and finance charges, environment and ecology costs and other external factors which may not be within the control of our management.

There can be no assurance that the proposed expansion will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our business, results of operations and financial condition.

***11. We generate our major portion of sales from our operations in certain geographical regions especially Tamil Nadu, Gujarat and Himachal Pradesh. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.***

For the period ended December 23, 2023, and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021, our revenue from our customers situated in Tamil Nadu, Gujarat and Himachal Pradesh contributed 69.05%, 70.00%, 36.45% and 24.76% of our total revenue from operations as per our Restated Financial Statements. Such geographical concentration of our business in these regions heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in these regions which may adversely affect our business prospects, financial conditions and results of operations. We may not be able to leverage our experience in such regions to expand our operations in other parts of India and overseas markets should we decide to further expand our operations. Factors such as competition, culture, regulatory regimes, business practices and customs, industry needs, transportation, in other markets where we may expand our operations may differ from those in such regions, and our experience in these regions may not be applicable to other markets. In addition, as we enter new markets and geographical areas, we are likely to compete not only with national players, but also local players who might have an established local presence, are more familiar with local regulations, business practices and industry needs, have stronger relationships with local dealers, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we may face and should not rely on our results of operations for any prior periods as an indication of our future performance.

*Management Perception: As on the date of the RHP, the Company has already made a presence in more than 15 states and aims to strengthen its presence and expand operations in such regions.*

***12. Improper storage, processing or handling of whole milk, skimmed milk and our dairy products may result in spoilage of, and damage to, such whole milk, skimmed milk and dairy products which may adversely affect our business prospects, results of operations and financial condition.***

We produce a range of dairy products such as skimmed milk powder, dairy whitener, whey powder, etc. Each such dairy product involves specific temperatures and other conditions of storage depending on the nature of the product. In the event that the procured whole milk, skimmed milk or our dairy products are not appropriately processed, stored, handled and transported under specific temperatures and other food safety conditions, the quality of such milk and dairy products may be affected, resulting in spoilage or contamination. Any accident or negligence in the procurement, production or storage of our products under sub-optimal conditions may result in non-compliance with applicable regulatory standards or quality standards and storage conditions specified by our customers for such products. Any sale of such non-compliant product may be harmful to the health of end consumers of our dairy products, and any such event may expose us to liabilities and claims which could adversely affect our brand image and reputation. Any such event may have a material and adverse effect on our business prospects, results of operations and financial condition.

***13. We are dependent on third party transportation and logistics service providers. Any increase in the charges of these entities could adversely affect our business, results of operations and financial condition.***

We majorly rely on third party transportation and logistics providers for delivery of our raw materials and products. Though our business has not experienced any major disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition, such goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials or delivery of goods on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

***14. The markets in which our customers compete are characterized by consumers and their rapidly changing preferences and other related factors including alternatives available at lower costs. If we are unable to keep up with the requirements of our customers in a timely manner or at all, it may adversely affect our business, results of operations and financial condition.***

The dairy industry in India is evolving and consumers may be tempted to shift their choices and preferences when new products are launched or various marketing and pricing campaigns of different brands are introduced. If the end-user demand is low for our customers' products, there may be significant changes in the orders from our customers and we may experience greater pricing pressures. Our customers' products demand depends on their ability to anticipate, identify, interpret and react to the evolving tastes, dietary habits and nutritional needs of consumers and to offer products that appeal to them. Sales of their products could be affected by nutritional and health-related concerns, such as fat, cholesterol, calorie, sodium, lactose, sucrose, bacteria and other ingredients contained in the products. In addition, medical and other studies released from time to time raise health concerns over cow milk in the human diet, which may result in a decrease in demand for dairy products. Such developments may have an adverse effect on consumer preferences and our results of operations and financial condition. Therefore, risks that could harm the customers of our industry could, as a result, adversely affect us as well. Our success is therefore dependent on the success achieved by our customers in developing and marketing their products. If our customers' products fail to gain widespread commercial acceptance, our customers may experience a reduced demand for their products which may affect our sales to such customers, operating margins depending on the nature of the product, and all of these combined may gradually result in a loss of customers including key ones.

Additionally, industry-wide competition for market share of various products can result in aggressive pricing practices by our customers and therefore our customers may also choose to source the products from our

competitors. This price-pressure from our customers may adversely affect the prices of the products which we supply, which may lead to reduced revenues, lower profit margins or loss of market share, any of which would have a material adverse effect on our business, results of operations and financial condition.

**15. We have trade receivables amounting to ₹ 250.80 Lakhs which are more than 3 years old as at the end of December 23, 2023.**

We had the following trade receivables which were outstanding for a period of more than 3 years as at the end of December 23, 2023. Although we have not written off any of our outstandings as bad debts, non-receipt of such amounts could have an adverse impact on our financials.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade receivables - Considered good:						
for the year ended as on 23rd December 2023	77.36	26.65	3.00	-	143.79	<b>250.80</b>

For details please. For details, see Financial Information – Note 10 Ageing Schedule of Trade Receivables” on 178 of this Red Herring Prospectus.”

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

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities that may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “Government and Other Statutory Approvals” on page 197 of this Red Herring Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be impleaded in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

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

A summary of outstanding matters set out below includes details of tax proceedings, statutory and regulatory actions and other material pending litigation involving us, Directors, Promoters and Group Company, as at the date of this Red Herring Prospectus:

**Cases against our Company:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints*	Nil	Nil
Statutory/ Regulatory Authorities	Nil	Nil
Taxation Matters		
Income Tax (e-proceedings)	2	Amount Unascertainable
TDS	1	4.16
Other Litigation*	Nil	Nil

**Cases against our Promoters and Directors:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	NIL	NIL
Statutory/ Regulatory Authorities (Indrayani Biotech Limited)	NIL	NIL
Taxation (IT)		
Ravi Rajappan	1	0.01
Raju Rajasekaran	2	21.27
Other Litigation	NIL	NIL

**Cases against our Group Company- A. R. Dairy Food Private Limited:**

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	NIL	NIL
Statutory/ Regulatory Authorities	2	Amount unascertainable since it is violation of FSS Act
Taxation		
Income Tax	3	71.70
TDS	13	32.50
GST	18	Amount unascertainable
Other Litigation	NIL	NIL

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see “Outstanding Litigations and Material Developments” beginning on page 193 of this Red Herring Prospectus.

**18. Our inability to successfully implement some or all our business strategies in a timely manner or at all could have an adverse effect on our business. Further, our failure to manage growth effectively may adversely impact our business, results of operations and financial condition.**

As part of our strategy aimed towards business growth and improvement of market position, we intend to



implement several business strategies, which include:

- Continue to invest in our manufacturing capabilities thereby expanding our offerings;
- Expand our presence across geographies;
- Diversify our customer base;
- Enhance our brand visibility; and
- Focus on increasing operational efficiencies to improve returns

The aforesaid strategies are subject to certain risks and uncertainties. Our strategies may not succeed due to various factors, many of which are beyond our control, including our inability to reduce our debt and our operating costs, our failure to develop new products with sufficient growth potential as per the changing market preferences and trends, our failure to effectively market our new products and services or foresee challenges with respect to our business initiatives, our failure to sufficiently upgrade our infrastructure, machines, automation, equipment and technology as required to cater to the requirement of changing demand and market preferences, changes in laws and regulations in India, our inability to respond to regular competition, and other operational and management difficulties. Any failure on our part to implement our strategy due to many reasons as attributed aforesaid could be detrimental to our long-term business outlook and our growth prospects and may materially adversely affect our business, results of operations and financial condition. Further, for any reason, in the event the benefits we realize are less than our estimates or the implementation of these strategies and operating plans adversely affect our operations or cost more or take longer to effectuate than we expect, or if our assumptions prove inaccurate, our results of operations may be materially adversely affected. For further details of our strategies, see “*Our Business*” on page 126.

***19. The success of our business and operations are dependent upon certain quality accreditations which are valid for a limited time period. An inability to renew such accreditations in a timely manner, or at all, may adversely affect our business and prospects. We are subject to quality requirements and strict technical specifications and audits by our customers.***

Our manufacturing facility have been accredited with management system certificate for compliance with FSSC 22000 which is valid until August 29, 2025. Further our key products have received FSSAI approval which is valid until October 14, 2024. We have also obtained other certificates in respect of our products such as Halal India Certificate, Kosher Certificate Jerusalem, BIS certificate for skimmed milk powder, amongst others. For details please refer the chapter titled “Government and Other Statutory Approvals” on page 197 of the DRHP. These certifications are typically valid for a period of one to three years from the date of decision with surveillance audits conducted once a year, wherever required. Receipt of certifications and accreditations under the standards of quality is important for the success and wide acceptability of our products and also required to be maintained under certain purchasing orders with our customers for specific products. If we fail to comply with the requirements for applicable quality standards, or if we are otherwise unable to obtain or renew such quality accreditations in the future, our customers might not be in a position to provide us with further business or we may be subject to further audit requirements and approvals from customers, which we might not get in a timely manner, or at all, our business and prospects may be adversely affected.

***20. We operate in a competitive environment and may not be able to effectively compete due to various factors not under our control, which could have a material adverse effect on our business, results of operations and financial condition.***

The market wherein we operate is competitive, rapidly evolving and is characterized by frequent introductions of new products. We expect competition to persist and intensify in the future as the market wherein we operate is constantly evolving and growing with new and existing competitors devote considerable resources to introducing and enhancing products. Accordingly, our ability to grow our business in accordance with our strategy will depend on our ability to introduce new products, adapt to new technologies, respond to pricing strategies by competitors, develop our brand and improve our manufacturing capabilities.

Our competitors may devote greater resources to the development, promotion and sale of their products than we do. They may have lower costs and be able to withstand lower prices better in order to gain market share. They may be more diversified than we are and better able to leverage their other businesses, products and services to be able to accept lower returns and gain market share. In addition, our competitors may have greater technical, manufacturing, research and development, sales, marketing and financial resources and capabilities than we

have. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements, including introducing a greater number and variety of products than we can.

To remain competitive, we must continue to invest significant resources in modernisation, research and development, manufacturing, sales and marketing and customer support. We cannot be sure that we will have sufficient resources to make these investments or that we will be able to make the technological advances necessary to be competitive. Failure to compete successfully against current or future competitors could have a material adverse effect on our business, results of operations and financial condition.

***21. We require sizeable amounts of working capital for our continued operation and growth. Our inability to meet our working capital requirements could have a material adverse effect on our business, results of operations and financial condition.***

Our business requires working capital for day-to-day operations, procurement of raw materials and production. Due to seasonal characteristic / nature of the business, we have to stock up in the flush season and hold the material as stocks till the lean season to take advantage of the market dynamics. Further the credit period given to customers may be considerable and customers may not be invoiced for products until the time of delivery of our products and, in some cases, the customer may not pay our invoices on time or at all. As at December 23, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, we had total outstanding working capital loans from banks on a restated basis aggregating to ₹ 445.42 lakhs, ₹ 415.19 lakhs, ₹ 336.52 lakhs and ₹ 294.42 lakhs, respectively. Our growing scale and expansion, if any, may result in increase in the quantum of current assets, which will increase our working capital requirements. 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.

***22. We are dependent upon the experience and skill of our management team and a number of key managerial personnel. If we are unable to attract or retain such qualified personnel, this could adversely affect our business, results of operations and financial condition.***

We are dependent on a highly qualified, experienced and capable management team for setting our strategic business direction and managing our business. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Without a sufficient number of skilled employees, our operations and manufacturing quality could suffer. Competition for qualified technical personnel as well as sales personnel with established customer relationships is intense, both in retaining our existing employees and when replacing or finding additional suitable employees. The loss of the services of our key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our business, results of operations and financial condition. Further, if we cannot hire additional qualified personnel or retain them, our ability to expand our business may be impacted. As we intend to continue to expand our operations and develop new products for our customers, we will need to continue to attract and retain experienced management and sales personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting suitable employees. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, results of operations and financial condition may be adversely affected. For further information, see “Our Management” on page 157.

***23. Our business is subject to seasonal volatility which may contribute to fluctuations in our results of operations and financial condition.***

The major raw materials used in our processing operations are whole milk and separated skimmed milk. Due to the seasonal availability of these items, 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 procurement of these raw materials. During the flush season, we can procure these raw materials at reasonable terms and in substantial quantities, whereas during the lean season their availability is less and also

there are high prices. Accordingly, our revenue in one quarter may not accurately reflect the revenue trend for the whole financial year. The seasonality of fodder and bovine animal health and its impacts may cause fluctuations in our result of operations and financial conditions.

***24. Our Group Companies are authorised to engaged in activities which is similar to our business. This may be a potential source of conflict of interest for us and which may have an adverse effect on our business, financial condition and results of operations.***

Our Group Companies has some of the objects similar to that of our Company's business and could offer products that are related to the business of our Company. As on the date of the Red Herring Prospectus, our Group Company A R Dairy Private Limited has butter and skimmed milk powder commonly dealt in. Thus in future conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Companies in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other companies or ventures in which our Promoter has interest. There can be no assurance that our Promoters or our Group Companies or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

***25. Information relating to the installed and utilisable manufacturing capacity of our processing facility included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.***

Information relating to the installed and utilisable capacity of our processing facility included in this Red Herring Prospectus are based on various assumptions and estimates of our management that have been taken into account by an independent chartered engineer, B. Devaraj, Chartered Engineer in the calculation of the installed capacity, utilisable capacity and capacity utilization of our processing facility.

Industry players use different methodology for installed capacity and capacity utilization in accordance with their business model. The assumptions and estimates taken into account include that processing facility operates for particular number of days, shifts, scheduled and unscheduled downtime, different level of operational utilisation depending upon product mix and season. Further, the same machines are used for making different products and hence capacity utilisation may vary year on year. We often increase capacity to meet the anticipated demand of our customers or significantly reduce production of certain products depending on potential orders. Certain products require lesser process time whereas certain products require more process time in the same set-out that we have installed.

Accordingly, actual production levels and rates may differ significantly from the installed and utilisable capacity information of our facility or historical installed capacity information of our facility depending on the product type.

***26. Our business may be adversely affected if we are unable to maintain and grow our brand image. In particular, our failure to maintain certain licenses or certifications may negatively impact our brand and reputation.***

Our brand is one of our most important assets, and we believe our brand and reputation are significant in attracting customers to our products and services. We also believe that continuing to develop our reputation and awareness of our brand through focused and consistent business development initiatives among our customers is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets.

Although we take many steps to increase awareness of our products and protect the value of our brand through marketing, our business is dependent on customers' perception of our reputation and brand. If we are unable to maintain our customer relationships, we may only incur expenses without the benefit of higher revenues. Our competitors also may launch promotional activities, which may increase their brand visibility and we may not be able to match them. Further, we may not be able to invest adequately in marketing or customer engagement which could lead to loss of customers to competitors. Further, our reputation and brands could be damaged by negative publicity in traditional or social media or by claims or perceptions about the quality of products and

solutions, regardless of whether such claims or perceptions are true. If we fail to preserve the value of our brands, maintain our reputation, or attract consumers to our products, our business, results of operations and financial condition could be adversely impacted. In addition, our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

***27. Our insurance coverage may not adequately protect us against all losses or the insurance cover may not be available for all the losses as per the insurance policy, which could adversely affect business, results of operations and financial condition.***

Our operations are subject to risks inherent as dairy products manufacturer, which include defects, liability for product and/or property damage, malfunctions and failures of processing equipment, fire, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. We maintain insurance coverage that we consider necessary for our business. We maintain an insurance policy that insures against material damage to buildings, plant and machinery and stocks from fire, natural disasters, etc. We also have obtained burglary first loss policy for our stocks and plant and machineries. In addition, we maintain a vehicle and crane insurance policy. There are many events that could significantly impact our operations, or expose us to third-party liabilities, for which we may not be adequately insured. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. To the extent that we suffer any loss or damage that is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, our business, results of operations and financial condition could be adversely affected.

***28. Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.***

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the domain and jurisdictions in which we operate, with specific reference to laws like Food Safety and Standards Act, 2006, Prevention of Food Adulteration Act, 1954 and The Essential Commodities Act, 1955. These laws impose controls on the disposal and storage of raw materials, air and water discharges and other aspects of our operations. Although no accidents /incidents occurred in past in our company and we also believe that we have implemented safety related measures, any accidents at our facilities may result in personal injury or loss of life of our employees or other people, substantial damage to or destruction of property and equipment resulting in the suspension of operations. Any of the foregoing could subject us to litigation, which may increase our expenses in the event we are found liable, and could adversely affect our reputation. Additionally, adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

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

We estimate demand for our products based on projections, our understanding of anticipated consumer spending and inventory levels required by our customers. If we underestimate demand, we may produce lesser quantities of products than required, which could result in the loss of business. If we overestimate demand, we may purchase more raw materials and produce more products than required, which may also result in locking in of our working capital. In the event of such over-production, we may face difficulties with storage and other inventory management issues before the expiry of the shelf life of our products, which may adversely affect our results of operations and profitability. While we prominently display the shelf life in the packaging of our products, we cannot assure you that we will not face claims for damages or other litigation, if our products are consumed subsequent to expiry of their shelf life. Any or all of these factors could adversely affect our reputation, and consequently our business, prospects and financial performance.

***30. We are dependent on third parties for the supply of utilities, such as fuel and electricity, at our manufacturing facility and any disruption in the supply of such utilities could adversely affect our manufacturing operations.***

Our business is dependent on the delivery of an adequate and uninterrupted supply of electricity, fuel and at a reasonable cost. We currently source our power requirements from state electricity boards for majority of our energy requirements. Although we have diesel generators to meet exigencies at our facility to overcome electricity and power issues, but we cannot assure you that our facility will be operational during power failures. Further we procure utilities, such as fuel (firewood) from third parties for use at our processing facility. Reliance on third parties for such utilities exposes us to risks such as shortage or breakdown in supply, the correction of which is in the hands of such third parties. Any interruption in the continuous supply of fuel and electricity may negatively impact our manufacturing processes, which may result in delays in delivery of our products or non-delivery, resulting in loss of revenue and damage to our reputation or customer relationship. In case of the unavailability of any supply from, any of our utility providers for any reason, we are unable to assure you that we shall be able to source such utilities from alternate sources in a timely manner and at a commercially reasonable cost, which could adversely affect our business, results of operations and financial condition.

**31. Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.**

The following table sets forth certain information relating to our contingent liabilities and claims against us, to the extent provided for, as of December 23, 2023 as determined in accordance with Ind AS 37, as per the Restated Financial Information:

(₹ in lakhs)	
Particulars	As at December 23, 2023
Claims against the Company not acknowledged as debt in respect of :	
Statutory	1.50
<b>Total</b>	<b>1.50</b>

For details, see “Restated Financial Information” on page 178.

**32. We do not own our registered office.**

Our registered office is taken on lease from our Promoter, R Rajasekaran. The lease deed is valid until July 1, 2024. Termination of our lease may occur for reasons beyond our control and we may have to relocate to alternative premises or shut down our operations at that site. Relocation of any part of our operations may cause disruptions to our business and may require additional expenditure, and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent or incur additional expenses towards interiors. Occurrence of any of these factors may materially and adversely affect our business, results of operations and financial condition. Further any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate, breach of the contractual terms of any lease, or any inability to renew such agreements on acceptable terms may adversely affect our business operations.

**33. The objects of the Issue include orders for plant and machinery which have not yet been placed. In the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary.**

The objects of the Issue include orders for plant and machinery which have not yet been placed. Accordingly, orders worth ₹ 1,212.33 lakhs representing 100% of the cost are yet to be placed. There can be no assurance that we will be able to place orders for such plant and machinery, in a timely manner or at all. In addition, we have obtained the quotations from various vendors in relation to such machineries, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including our financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design and other external factors which may not be within the control of our management. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals. We cannot assure you that we will be able to place such orders within the cost indicated by such quotations or that there will not be cost escalations. Additionally, in the event of any delay in placement of such orders, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details, see “Objects of the Issue” on page 86. The actual costs of such plant and machinery may be subject to change due to factors beyond our control.

**34. Our Corporate Promoter Indrayani Biotech Limited does not possess the relevant experience in dairy industry.**

Our Corporate Promoter Indrayani Biotech Limited acquired Equity Shares of our Company on June 30, 2022. Our Promoter is a strategic investor who strategically identifies and aggregates Micro, Small, and Medium Enterprises (MSMEs) with high potential and expertise within its operational verticals. This approach facilitates vertical growth while ensuring a seamless transition that complements the existing promoters. IBL has a diversified presence across Food and Hospitality, Dairy, Healthcare and Pharma, Engineering, Agri, Biotech, and Infrastructure. Though they have no prior experience in our industry, since investment in our Company in 2022, our Corporate Promoter has been contributing in determining our strategic direction and future growth path.

**35. We have acquired land from one of our Promoter during the past 5 years.**

Except as disclosed below, our Promoters have no interest in any land acquired by our Company during the five years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company:

Seller	Agreement date	Address of the property	Area	Consideration paid (₹)
R Rajasekaran	November 1, 2021	Re- Survey No. 768/3, Karuthanaickenpatty Road, Sendurai Village, Natham Taluk, Dindigul District.	2.44 acres	1,50,000

**36. Delays or defaults in client payments could adversely affect our operations.**

We are exposed to delays or defaults in payments from our customers in the usual course of our business operations. The financial condition of our clients may be affected by the performance of their business which may be impacted by several factors including general economic conditions. The amount outstanding from the trade receivable as on December 23, 2023 was ₹250.80 lakhs which represents approximately 4.90% of the total assets of the Company. We cannot assure you of the continued viability of our customers or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients or other counterparties could affect our financial condition, results of operations and cash flows.

**37. We have not yet applied for registration of our logo and we do not own the “corporate logo” legally as on date.**

We have not yet applied for the registration of our logo under the provisions of the Trademarks Act, 1999, and as a result, we do not legally own the "corporate logo" used in our communications and other operations to date. Consequently, we do not benefit from the statutory protections afforded to a registered trademark or logo at present. This situation leaves us vulnerable to potential challenges alleging the infringement of third-party intellectual property rights. The absence of registered protection for our intellectual property raises concerns about our ability to safeguard it adequately. There is no guarantee that we will be able to secure the registration of our logo in the future, nor can we be certain that third parties will refrain from infringing upon our intellectual property, potentially causing harm to our business prospects, reputation, and goodwill. Furthermore, we cannot provide assurance that any future application for the registration of our logo by our company will be granted by the relevant authorities in a timely manner, if at all. Our current efforts to protect our intellectual property may be insufficient, posing a risk of diminishing our business value and adversely impacting our operations. In the event of disputes regarding the validity of such claims and the extent of the proprietary rights of others, we may need to resort to litigation. However, such legal proceedings could be protracted and costly, with no guaranteed outcome. Additionally, there is a possibility that we may not be able to detect unauthorized use of our intellectual property or take prompt and effective measures to enforce or protect it.

***38. Technology failures or advancements could disrupt our operations and adversely affect our business operations and financial performance.***

IT systems are critical to our ability to manage our operations and in turn, to maximize efficiencies and optimize costs. Our IT systems enable us to coordinate our operations, from planning, production scheduling and raw material ordering, vehicle loading, customer delivery, invoicing, customer relationship management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers. Our IT systems, and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, telecommunications failures, computer viruses, hackers and other security issues. IT interruptions and system failures could have a material and adverse effect on our business operations and financial performance.

***39. Our processing operations are dependent upon availability of skilled and unskilled labour.***

We have made arrangement of labour requirements at our processing facility through our on-roll employees and employing contractual labour, wherever required by our Company. Our processing operations are dependent on availability of skilled and unskilled labour. Though our business has not experienced any disruptions due to non-availability of labour or any disputes with them in past, we cannot assure you the same in future which may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations.

***40. We engage contract labour for carrying out certain business operations.***

In order to retain operational efficiencies, we engage independent contractors through whom we engage contract labour for performance of certain functions at our processing facility as well as at our offices. Although we do not engage these labourers directly, we are responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our business, results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations and financial condition

***41. We face foreign exchange risks that could adversely affect our results of operations as a portion of our revenue and expenditure is denominated in foreign currencies.***

We export our products to different countries like Poland, Sri Lanka and Vietnam and payment for these sales is received in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations. We are not involved in the hedging of foreign currency which would result in losses and gains resulting from translation of foreign currency denomination on our financials.

***42. An inability to comply with repayment and other covenants in the financing agreements or otherwise meet our debt servicing obligations could adversely affect our business, financial condition, cash flows and credit rating.***

We have entered into agreements in relation to financing arrangements with certain banks for working capital facilities, term loans and bank guarantees. As of December 23, 2023, we had restated total outstanding borrowings of ₹ 2,263.87 lakhs comprising of non-current borrowings of ₹ 1,799.14 lakhs and current borrowings of ₹ 464.73 lakhs. The agreements with respect to our borrowings contain restrictive covenants, including, but not limited to, requirements that we obtain consent from the lenders prior to undertaking certain matters including, among others, effecting a merger, amalgamation or scheme of arrangement, change in capital structure of our Company subject to the threshold prescribed for the shareholding of certain shareholders of our

Company and entering into forward contracts, swaps, options, or other liability management contracts in respect of short term facilities. For details, see “*Restated Financial Information*” beginning on page 178.

Under the terms of our secured borrowings, we are required to create a charge by way of hypothecation on the entire current assets of our Company, together with cash in hand, bank accounts and receivables, and, in our term loans, fixed assets. As these assets are hypothecated in favour of lenders, our rights in respect of transferring or disposing of these assets are restricted. There can be no assurance that we will be able to comply with the financial or other covenants prescribed under the documentation for our financing arrangements or that we will be able to obtain consents necessary to take the actions that may be required to operate and grow our business. Further, if we fail to service our debt obligations, the lenders have the right to enforce the security created in respect of our secured borrowings. If the lenders choose to enforce security and dispose our assets to recover the amounts due from us, our business, results of operations and financial condition may be adversely affected.

Any failure to comply with the conditions and covenants in our financing agreements, the creation of additional encumbrances that are not waived by our lenders or guarantors or otherwise cured, the occurrence of a material adverse event that could lead to an event of default and consequent termination of our credit facilities, or a demand for repayment of our unsecured borrowings that may be recalled at any time could adversely affect our business, results of operations, financial condition and cash flows.

***43. Our Company has unsecured loans that may be recalled by the lenders at any time and our Company may not have adequate funds to make timely payments or at all.***

Our Company has availed unsecured loans from certain related parties which may be recalled at any time. As of December 23, 2023, unsecured loans of 1,170.31 lakhs were outstanding from our related parties. Such loans may not be repayable in accordance with any agreed repayment schedule and may be recalled at any time. In the event that any lender seeks repayment of any such unsecured loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations.

***44. Our employees may engage in misconduct or other improper activities, including noncompliance with regulatory standards and requirements.***

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

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

We have in the course of our business entered into, and will continue to enter into, several transactions with our related parties. For further information, see “*Restated Financial Information*” on page 178. We cannot assure you that we will receive similar terms in our related party transactions in the future and that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. The transactions we have entered into and any further transactions that we may have with our related parties could potentially involve conflicts of interest which may be detrimental to us. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on business and financial results, including because of potential conflicts of interest or otherwise.

***46. Our Company has issued Equity Shares in the last 12 months at a price which may be lower than the***



***Issue Price.***

Our Company has issued Equity Shares in the last 12 months, which may be at a price lower than the Issue Price. Below are the details of the shares issued at a price which may be lower than the issue price

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of Allotment
December 23, 2023	28,22,000	10	50	Rights Issue
December 28, 2023	775,280	10	50	Rights Issue

For further details, see “Capital Structure” on page 71.

***47. Our Promoters, certain of our Directors and Key Managerial Personnel may have interests other than reimbursement of expenses incurred and normal remuneration or benefits in our Company.***

Our Promoters, certain of our Directors and Key Managerial Personnel, while managing the day to day operations, may be interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of the Equity Shares held by them in our Company, and any dividends, bonuses or other distributions on such Equity Shares. Further our promoters may also be interested to the extent of unsecured loan given by them to the Company and interest payable by the Company thereon. They may also be interested as shareholders, director or proprietors of entities with whom our Company enter into business transaction such as purchases, sales, chilling charges. For further details, other than reimbursement of expenses incurred or normal remuneration or benefits, see “*Our Management – Interest of Directors*” and “*Our Management – Interest of Key Managerial Personnel*” on page 157. While our Promoters, Directors and Key Managerial Personnel believe that they act in the benefit and best interest of the Company, there can be no assurance of continuing the same.

***48. After the completion of the Issue, our Promoters and members of Promoter Group will continue to collectively hold substantial shareholding in our Company.***

Currently, our Promoters and members of Promoter Group own approximately 80.66% of our outstanding Equity Shares. Following the completion of the Issue, our Promoters and members of Promoter Group will continue to hold a majority of our post-Issue Equity Share capital which will allow them to exercise significant control over the outcome of the matters submitted to our shareholders for approval. For details of their shareholding pre- and post- Issue, see “*Capital Structure*” on page 71. This concentration of ownership may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult without the support of these shareholders. In addition, these Shareholders have the ability to exercise influence over our business, and may cause us take actions that are not in, or may conflict with, our or our other shareholder’s best interests, including matters relating to our management and policies and the election of our directors and senior management, the approval of lending and investment policies, revenue budgets, capital expenditure, dividend policy, strategic acquisitions and fund raising activities. The interests of our significant shareholders could conflict with our interests or the interests of our other shareholders. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

***49. We cannot assure payment of dividends on the Equity Shares in the future.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. For details of dividend paid by our Company in the past, see “Dividend Policy” on page 177.

***50. Our Promoter and Promoter Group members has provided personal guarantees and mortgage personal property for loans availed by our Company. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter and Promoter Group members.***

Our Promoter and Promoter Group Members has provided personal guarantees and mortgage personal property to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees and personal property provided by our Promoter and Promoter Group Members may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Members may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “Restated Financial Statements” on page 178 of this Red Herring Prospectus.

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

The proposed fund requirement for our business, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay our business plans. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “Objects of the Issue” beginning on page 86 of this Red Herring Prospectus.

***52. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the “Objects of the Issue” beginning on page 86 of the Red Herring Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilized have not been appraised by an independent entity and are based on our estimates. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability. The cost estimated by our management are based on their experience, however, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost and other financial, operational and technological factors. Accordingly, prospective investors in the issue will need to rely upon our management’s judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the issue in a timely or an efficient manner, it may affect our business and results of operations

***53. 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 Rs. 10,000 lacs. 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.

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

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

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

***56. 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 has been based on many factors 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 99 of the Red Herring 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.

## **EXTERNAL RISK FACTORS**

***57. We are heavily dependent upon the growth prospects of the dairy industry and the industries which consume the products produced by our customers.***

Any slowdown in the rate of growth in the dairy industry or the industry which consumes the products manufactured by our customers, would seriously impact our own growth prospects and may result in decline in profits. Our Company’s business involves supply of dairy ingredients to nutrition based companies, dairy industry, ice cream industry and baking industry. The demand for their products will ultimately depend upon consumer preferences and dietary habits. Due to the lack of demand, if any, the slowdown in these industries may have an adverse impact on our business. Further, we also export our products across different countries in the world, in case of any reduction in demand from the overseas customers due to any local disturbances in those areas may have an adverse effect on our export revenue. Further, any restrictions being placed by our Government or the ruling government in those countries which may affect the free movement of goods from one country to another and have an adverse effect on our export volumes.

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

We currently operate in India and are dependent on domestic, regional and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent on the milk pricing and development in the dairy industry in the Indian economy. There have been periods of slowdown in the economic growth of India. For instance, the situations of lock-down due to pandemic Covid-19 spread in India and all other parts of

world. If such condition prevail for longer time the demand for our products & services may be adversely affected by an economic downturn in domestic, regional and global economies. India's economic growth is also affected by various other factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, cash flows and financial condition. Also, a change in the Government or a change in the economic and deregulation policies could affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

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

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of ₹ 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

**60. *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 Approvals" on page 197 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, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and 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 193. 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.

***61. Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.***

Our financial statements are prepared and presented in conformity with Ind AS. No attempt has been made to reconcile any of the information given in this document to any other principles or to base it on any other standards. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

***62. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil and volatility in the global markets in recent years has affected the Indian economy. Although, economic conditions are different in each country, investors’ reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar. A loss of 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 could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These events have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in countries have implemented a number of policy measures, designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

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

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

***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. 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 center or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. Further, 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.

***66. 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.

***67. 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

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

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

**69. *Any downgrading of India's debt rating by an independent may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by any international rating agencies may adversely impact our ability to raise additional financing, and the interest rate and other commercial terms at which such additional financing may be available. This could have adverse effect on our business and future financial performance, its ability to obtain financing for capital expenditures and the price of our Equity Shares.

**70. *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 Offer 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 dairy 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.

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

We are not a listed company. We have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the Equity Listing Agreements with the Stock Exchange which will require us to file audited annual and half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls

and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from business concerns, which may adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge but cannot assure that we will be able to do so in a timely and efficient manner.

***72. 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.



## SECTION IV – INTRODUCTION

### THE ISSUE

Present Issue in terms of this Red Herring Prospectus:

Particulars	Details
Equity Shares Issued*	Issue of 64,50,000 Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which:	
Reserved for Market Makers	3,26,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Net Issue to the Public	61,24,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Of which	
Allocation to Qualified Institutional Buyers	Not more than 30,60,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Non-Institutional Investors	Not less than 9,20,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Retail Individual Investors	Not less than 21,44,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Equity Shares outstanding prior to the Issue	1,79,79,280 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	2,44,29,280 Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 86 of this Red Herring Prospectus for information on use of Issue Proceeds.

\* Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price

- (1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 253 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated December 28, 2023 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting of our shareholders held on May 10, 2024.
- (3) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- (4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue

shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

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

**SUMMARY OF FINANCIAL INFORMATION**

**ANNEXURE – A: RESTATED STATEMENT OF ASSETS AND LIABILITIES**

*(In ₹ Lakhs)*

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Assets</b>					
<b>Non-Current Assets:</b>					
i) Property, Plant and Equipment	1,169.42	1,277.80	1,195.60	1,399.64	1,567.68
ii) Capital Work In Progress	-	-	11.64	-	-
iii) Financial Assets					
-> Investments	22.28	22.28	14.51	58.32	56.18
-> Other financial assets	48.41	29.83	28.82	44.03	33.18
iv) Other Non-Current Assets	-	-	-	-	-
v) Deferred Tax Assets	27.88	27.88	27.88	27.88	27.88
<b>Total Non-Current Assets</b>	<b>1,267.99</b>	<b>1,357.80</b>	<b>1,278.45</b>	<b>1,529.85</b>	<b>1,684.90</b>
<b>Current Assets:</b>					
i) Inventories	1,195.09	889.27	497.43	737.90	769.31
ii) Financial assets					
-> Trade receivables	250.80	176.11	352.09	302.42	387.20
-> Cash and cash equivalents	1,140.79	4.81	3.30	59.44	92.14
-> Other Financial Assets	1,085.71	323.61	323.76	323.76	294.41
iii) Other current assets	183.08	148.24	41.42	41.71	31.53
<b>Total Current Assets</b>	<b>3,855.46</b>	<b>1,542.04</b>	<b>1,218.00</b>	<b>1,465.22</b>	<b>1,574.59</b>
<b>Total Assets</b>	<b>5,123.46</b>	<b>2,899.84</b>	<b>2,496.45</b>	<b>2,995.07</b>	<b>3,259.49</b>
<b>Equity and Liabilities</b>					
<b>Equity:</b>					
i) Equity Share Capital	1,753.40	1,438.20	1,438.20	1,438.20	1,438.20
ii) Other Equity	(1,359.46)	(3,076.66)	(3,600.92)	(3,180.84)	(2,719.64)
<b>Total Equity</b>	<b>393.94</b>	<b>(1,638.46)</b>	<b>(2,162.72)</b>	<b>(1,742.64)</b>	<b>(1,281.44)</b>
<b>Liabilities:</b>					
<b>Non-Current Liabilities</b>					
i) Financial Liabilities					
-> Borrowings	1,799.14	1,961.36	1,944.95	2,136.02	367.14
-> Non-Current Provisions	26.29	20.47	23.18	14.58	-
<b>Total Non-Current Liabilities</b>	<b>1,825.43</b>	<b>1,981.83</b>	<b>1,968.13</b>	<b>2,150.60</b>	<b>367.14</b>
<b>Current Liabilities</b>					
i) Financial Liabilities					
-> Other financial Liabilities	464.73	509.93	634.30	580.21	2,363.61
-> Trade Payables					
total outstanding dues of micro and small enterprises	-	-	-	-	-
total outstanding dues of creditors other than micro and small enterprises	2,248.04	1,936.08	2,026.65	1,976.41	1,755.92
ii) Other Current Liabilities	3.49	1.20	-	-	-
iii) Provisions	187.83	109.25	30.08	30.52	54.28
<b>Total Current Liabilities</b>	<b>2,904.08</b>	<b>2,556.46</b>	<b>2,691.03</b>	<b>2,587.13</b>	<b>4,173.81</b>
<b>Total Equity &amp; Liabilities</b>	<b>5,123.46</b>	<b>2,899.84</b>	<b>2,496.45</b>	<b>2,995.07</b>	<b>3,259.49</b>

**ANNEXURE – B: RESTATED STATEMENT OF PROFIT AND LOSS**

*(In ₹ Lakhs)*

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Income:</b>				
i) Revenue from Operations	6,874.75	8,157.74	2,831.88	1,763.13
ii) Other Income	1.90	41.60	13.20	77.59
<b>Total Income</b>	<b>6,876.65</b>	<b>8,199.34</b>	<b>2,845.07</b>	<b>1,840.72</b>
<b>Expenses:</b>				
i) Cost of materials consumed	4,774.94	6,454.38	2,046.07	1,330.52
ii) Changes in inventories of finished goods, Stock-In-Trade, Work-In-Progress	(269.79)	(452.51)	211.80	23.94
iii) Employee Benefit Expenses	311.86	324.89	259.47	250.82
iv) Finance Costs	189.50	258.01	246.23	219.92
v) Depreciation and amortisation expense	158.27	194.20	203.15	235.76
vi) Other Expenses	1,122.98	903.70	467.88	241.78
<b>Total expenses</b>	<b>6,287.76</b>	<b>7,682.67</b>	<b>3,434.59</b>	<b>2,302.74</b>
Profit/ (Loss) before exceptional items and tax	588.89	516.67	(589.52)	(462.02)
Exceptional items	-	-	172.94	-
<b>Profit/ (Loss) before tax</b>	<b>588.89</b>	<b>516.67</b>	<b>(416.58)</b>	<b>(462.02)</b>
Tax Expense				
i) Current Tax				
ii) Deferred Tax	-	-	-	-
Profit/ (Loss) for the year from Continuing Operations	<b>588.89</b>	<b>516.67</b>	<b>(416.58)</b>	<b>(462.02)</b>
Other Comprehensive Income				
i) Items that will not be reclassified to profit or loss	-	-	-	-
ii) Income tax relating to these items	(0.49)	9.12	(3.50)	0.83
	(0.49)	9.12	(3.50)	0.83
<b>Total comprehensive income for the year</b>	<b>588.40</b>	<b>525.79</b>	<b>(420.08)</b>	<b>(461.19)</b>
Earnings Per Equity Share:				
i) Basic earnings per share	4.09	3.59	(2.90)	(3.21)
ii) Diluted earnings per share	4.09	3.59	(2.90)	(3.21)

**ANNEXURE – C: RESTATED STATEMENT OF CASH FLOWS**

*(In ₹ Lakhs)*

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Cash Flow From Operating Activities</b>				
Profit/ (Loss) before tax	588.89	516.67	(416.58)	(462.02)
Adjustments for:				
-> Depreciation and Amortization expense	158.27	194.20	203.15	235.76
-> Amortization on intangible assets	-	-	-	-
-> Profit on sale of Property, Plant & Equipment (net)	-	0.21	(27.43)	-
-> Profit on sale of Investment	-	-	(145.50)	-
-> Profit on Investment	-	(7.77)	(2.09)	(2.14)
-> Deferred income recognized	-	-	-	-
-> Amortization of ancillary borrowing cost	-	-	-	-
-> Interest income	(0.10)	(3.17)	(6.14)	(5.42)
-> Unrealized exchange loss/(gain)	-	-	-	-
-> Finance costs	189.50	258.01	246.23	219.92
-> Loss on assets scrapped	-	-	-	-
-> Other Comprehensive Income	(0.49)	9.12	(3.50)	0.83
	936.07	967.27	(151.87)	(13.07)
<b>Change in operating assets and liabilities</b>				
-> (Increase)/Decrease in Inventories	(305.82)	(391.84)	240.47	31.41
-> (Increase)/Decrease in Trade receivables	(74.70)	175.99	(49.68)	84.78
-> (Increase)/Decrease in Other financial assets	(762.10)	0.15	-	2.16
-> (Increase)/Decrease in Other current assets	(34.84)	(106.82)	0.29	(10.37)
-> Increase/(Decrease) in Other financial liabilities	(45.20)			
-> Increase/(Decrease) in current liabilities	2.29	1.20	50.25	220.49
-> Increase/(Decrease) in Provisions	84.39	76.47	8.16	(9.18)
-> Increase/(Decrease) in Trade Payables	311.96	(90.57)		
Cash generated from operations	112.06	631.83	97.63	306.21
Less : Income taxes Paid (net of refunds)	-	(1.53)		
<b>Net Cash flow from Operating activities (A)</b>	112.06	630.30	97.63	306.21
<b>Cash Flows From Investing Activities</b>				
-> Purchase of Property, Plant & Equipment (including capital work in progress)	(56.51)	(266.47)	(33.31)	(67.72)
-> Increase / Decrease in Advances for Capital Expenditure	(18.58)	(1.02)	15.21	(10.66)
-> Increase in bank balances not considered as cash & cash equivalents	-		-	-
-> Proceeds from sale of Investment	-	-	191.40	-
-> Proceeds from sale of Property, Plant & Equipment	6.62	1.50	50.00	-
-> Interest income	0.10	3.17	6.14	5.42
<b>Net Cash flow from Investing activities (B)</b>	(68.37)	(262.82)	229.44	(72.96)
<b>Cash Flows From Financing Activities</b>				
Term loans availed during the year	-	268.41	-	60.00
Term loans repaid during the year	(162.22)	(245.83)	(172.14)	(33.03)
Short term loans availed during the year	-	-	-	-
Short term loans repaid during the year	-	(6.17)	(18.93)	(35.92)
Increase/(decrease) in Other short term borrowing availed from banks	-	(124.37)	54.09	(5.58)
Proceeds from rights issue of shares	1,444.00	-	-	-
Dividends paid including tax on dividends	-	-	-	-

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Tax on dividends paid	-	-	-	-
Public deposits repaid during the year	-	-	-	-
Interest and finance charges paid	(189.50)	(258.01)	(246.23)	(219.92)
<b>Net Cash flow from Financing activities (C)</b>	<b>1,092.29</b>	<b>(365.97)</b>	<b>(383.21)</b>	<b>(234.45)</b>
<b>Net Increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,135.98</b>	<b>1.51</b>	<b>(56.14)</b>	<b>(1.19)</b>
Cash and cash equivalents at the beginning of the financial year	4.81	3.30	59.44	60.64
<b>Cash and cash equivalents at end of the year</b>	<b>1,140.79</b>	<b>4.81</b>	<b>3.30</b>	<b>59.44</b>
<b>Components of cash and cash equivalents</b>				
Cash & Cash Equivalents in Balance Sheet	1,140.79	4.81	3.30	59.44

## SECTION V – GENERAL INFORMATION

Our Company was incorporated as ‘Dindigul Farm Product Private Limited’ under the Companies Act, 1956, pursuant to the certificate of incorporation issued by the RoC, Tamil Nadu, Coimbatore on September 29, 2010. The name of our Company was subsequently changed to ‘Dindigul Farm Product Limited’, upon conversion into a public company, pursuant to a board resolution dated November 18, 2023 and a shareholder resolution dated December 1, 2023, and a fresh certificate of change of name was issued on December 27, 2023 by ROC, Coimbatore.

**Corporate Identity Number:** U15200TZ2010PLC016407

**Company Registration Number:** 016407

### Registered Office:

#### Dindigul Farm Product Limited

2/52-3, Pillaiyarnatham,  
Pithalaipatty Post, Dindigul,  
Tamil Nadu – 624002

For details in relation to the changes in the registered office of our Company, see “History and Certain corporate Matters - Changes in our registered office” on page 154.

### Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Tamil Nadu at Coimbatore  
No. 7, AGT Business Park, I Floor,  
Phase II, Avinashi Road,  
Civil Aerodrome Post,  
Coimbatore 641014,  
Tamil Nadu, India

### Board of Directors

Our Board comprises the following Directors as on the date of filing of this Red Herring Prospectus:

Name	Designation	DIN	Address
R Rajasekaran	Chairman & Managing Director	01789110	No 2/52-2 Raaj Kudil. Pillaiyarnatham Pithalaipatti, Pillayamattam. Dindigul, Tamil Nadu – 624002
Rajadharshini Rajasekaran	Non-Executive Director	03161629	2/592, Pillayarnattam, Dindigul Pithalaipatti, Tamil Nadu – 624002
Nangavaram Mahadevan Ranganathan	Independent Director	06377402	TA Jains Advika New 55 Old 24, 3rd Main Road Gandhinagar, Adyar, Chennai, Tamil Nadu-600020
Bokara Nagarajan Padmaja Priyadarshini	Independent Director	06416242	2/158, Voltas Colony 2nd Street, Nanganallur, Kanchipuram, Tamil Nadu- 600061
Rajappan Ravi	Non-Executive and Non-Independent Director	01969263	109/16 Vanavil Apartments, East Main road, Annager West Extension, Tiruvallur, Tamil Nadu-600101

For brief profiles and further details of our Directors, see “Our Management” on page 157.

### Company Secretary and Compliance Officer

Gurunathan Uma Kanth Narayanan is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

**Dindigul Farm Product Limited**

2/52-3, Pillaiyarnatham,  
Pithalaipatty Post, Dindigul,  
Tamil Nadu – 624002  
**Telephone:** +91 94980 99930  
**E-mail:** cs@ennutrica.com

**Chief Financial Officer**

Ganesan Velvizhi is the Chief Financial Officer of our Company. Her contact details are as follows:

**Dindigul Farm Product Limited**

2/52-3, Pillaiyarnatham,  
Pithalaipatty Post, Dindigul,  
Tamil Nadu – 624002  
**Telephone:** +91 94980 99930  
**E-mail:** cfo@ennutrica.com

**Investor Grievances**

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

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 Designated Intermediary 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.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

For all Issue related queries and for redressal of complaints, investors may also write to the BRLM. Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

**Book Running Lead Manager**

**Beeline Capital Advisors Private Limited**

B 1311-1314, Thirteenth Floor, Shilp Corporate Park,  
Rajpath Rangoli Road, Thaltej,  
Ahmedabad-380054, Gujarat, India  
**Telephone:** +91 79 4840 5357  
**E-mail:** mb@beelinemb.com  
**Investor Grievance ID:** [ig@beelinemb.com](mailto:ig@beelinemb.com)  
**Website:** [www.beelinemb.com](http://www.beelinemb.com)  
**Contact Person:** Mr. Nikhil Shah  
**CIN:** U67190GJ2020PTC114322



**SEBI Registration Number:** INM000012917

**Syndicate Members**

**SPREAD X SECURITIES PRIVATE LIMITED**  
 Shilp Corporate Park, B Block, 13th Floor, B-1309,  
 Near Rajpath Club, Rajpath Rangoli Road,  
 S. G. Highway, Ahmedabad – 380054, Gujarat, India  
**Tel:** +91 79 6907 2018  
**Contact Person:** Mrs. Khushbu Nikhilkumar Shah  
**Email Id:** [info@spreadx.in](mailto:info@spreadx.in)  
**Website:** [www.spreadx.in](http://www.spreadx.in)

**Legal Advisor to the Company**  
**Zenith India Lawyers**  
 D-49, SL-III, Sector-57,  
 Gurugram, Haryana – 122003  
**Tel:** +91 98990 16169  
**Email id:** [raj@zilawyers.com](mailto:raj@zilawyers.com)  
**Website:** [www.zilawyers.com](http://www.zilawyers.com)  
**Contact Person:** Raj Rani Bhalla

**Statutory Auditor to our Company**

**M/s. Venkatesh & Co., Chartered Accountants**  
**Address:** 151, Mambalam High Road,  
 T. Nagar, Chennai - 600017  
**Telephone No.:** 044-28144763  
**E-mail ID:** [audit@venkateshandco.com](mailto:audit@venkateshandco.com)  
**FRN:** 004636S  
**Contact Person:** CA Dasaraty V  
**Peer Review Number:** 015952  
**Membership No.:** 026336

**Changes in Statutory Auditors**

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

Particulars	Date of change	Reason
<b>M/s. Venkatesh &amp; Co., Chartered Accountants</b> <b>Address:</b> 151, Mambalam High Road, T. Nagar, Chennai - 600017 <b>Telephone No.:</b> 044-28144763 <b>E-mail ID:</b> <a href="mailto:audit@venkateshandco.com">audit@venkateshandco.com</a> <b>FRN:</b> 004636S <b>Contact Person:</b> CA Dasaraty V <b>Peer Review Number:</b> 015952 <b>Membership No.:</b> 026336	December 1, 2023	Appointed for FY 2023-24 to fill the casual vacancy caused by resignation of earlier auditors
<b>R. Kannan</b> <b>Address:</b> 42, Karunanidhi Colony, Opp Karpaga Vinayagar Temple, Round Road, Dindigul - 624005 <b>Telephone No.:</b> 0451-2421755 <b>E-mail ID:</b> <a href="mailto:kannanfca@gmail.com">kannanfca@gmail.com</a> <b>Contact Person:</b> Kannan R <b>Membership No.:</b> 213229	November 18, 2023	Resignation due to pre-occupation

**Registrar to the Issue**

**LINK INTIME INDIA PRIVATE LIMITED**

**SEBI Registration Number:** INR000004058

**Address:** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India – 400 083

**Tel. Number:** +91 810 811 4949

**Fax-** +91 22 4918 6195

**Email Id:** [dindigulfarm.ipo@linkintime.co.in](mailto:dindigulfarm.ipo@linkintime.co.in)

**Investors Grievance Id:** [dindigulfarm.ipo@linkintime.co.in](mailto:dindigulfarm.ipo@linkintime.co.in)

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

**Contact Person:** Ms. Shanti Gopalkrishnan

**CIN:** U67190MH1999PTC118368

**Escrow Collection Bank(s)/Public Issue Account Bank/ Refund Bank**

**Axis Bank Limited, Dindigul Branch**

Dindigul Tamil Nadu, 'Spencer'S Compound', Salai Road, Dindigul 624 001, Tamil Nadu

**Tel No:** +91 9994981444

**E-mail:** [Dindigul.branchhead@axisbank.com](mailto:Dindigul.branchhead@axisbank.com)

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

**Contact Person:** Mr. B. Jaiganesh

**SEBI Registration Number:** INBI00000017

**Sponsor Bank(s)**

**Axis Bank Limited**

Dindigul Tamil Nadu, 'Spencer'S Compound', Salai Road, Dindigul 624 001, Tamil Nadu

**Tel No:** +91 9994981444

**E-mail:** [dindigul.branchhead@axisbank.com](mailto:dindigul.branchhead@axisbank.com)

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

**Contact Person:** Mr. B. Jaiganesh

**SEBI Registration Number:** INBI00000017

**Banker to our Company**

**State Bank of India, SME Branch, Dindigul**

S.K.A.A. Complex, Door no. 7B, 1<sup>st</sup> and 2<sup>nd</sup> Floor, RM Colony, 80 feet Road, Dindigul.

**Tel:** +91 451 2427868

**E-mail:** [sbi.12758@sbi.co.in](mailto:sbi.12758@sbi.co.in)

**Website:** [www.onlinesbi.sbi](http://www.onlinesbi.sbi)

**Contact Person:** Mr. Subramanian Shanmugavel, Mr. Mylesh Raju D

**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..

### **SCSBs and mobile applications enabled for UPI Mechanism**

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>.

### **Syndicate SCSB Branches**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

### **Registered Brokers**

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

### **RTAs**

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](http://www.sebi.gov.in)) and updated from time to time.

### **Experts**

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

M/s Venkatesh & Co., Chartered Accountants have provided their written consent to act as Expert, Statutory and Peer review Auditor to the company dated December 29, 2023 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated December 29, 2023 and disclosure made in chapter titled "*Objects of the Issue*" beginning on Page No. 86 of this Red Herring Prospectus; 2) M/s. Zenith India Lawyers, Advocate has provided their written consent to act as Legal Advisor to the issue dated December 29, 2023 for chapters titled "*Key Industry Regulations*", "*Government Approvals*" and "*Outstanding Litigations and Material Developments*" beginning on Page Nos. 143, 197 and 193 of this Red Herring Prospectus

### **Statement of Inter-Se Allocation of Responsibilities**

Since Beeline Capital Advisors Private Limited is only Book Running Lead Manager to the issue, all the responsibility of the Issue will be managed by them.

### **Appraising Entity & 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

### **Credit Rating**

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

### **Debenture Trustees**

As this is an issue of Equity Shares, no debenture trustee has been appointed for the Issue.

### **Filing of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus**

The Draft Red Herring Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

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

A copy of Red Herring Prospectus will be available on website of the company [www.ennutrica.com](http://www.ennutrica.com), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.bsesme.com](http://www.bsesme.com)

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the RoC Office situated at The Registrar of Companies, Coimbatore, No. 7, Phase II, Coimbatore, 1st Floor, Avinashi Road, Civil Aerodrome Post, Tamil Nadu 641014, India, and the same will also be available on the website of the company [www.ennutrica.com](http://www.ennutrica.com), for inspection.

### **Book Building Process**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in Regional newspaper where our registered office is situated at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;

- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

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

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date.

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public 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. For details in this regards, specific attention is invited to the chapter titled “Issue Procedure” beginning on page 231 of the Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “Issue Procedure” on page 231 of this Red Herring Prospectus.

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

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “Issue Procedure” on page 231 of this Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form;

**Bid/Issue Program:**

Events	Indicative Dates
Bid/Issue Opening Date	Thursday, June 20, 2024
Bid/Issue Closing Date	Monday, June 24, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, June 25, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Wednesday, June 26, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Wednesday, June 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, June 27, 2024

*\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

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

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue at any time before the Bid/Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Bid/Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

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

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

### Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement has been entered on December 29, 2023. 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	Number of Equity Shares Underwritten*	Amount Underwritten (in ₹ lakhs)	% of the total Issue Size Underwritten
<b>Beeline Capital Advisors Private Limited</b> <b>Address:</b> B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, Ahmedabad –380054, Gujarat, India <b>Telephone Number:</b> 079-4918 5784 <b>Email Id:</b> <a href="mailto:mb@beelinemb.com">mb@beelinemb.com</a> <b>Investors Grievance Id:</b> <a href="mailto:ig@Beelinemb.com">ig@Beelinemb.com</a> <b>Website:</b> <a href="http://www.beelinemb.com">www.beelinemb.com</a> <b>Contact Person:</b> Mr. Nikhil Shah <b>CIN:</b> U67190GJ2020PTC114322 <b>SEBI Registration Number:</b> INM000012917	64,50,000	[●]	100%

\*Includes 3,26,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, 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. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act.

### Details of the Market Making Arrangement for this Issue

Our Company and the Book Running Lead Manager have entered into an agreement dated December 29, 2023 with the following Market Maker to fulfil the obligations of Market Making:

<b>Name</b>	SPREAD X SECURITIES PRIVATE LIMITED
<b>Correspondence Address</b>	Shilp Corporate Park, B Block, 13th Floor, B-1309, Near Rajpath Club, Rajpath Rangoli Road, S.G. Highway, Ahmadabad City Gujarat 380054 India
<b>Tel No.</b>	+91 79 6907 2018
<b>E-mail</b>	<a href="mailto:info@spreadx.in">info@spreadx.in</a>
<b>Website</b>	<a href="http://www.spreadx.in">www.spreadx.in</a>
<b>Contact Person</b>	Mrs. Khushbu Shah
<b>SEBI Registration No.</b>	INZ000310930

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE SME 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 shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.



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 offer 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.

The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the SME platform of BSE from time to time)

4) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 3,26,000 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 3,26,000 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 scrip 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 Market 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 BRLM 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 Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that 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.

Risk containment measures and monitoring for Market Makers: BSE SME will have all margins which are applicable on the BSE 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: BSE SME will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a

particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

14) 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:

- a) 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.
- b) 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.

15) 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.

16) 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%
₹ 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.

## SECTION VI - CAPITAL STRUCTURE

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

*(in ₹, except share data or indicated otherwise)*

	Aggregate nominal value	Aggregate value at Issue Price <sup>(1)</sup>
<b>A. AUTHORIZED SHARE CAPITAL</b>		
2,50,00,000 Equity Shares of face value ₹10 each	25,00,00,000	-
<b>B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
1,79,79,280 Equity Shares of face value ₹10 each	17,97,92,800	-
<b>C. PRESENT ISSUE</b>		
Issue of 64,50,000 Equity Shares of face value ₹ 10 each <sup>(2)</sup>	6,45,00,000	[●]
<i>Which comprises of:</i>		
<b>Reservation for Market Maker Portion</b>	32,60,000	[●]
3,26,000 Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion		
<b>Net Issue to Public</b>	6,12,40,000	[●]
Net Issue to Public of 61,24,000 Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public		
<b>D. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>		
2,44,29,280 Equity Shares of face value ₹10 each	2,44,29,280	
<b>E. SECURITIES PREMIUM ACCOUNT</b>		
Before the Issue	14,38,91,200	
After the Issue <sup>(1)</sup>		[●]

(1) To be included upon finalization of the Issue Price.

(2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 28, 2023 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting (EoGM) held on May 10, 2024.

For details of changes to our Company's authorised share capital in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 154.

### Notes to the Capital Structure

#### 1. Share capital history of our Company:

(a) Equity share capital

The following table sets forth the history of the equity share capital of our Company:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reasons / nature of allotment	Name of allottees	Cumulative no. of Equity Shares	Cumulative paid-up equity share capital (₹)
September 29, 2010	2,000	100	100	Cash	Initial subscription to MOA	1,000 Equity Shares to Kalimuthu Thangaraj and 1,000 Equity Shares to Rajasekaran Rajadharshini	2,000	200,000
March 31, 2013	5,17,000	100	100	Cash	Further Issue	46,100 Equity Shares to R. Rajasekaran, 54,000 Equity Shares to R. Suriyaprabha, 22,500 Equity Shares to R. Ravichandran, 93,200 Equity Shares to Rajasekaran Rajadharshini, 37,000 Equity Shares to R. Sarayu, 92,100 Equity Shares to R. Radha Bai, 17,500 Equity Shares to Kalimuthu Thangaraj, 6,300 Equity Shares to R.K.G.G. Saraboji, 10,000 Equity Shares to A. Bhuvana, 3,000 Equity Shares to P.S. Ramasamy, 1,300 Equity Shares to S. Andal, 21,600 Equity Shares to S. R. Srinivasan, 62,400 Equity Shares to S. Nagaraj and 50,000 Equity Shares to V. Subburaj	5,19,000	5,19,00,000
March 31, 2015	1,92,200	100	100	Cash	Private Placement by way of conversion of unsecured loan	1,70,000 Equity Shares to A.R. Dairy Food Private Limited, 100 Equity Shares to Kannan, 100 Equity Shares to C. Suresh Kumar, 20,000 Equity Shares to V.	7,11,200	7,11,20,000

						Renganathan and 2,000 Equity Shares to R. Sridevi		
March 31, 2018	2,27,000	100	100	Cash	Private Placement by way of conversion of unsecured loan	50,000 Equity Shares to R. Suriyaprabha, 50,000 Equity Shares to Rajasekaran Rajadharshini, 5,000 Equity Shares to R. Sarayu, 80,000 Equity Shares to V. Renganathan, 7,000 Equity Shares to R. Sridevi, 30,000 Equity Shares to S. Nagaraj and 5,000 Equity Shares to R.K.G.G. Saraboji	9,38,200	9,38,20,000
March 30, 2019	5,00,000	100	100	Consideration other than cash	Private Placement	5,00,000 Equity Shares to A.R. Dairy Food Private Limited	14,38,200	14,38,20,000
Pursuant to the resolutions passed our Shareholders on December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹10 each. Therefore, 14,38,200 equity shares of our Company of face value of ₹100 each were sub-divided into 1,43,82,000 Equity Shares of our Company of face value of ₹ 10 each								
December 23, 2023	28,22,000	10	50	Cash	Rights Issue	Refer Note 3 below	1,72,04,000	17,20,40,000
December 28, 2023	775,280	10	50	Cash	Rights Issue (Refer Note 4)	2,00,000 Equity Shares to Minerva Ventures Fund, 1,70,000 Equity Shares to Vikas Rekha Bohra, 1,70,000 Equity Shares to Mithalal Nirmal Kumar, 40,000 Equity Shares to Hira Chand Padma Jain, 1,02,000 Equity Shares to Khushbu Jain, 25,280 Equity Shares to Suresh Kumar Nikitha and 68,000 Equity Shares to Raju Rameshchand Lunawath	1,79,79,280	17,97,92,800

*Note 1: Our Company has inadvertently not filed PAS-3 for allotment of 1,92,200 Equity Shares on March 31, 2015. Our Company is in the process of filing a compounding application for the same. The details wrt this allotment is based on resolutions passed by the Company and other corporate records.*

*Note 2: Our Company has inadvertently not filed MGT-14 allowing the conversion of Unsecured Loan into Equity Shares passed at the time of taking Unsecured Loan wrt allotments made on March 31, 2015 and March 31, 2018. Our Company is in the process of filing a compounding application for the same.*

*Note 3:*

*The Allotment of Equity shares done on December 23, 2023 on Right Issue basis was made in the proportion of 1 new Equity Share for each 5 Equity Share.*

*3,22,000\* Equity Shares to Indrayani Biotech Limited, 60,000\* Equity Shares to R Rajasekaran, 1,34,000\* Equity Shares to Rajasekaran Suriyaprabha, 92,000\* Equity Shares to Ravi Chandran Ranganathan, 50,000 Equity Shares to Pritesh Pravin Vora, 50,000 Equity Shares to Masood Hasan Dariwala, 30,000 Equity Shares to Saifuddin Abbasali Nazim, 50,000 Equity Shares to Avni Manish Satra, 40,000 Equity Shares to Bhaveshkumar M Maniyar, 50,000 Equity Shares to Adheesh Kabra, 50,000 Equity Shares to Komalay Investrade Pvt. Ltd., 50,000 Equity Shares to Umesh Mulchand Vora, 20,000 Equity Shares to BK Management Solutions Private Limited, 2,00,000 Equity Shares to Viney Equity Market LLP, 90,000 Equity Shares to Shruti Vikas Shah, 50,000 Equity Shares to Ankurbhai K Mehta HUF, 40,000 Equity Shares to Darshna Parimal Khakharia, 40,000 Equity Shares to Vineet Arora, 30,000 Equity Shares to Pratik Shubhkaran Sanghi, 40,000 Equity Shares to Nikhil Tyagi, 60,000 Equity Shares to Punam Choudhury, 40,000 Equity Shares to Mandalapu Venkatram, 20,000 Equity Shares to Dinesh Rathi, 50,000 Equity Shares to Jinendra G C/o 1955 Venture Fund, 1,00,000 Equity Shares to Akilandeswari Selvamurthy, 32,000 Equity Shares to Aakash Jain, 40,000 Equity Shares to Balkrishan Poddar, 60,000 Equity Shares to Bhavin Ajit Dedhia, 60,000 Equity Shares to Hemchand Lalji Gala, 20,000 Equity Shares to Jatin Sachdev, 50,000 Equity Shares to Komal Parag Mandhana, 50,000 Equity Shares to Parag Mohanlal Mandhana HUF, 25,000 Equity Shares to Mukeshbhai Vishabhai Prajapati, 20,000 Equity Shares to Prakash Arvindbhai Shah HUF, 60,000 Equity Shares to Rajnikant Meghji Shah HUF, 36,000 Equity Shares to Singhvi Heritage LLP, 200,000 Equity Shares to Prakash Sunil Kumar Gupta, 40,000 Equity Shares to Swapnil Jatinbhai Shah C/o SVAR Family Trust, 1,00,000 Equity Shares to Vikash Mittal, 32,000 Equity Shares to Shripal Bhandari C/o VM Finserve & Asset Management, 25,000 Equity Shares to Vrushali Yogesh Supekar, 10,000 Equity Shares to Prafulkumar Ramanlal Jain, 15,000 Equity Shares to Heena M Jain, 15,000 Equity Shares to Sonam D Jain, 15,000 Equity Shares to Mitesh N Jain, 15,000 Equity Shares to Danish D Jain, 10,000 Equity Shares to Sashikant Ramanlal Jain, 10,000 Equity Shares to Forum A Jain, 20,000 Equity Shares to Rajasheharan P V, 40,000 Equity Shares to Kunal Shah, 50,000 Equity Shares to Mahesh Vishnupant Mulay and 14,000 Equity Shares to Mangilal Gautamchand Rakhecha HUF.*

*\* Allotted equity shares against the outstanding loan.*

*Note 4; The Allotment of Equity shares done on December 28, 2023 on Right Issue basis was made in the proportion of 1 new Equity Share for each 10 Equity Share.*

(b) Preference share capital

Our Company does not have any issued or outstanding preference share capital as on the date of the Red Herring Prospectus.

**2. Equity shares issued for consideration other than cash and bonus issue**

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

Date of allotment	No of Equity Shares	Face value (₹)	Issue price per equity shares	Nature of considerations	Name of allottees	Reasons/nature of allotment	Benefits accrued to our Company
March 30, 2019	5,00,000	100	100	NA	5,00,000 Equity Shares to A.R. Dairy Food Private Limited	Allotment of shares by way of private placement	Reduction in trade payables

**3. Equity shares issued out of revaluation reserves**

Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

**4. Allotment of equity shares pursuant to schemes of arrangement**

Our Company has not issued or allotted equity shares pursuant to schemes of arrangement approved under Sections 391 - 394 of the erstwhile Companies Act, 1956 or Sections 230 - 234 of the Companies Act, 2013.

**5. Issue of equity shares at a price lower than the Issue Price in the last one year**

Except as mentioned above in Note 1, our Company has not issued any Equity Shares at a price which may be lower than the Issue Price during a period of one year preceding the date of this Red Herring Prospectus.

**6. Shareholding pattern of our Company**

The table below presents the equity shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total number of Equity Shares (calculate as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of Equity shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of locked Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	
								Number of Voting Rights	Total % of (A+B+C)				Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)		
								Class (Equity Shares)	Class (Others)	Total								
(A)	Promoter and Promoter Group	7	1,45,02,000	-	-	1,45,02,000	80.66%	1,45,02,000	-	1,45,02,000	80.66%	-	80.66%	-	-	-	-	1,45,02,000
(B)	Public	61	34,77,280	-	-	34,77,280	19.34%	34,77,280	-	34,77,280	19.34%	-	19.34%	-	-	-	-	34,77,280
(C)	Non Promoter - Non Public																	
(C1)	Shares underlying DRs																	
(C2)	Shares																	



	held by Employee Trusts																	
	<b>Total</b>	68	1,79,79,280	-	-	1,79,79,280	100.00%	1,79,79,280	-	1,79,79,280	100.00%	-	100.00%	-	-	-	-	1,79,79,280

Notes:

(i) As on date of this Red Herring Prospectus 1 Equity share holds 1 vote.

(ii) We have only one class of Equity Shares of face value of ₹ 10/- each.

(iii) We have entered into tripartite agreement with NSDL & CDSL

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

7. **Details of shareholding of the major Shareholders of our Company**

a) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as on the date of this Red Herring Prospectus.

S. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
1.	Indrayani Biotech Limited	76,56,820	42.59%
2.	R Rajasekaran	19,42,000	10.80%
3.	Rajadharshini Rajasekaran	14,42,000	8.02%
4.	Ravi Chandran Ranganathan	13,17,000	7.33%
5.	Rajasekaran Suriyaprabha	11,75,000	6.54%
6.	Sarayu	7,40,180	4.12%
7.	S R Srinivasan	2,29,000	1.27%
8.	Viney Equity Market LLP	2,00,000	1.11%
9.	Minerva Ventures Fund	2,00,000	1.11%
10.	K Thangaraj	1,85,000	1.03%
	<b>Total</b>	<b>1,50,87,000</b>	<b>83.92%</b>

b) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of 10 days prior to the date of this Red Herring Prospectus.

S. No.	Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)
1.	Indrayani Biotech Limited	76,56,820	42.59%
2.	R Rajasekaran	19,42,000	10.80%
3.	Rajadharshini Rajasekaran	14,42,000	8.02%
4.	Ravi Chandran Ranganathan	13,17,000	7.33%
5.	Rajasekaran Suriyaprabha	11,75,000	6.54%
6.	Sarayu	7,40,180	4.12%
7.	S R Srinivasan	2,29,000	1.27%
8.	Viney Equity Market LLP	2,00,000	1.11%
9.	Minerva Ventures Fund	2,00,000	1.11%
10.	K Thangaraj	1,85,000	1.03%
	<b>Total</b>	<b>1,50,87,000</b>	<b>83.92%</b>

c) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of one year prior to the date of this Red Herring Prospectus.

S. No.	Shareholder	Number of Equity Shares of face value of ₹ 100 each	Percentage of pre-Issue Equity Share capital (%)
1.	Indrayani Biotech Limited	7,33,482	51.00%
2.	R Rajasekaran	1,88,200	13.09%
3.	Rajadharshini Rajasekaran	1,44,200	10.03%
4.	Ravi Chandran Ranganathan	1,22,500	8.52%
5.	Rajasekaran Suriyaprabha	1,04,100	7.24%
6.	Sarayu	74,018	5.15%
7.	S R Srinivasan	22,900	1.59%
8.	K Thangaraj	18,500	1.29%
	<b>Total</b>	<b>14,07,900</b>	<b>97.91%</b>

d) Set forth below are details of Shareholders holding 1% or more of the paid-up equity share capital of our Company as of two years prior to the date of this Red Herring Prospectus.

S. No.	Shareholder	Number of Equity Shares of face value of ₹ 100 each	Percentage of pre-Issue Equity Share capital (%)
1.	Indrayani Biotech Limited	7,33,482	51.00%
2.	R Rajasekaran	1,88,200	13.09%
3.	Rajadharshini Rajasekaran	1,44,200	10.03%
4.	Ravi Chandran Ranganathan	1,22,500	8.52%

5.	Rajasekaran Suriyaprabha	104,100	7.24%
6.	Sarayu	74,018	5.15%
7.	S R Srinivasan	22,900	1.59%
8.	K Thangaraj	18,500	1.29%
	<b>Total</b>	<b>14,07,900</b>	<b>97.91%</b>

## 8. Details of Shareholding of our Directors and Key Managerial Personnel in our Company

Except as disclosed below, none of our Directors or Key Managerial Personnel hold any Equity Shares in our Company:

Sr. No.	Name of the Shareholder	Designation	Nos. of Equity Shares held	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	R Rajasekaran	Chairman & Managing Director	19,42,000	10.80%	7.95%
2.	Rajadharshini Rajasekaran	Non-Executive Director	14,42,000	8.02%	5.90%

## 9. History of Equity Share capital build-up, contribution and lock-in of Promoters' shareholding

### (a) Build-up of Promoters' shareholding in our Company

As on the date of this Red Herring Prospectus, our Promoters collectively hold 1,10,40,820 Equity Shares aggregating to 61.41% of the issued, subscribed and paid-up Equity Share capital of our Company.

Set forth below is the build-up of the equity shareholding of our Promoters, since incorporation of our Company.

Date of allotment/transfer/acquisition of equity shares	No of Equity Shares	Face value (₹)	Issue/Transfer/Acquisition price per equity share (₹)	Nature of consideration	Nature of transaction	Percentage of pre-Issue Equity Share capital of the Company (%)	Percentage of post-Issue Equity Share capital of the Company (%)
<b>R Rajasekaran</b>							
March 31, 2013	46,100	100	100	Cash	Further Issue	2.56%	1.89%
March 31, 2015	92,100	100	N.A.	N.A.	Transmission pursuant to execution of will of R. Radhabai	5.12%	3.77%
March 31, 2018	50,000	100	100	Cash	Transferred by V. Subburaj	2.78%	2.05%
Pursuant to the resolutions passed by our Shareholders on December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹ 10 each. Therefore, 1,88,200 equity shares of our Company of face value of ₹100 each held by R Rajasekaran were sub-divided into 18,82,000 Equity Shares of our Company of face value of ₹ 10 each							
December 23, 2023	60,000	10	50	Cash	Rights Issue	0.33%	0.25%
Sub-total	<b>19,42,000</b>					<b>10.80%</b>	<b>7.95%</b>

(A)							
<b>Rajadharshini Rajasekaran</b>							
September 29, 2010	1,000	100	100	Cash	Initial subscription to MOA	0.06%	0.04%
March 31, 2013	93,200	100	100	Cash	Further Issue	5.18%	3.82%
March 31, 2018	50,000	100	100	Cash	Private Placement by way of conversion of unsecured loan	2.78%	2.05%
Pursuant to the resolutions passed by our Shareholders on December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹ 10 each. Therefore, 1,44,200 equity shares of our Company of face value of ₹100 each held by Rajadharshini Rajasekaran were sub-divided into 14,42,000 Equity Shares of our Company of face value of ₹ 10 each							
<b>Sub-total (B)</b>	<b>14,42,000</b>					<b>8.02%</b>	<b>5.90%</b>
<b>Indrayani Biotech Limited</b>							
June 30, 2022	60,382	100	100	Cash	Transferred by S. Nagaraj	3.36%	2.47%
June 30, 2022	3,000	100	100	Cash	Transferred by P.S. Ramasamy	0.17%	0.12%
June 30, 2022	100	100	100	Cash	Transferred by Kannan	0.01%	0.00%
June 30, 2022	1,70,000	100	100	Cash	Transferred by A R Dairy Food Private Limited	9.46%	6.96%
June 30, 2022	5,00,000	100	100	Cash	Transferred by A R Dairy Food Private Limited	27.81%	20.47%
Pursuant to the resolutions passed by our Shareholders on December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹ 10 each. Therefore, 7,33,482 equity shares of our Company of face value of ₹100 each held by Indrayani Biotech Limited were sub-divided into 73,34,820 Equity Shares of our Company of face value of ₹ 10 each							
December 23, 2023	3,22,000	10	50	Cash	Rights Issue	1.79%	<b>1.32%</b>
<b>Sub-total (C)</b>	<b>76,56,820</b>					<b>42.59%</b>	<b>31.34%</b>
<b>Total (A+B+C)</b>	<b>1,10,40,820</b>					<b>61.41%</b>	<b>45.20%</b>

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged as of the date of this Red Herring Prospectus.

The entire shareholding of our Promoter and Promoter Group is in dematerialised form as of the date of this Red Herring Prospectus.

**(b) Details of Promoters' contribution locked in for three years:**

Our Promoters have given written consent to include 49,00,000 Equity Shares subscribed and held by them as a part of Minimum Promoter's Contribution constituting 20.06% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoter's 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 Promoter's Contribution, and to be marked Minimum Promoter's Contribution as locked-in.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter's 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.

In our case, the company is going to utilize proceeds of issue towards existing projects of the company. Therefore, Minimum Promoter's Contribution shall be locked in for a period of 3 years from date of allotment in Initial Public Offer.

We further confirm that Minimum Promoter's Contribution of 20.06% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's 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 Promoter under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoter's 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 Promoter's Contribution are as follows:

Date of allotment/ transfer/ acquisition of equity shares	No of Equity Shares	Face value (₹)	Issue/ Transfer/ Acquisition price per equity share(₹)	Nature of considerations	Nature of transaction	Percentage of pre-Issue Equity Share capital of the Company (%)	Percentage of post-Issue Equity Share capital of the Company (%)	Date up to which Equity Shares are subject to Lockin
<b>Indrayani Biotech Limited</b>								
June 30, 2022	4,90,000	100	100	Cash	Transferred by A R Dairy Food Private Limited	27.81%	20.06%	3 Years
Pursuant to the resolutions passed by our Shareholders on December 1, 2023, each equity share of our Company of face value of ₹ 100 each, fully paid-up, was sub-divided into ten Equity Shares of our Company of face value of ₹ 10 each.								
December 1, 2023	49,00,000	10	10	Cash	-	27.81%	20.06%	3 Years

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares,

The entire shareholding of our Promoter and Promoter Group is in dematerialised form as of the date of this Red Herring Prospectus.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoter's Contribution of 20.06% 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 Promoter's contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoter's 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 's contribution. However as per clause (c) of sub regulation (1) of Regulation 237 of the SEBI (ICDR) Regulations, 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:- 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. – Our Company is not formed by conversion of partnership firm.

**(c) Lock in of Equity Shares held by Promoters in excess of Minimum Promoter's contribution:**

In addition to Minimum Promoter's Contribution which shall be locked-in for three years, the balance 61,40,820 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.

**10. Other lock-in requirements:**

**(a) 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. Accordingly, 69,38,460 Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

**(b) 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.

**(c) 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 Promoter's 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 Promoter's 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.

**(d) 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 Promoter's 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 Promoters and Promoter's 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 lockin period stipulated has expired.

**11. Following are the details of pre and post Issue shareholding of persons belonging to the category "Promoters and Promoter Group":**

Sr. No.	Names	Pre IPO		Post IPO	
		Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Issue Equity Share capital (%)	Number of Equity Shares of face value of ₹ 10 each	Percentage of post-Issue Equity Share capital (%)
	<b>Promoters (A)</b>				
1.	R Rajasekaran	19,42,000	10.80%	19,42,000	7.95%
2.	Rajadharshini Rajasekaran	14,42,000	8.02%	14,42,000	5.90%
3.	Indrayani Biotech Limited	76,56,820	42.59%	76,56,820	31.34%
	<b>Sub-total (A)</b>	<b>1,10,40,820</b>	<b>61.41%</b>	<b>1,10,40,820</b>	<b>45.20%</b>
	<b>Promoter Group (B)</b>				
4.	Rajasekaran Suriyaprabha	11,75,000	6.54%	11,75,000	4.81%
5.	Sarayu	7,40,180	4.12%	7,40,180	3.03%
6.	S R Srinivasan	2,29,000	1.27%	2,29,000	0.94%
7.	Ravi Chandran Ranganathan	13,17,000	7.33%	13,17,000	5.39%
	<b>Sub-total (B)</b>	<b>34,61,180</b>	<b>19.25%</b>	<b>34,61,180</b>	<b>14.17%</b>
	<b>Total</b>	<b>1,45,02,000</b>	<b>80.66%</b>	<b>1,45,02,000</b>	<b>59.36%</b>

**12. The average cost of acquisition or subscription of shares by our Promoters is set forth in the table below:**

Sr. No.	Name of the Promoters	Nos. of Equity Shares held	Average cost of acquisition (in ₹)
1.	R Rajasekaran	19,42,000	6.49
2.	Rajadharshini Rajasekaran	14,42,000	10.00
3.	Indrayani Biotech Limited	76,56,820	11.68

13. As on the date of this Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan 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) Regulations, 2014.

14. Except for the Equity Shares to be allotted pursuant to the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of qualified institutional placement, or by way of further public issue of Equity Shares, or otherwise. However,

our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board 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.

15. We confirm that there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Red Herring Prospectus until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be.
16. Except as disclosed below, none of the members of the Promoter Group, our Promoters, directors of Indrayani Biotech Limited and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

Date of allotment/ transfer/ acquisition of equity shares	Name of Shareholder	No of Equity Shares	Issue/ Transfer/ Acquisition price per equity share(₹)	Nature of transaction	Percentage of pre-Issue Equity Share capital of the Company (%)	Category of Allottees (Promoters/ Promoter Group/ Director)
December 23, 2023	R Rajasekaran	60,000	50	Rights Issue	0.33%	Promoter & Director
December 23, 2023	Rajasekaran Suriyaprabha	1,34,000	50	Rights Issue	0.75%	Relative of Director
December 23, 2023	Ravi Chandran Ranganathan	92,000	50	Rights Issue	0.51%	Relative of Director
December 23, 2023	Indrayani Biotech Limited	3,22,000	50	Rights Issue	1.79%	Promoter

17. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of Indrayani Biotech Limited, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Red Herring Prospectus.
18. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.
19. As on the date of this Red Herring Prospectus, the BRLM, their associates, as defined under the SEBI Merchant Bankers Regulations, do not hold any Equity Shares. The BRLM, their associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
20. Our Company shall ensure that any transaction in the Equity Shares by our Promoters and the members of the Promoter Group during the period between the date of this Red Herring Prospectus and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.
21. 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.
22. Our Company, the Promoters, our Directors and the BRLM have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.



23. We have 69 shareholders as on the date of filing of this Red Herring Prospectus.
24. There are no warrants, options or rights to convert debentures, loans or other instruments convertible into our Equity Shares, or instruments which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.
25. An over-subscription to the extent of 1% of the Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
26. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof;
27. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
28. As on date of the Red Herring Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company and all Equity Shares are ranked pari-passu in all respect.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. There are no Equity Shares against which depository receipts have been issued
31. There are no safety net arrangements for this public Issue.
32. No person connected with the Issue, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, our Directors, our Promoters, members of our Promoter Group or Group Companies, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Issue, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.
33. Our Company shall comply with such disclosure and accounting norms as may be specified by the designated stock exchange, SEBI and other regulatory authorities from time to time
34. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
35. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
36. Our Promoters and the members of our Promoter Group will not participate in the Issue.

## SECTION VII – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue constitutes public Issue of 64,50,000 Equity Shares having face value of ₹ 10 each 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. Capital Expenditure
2. Working Capital Requirements
3. General Corporate Purposes

*(Collectively referred as the “objects”)*

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 Limited (“BSE SME”). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. Our processing facility is situated at Dindigul and is spread over 15 acres. Our management system has been assessed and determined to comply with the requirements of FSSC 22000. We also follow and comply with various other requirements like FSSAI, Halal, Kosher, APEDA, Export Import Council of India, Europe Regulations for Casein.

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the activities which we have been carrying out till date are in accordance with the objects clause of our Memorandum of Association.

#### REQUIREMENT 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 Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in Lakhs)	% of Gross Issue Proceeds
1.	Funding Capital Expenditure	1,212.33	[●]
2.	Working Capital Requirements	1,384.00	[●]
3.	General Corporate Purposes <sup>^</sup>	[●]	[●]
<b>Net Issue Proceeds</b>		<b>[●]</b>	<b>[●]</b>

<sup>^</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

## MEANS OF FINANCE

We intend to finance our Objects of the Issue through Issue Proceeds which are as follows:

(₹ in Lakhs)

Sr. No.	Particulars	Amount Required (₹ in Lakhs)	From IPO Proceeds	Internal Accruals / Equity / Reserves	Balance from Long/Short Term Borrowing
1.	Funding Capital Expenditure	1,212.33	1,212.33	0	0
2.	Working Capital Requirements	2,312.02	1,384.00*	434.69	493.34
3.	General Corporate Purposes	[•]	[•]	0	0
4.	Public Issue Expenses	[•]	[•]	0	0
<b>Total</b>		[•]	[•]	<b>434.69</b>	<b>493.34</b>

\* Subject to finalization of Price at the time of filing of Prospectus.

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment is based on internal management estimates and has 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, subject to regulatory approval required under applicable law. 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 Red Herring 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 refer section titled "Risk Factors" beginning on Page No. 28 of this Red Herring Prospectus.

## DETAILS OF USE OF ISSUE PROCEEDS

### 1. FUNDING CAPITAL EXPENDITURE:

Our product portfolio include Milk Proteins, Dairy Ingredients and Infant Milk Formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, Fat Filled powders, Infant Milk Powders. In line with our strategy of increasing our value added products portfolio, Our Company intends to start with production line of Butter, Company proposes to utilise ₹ 1,212.33 Lakhs from the Net Proceeds towards purchase of Plant and machinery for production of Butter.

Our manufacturing facility is located at 767-769, Karuthanaickenpatty Road, Sendurai Village, Natham Taluk, Dindigul District and is owned by us.

Our Company has received a quotation from a vendor for all such Plant and Machinery and is yet to place any orders or enter into definitive agreements for purchase of such equipment. Our Company intends to utilise ₹ 1,212.33 lakhs from the Net Proceeds to purchase certain of such equipment based on our current estimates. The specific number and nature of such equipment to be procured by our Company will depend on our business requirements and technology advancement and the details of such Plant and Machinery to be procured from the Net Proceeds will be suitably updated at the time of filing of the Red Herring Prospectus with the ROC.

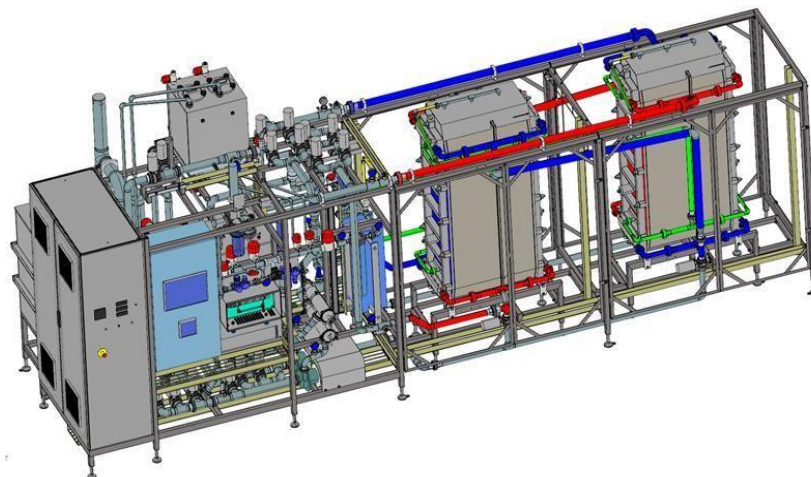
**Details of Plant and Machinery proposed to be acquired is as follows:**

Sr No.	Particulars	Date of Quotation	Name of Supplier	Imported / Indigenous	Total Estimated Cost (₹ in Lakhs)
A	Electrodialysis Equipment for Demineralization of Casein Whey	06-June-24	MEGA a.s. (Czech Republic) <sup>[1]</sup>	Imported	322.58
B	Evaporating And Drying Plant (Skim Milk Powder Production 20 Mtpd)	06-June-24	FOOD & BIOTECH Engineers (India) Pvt. Limited <sup>[2]</sup>	Indigenous	889.75
<b>Total</b>					<b>1,212.33</b>

<sup>[1]</sup> Validity of Quotation is of 2 month from the date of Quotation. The expected delivery time is approx. 35 weeks after receiving the advance payment and mutual approval of drawings related to the proposed technology design. Installation, commissioning, and staff training will take approximately 20 working days.

<sup>[2]</sup> Validity of the Quotation is of 60 days from the date of Quotation. The expected delivery time is approx. 24 weeks after getting technically clear and commercially firm order together with 40% of order value as an advance.

**(A) Electrodialysis Equipment for Demineralization of Casein Whey**



**Technical Specification of Electrodialysis Equipment for Demineralization of Casein Whey^**

Particulars	Units	NF casein whey – D40
<b>PLANT CONFIGURATION</b>		<b>One EWDUI 2xEDR-20/250 2S unit</b>
Qty of membrane pair per module	pcs	250
Qty of working spacers per module	pcs	500
Qty of electrodes in 1 module	pcs	4
Module arrangement (lines/stages)	/	1L/2S
Total number of modules	pcs	2

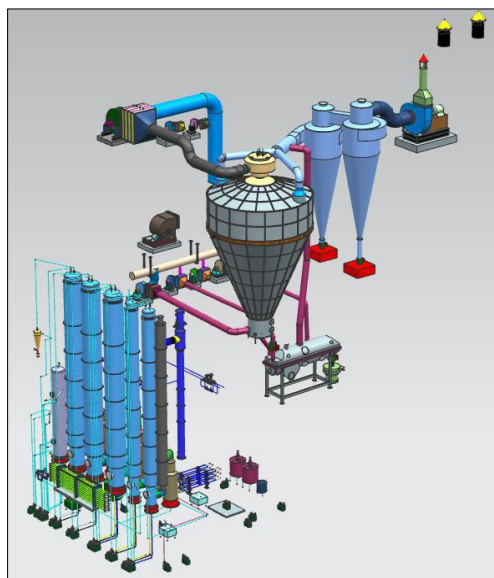
Particulars	Units	NF casein whey – D40
Total number of membranes	pcs	1 002
Total number of working spacers	pcs	1 000
Total number of electrodes	pcs	8
<b>PROCESS DESIGN</b>		
Daily operation time	hr/day	23.5
Handling time	hr/day	1
Demineralization time	hr/day	15.4
Neutralization time	hr/day	2.1
Cleaning time	hr/day	5
Number of batches per day	pcs/day	5
Batch time (only desalination)	hr/batch	3.1
Batch size	ton	16
Feed capacity (TS 16.00 %)	kg/day	80 000
Product capacity (TS 15.30 %)	kg/day	75 824
Desalinated dry powder	kg/day	12 253
<b>ELECTRICAL POWER</b>		
Installed total AC power (400 V / 50 Hz)	kW	31
Energy consumption incl. CIP	kWh	384
Specific consumption per feed	kWh/t	4.8
<b>WATER</b>		
Water for desalination (make-up, recommended 15°C)	m <sup>3</sup>	36
Water for CIP (heated-up 30-35°C)	m <sup>3</sup>	6
Chilled water (cooled to 2-4°C) – min. estimate	m <sup>3</sup>	7.8
<b>CHEMICALS</b>		
Acid for desalination (brine ctrl) – 60% HNO <sub>3</sub>	l	0
Lye for desalination (product ctrl) – 50% KOH	l	188
Acid for CIP – 60% HNO <sub>3</sub>	l	20
Lye for CIP – 50% NaOH	l	22
Acid for CIP neutr. – 60% HNO <sub>3</sub>	l	5
Solid salt for elr. solution – NaNO <sub>3</sub>	kg/week	1
<b>Total Estimated Cost (in Euro)</b>		349,000
<b>Exchange Rate*</b>		92.43
<b>Total Estimated Cost (A)</b>		<b>₹ 322.58 Lakhs</b>

\* Exchange rate of EURO 1= ₹ 92.43 as at December 28, 2023 (Source: [www.xe.com](http://www.xe.com) ).

^Mechanical warranty for all the equipment, machinery, instrumentation, and devices, assembly, and installation works is 24 months from successful start-up (date of signing of the Taking-over Act) or 26 months from dispatching of the equipment from MEGA's works.

**(B) Evaporating And Drying Plant (Skim Milk Powder Production 20 Mtpd)**

Sr No.	Particulars	(₹ In lacs)
1	Price For Supply Of Four Effects Falling Film Evaporating Plant and Three Stage Drying Plant (Plc Baed) (Powder Production Capacity 20 Mtpd) <b>(Refer Note - 1)</b>	834.75
2	Erection, Installation and Commissioning	55.00
<b>Total Estimated Cost (B)</b>		<b>889.75</b>



**Note - 1**

FOUR EFFECTS FALLING FILM EVAPORATING PLANT				
I. Technical Specification and Operating Parameters				
S No.	Product	Unit	Skim Milk	Whole Milk
1	Feed rate	kg/hr	12870	7989
2	Initial solids	%	7.5	12
3	Concentrate Solids	%	45	48
4	Concentrate Output	kg/hr	2145	1997
5	Water Evaporation	kg/hr	10725	5992
6	Feed Temperature	Deg C	6	6
7	Product Temp. in Precondenser	Deg C	35	35
8	Product Temp. in Thermophilic Vessel	Deg C	72	72
9	Product Temp. in DSI	Deg C	90-110	90-110
10	Boiling temperature			
11	Cal01 Jacket temperature	Deg C	72	72
	VS-01	Deg C	69	69
	VS-02	Deg C	62	62
	VS-03	Deg C	55	55
	VS-04	Deg C	48	48
12	Cooling water temp. in/out	Deg C	32/ 40	32/ 40
Temperatures are indicative only.				
Consumption and performance figures are valid with a tolerance of ± 10 %.				
II. Utility Consumption				
Sr No.	Utility	Unit	Skim Milk	Whole Milk
1	<b>Steam Consumption</b>			
	Steam consumption (dry saturated) for Thermophilic TVR @ 9 bar g	kg/hr	397	246
	Steam consumption (dry saturated) at DSI @ 3.5 bar g	kg/hr	283	175
	Steam consumption (dry saturated) for TVR @ 9 bar g	kg/hr	1,180	959

2	<b>Cooling water requirement</b>	m3/hr	68	62
3	<b>Compressed air @ 6 bar</b>	Nm3/hr	12	12
4	<b>Electrical Load</b>			
	Total electrical load installed	Kw	98.2	98.2
	Average use of power load	Kw/hr	78.6	78.6

Consumption and performance figures are valid with a tolerance of  $\pm 10\%$ .

### THREE STAGE DRYING PLANT

#### I. Technical Specification and Operating Parameters

Sr No.	Product	Unit	Skim Milk	Whole Milk
1	Feed rate	Kg/hr	2,145	1997
2	Initial solids	%	45	48
3	Final moisture content of powder	%	3.5	2.8
4	Powder output	Kg/hr	1,000	986
5	Water Evaporation	Kg/hr	1,145	1,011
6	Designed atmospheric temp.	Deg C	20	20
7	Concentrate Feed temperature	Deg C	64	69
8	Main Drying Inlet air temperature	Deg C	190	185
9	Air inlet temp to static fluidizer	Deg C	105	100
10	Air inlet temp to vibro Section I	Deg C	88	84
11	Air inlet temp to vibro Section II	Deg C	15	15
12	Outlet air temp. from chamber	Deg C	71	71
13	Exhaust air temp. from main exhaust	Deg C	60	62

Temperatures are indicative only.

Consumption and performance figures are valid with a tolerance of  $\pm 10\%$ .

#### II. Utility Consumption

Sr No.	Utility	Unit	Skim Milk	Whole Milk
1	<b>Steam Consumption</b>			
	Steam consumption for concentrate preheater @ 3 bar	Kg/hr	103	96
	Steam consumption for dryer chamber @ 17.5 bar	Kg/hr	1946	1719
	Steam consumption for IBD @ 3.0 bar	Kg/hr	160	142
	Steam consumption for FBD heater @ 3.0 bar	Kg/hr	137	121
	Steam consumption for FBD Dehumidifier @ 3.0 bar	Kg/hr	46	40
2	<b>Chilled water requirement</b>			
	Chilled water requirement	m3/hr	12	12
3	<b>Electrical load Consumption</b>			
	Total electrical load installed (Excluding fire water pump, CIP pump and stand by pumps load)	Kw-hr	210	210
	Average use of power load (Excluding fire water pump, CIP pump and stand by pumps load)	Kw-hr	168	168

Consumption and performance figures are valid with a tolerance of  $\pm 10\%$ .

Warranty will be valid for a period of 12 months from the date of dispatch of equipment.

None of the machineries to be purchased or purchased are second hand.

All quotations received from the vendors mentioned above are valid as on the date of this Red Herring Prospectus. Some of the quotations mentioned above exclude cost of freight and insurance, as these can be determined only at the time of placing of orders. Further, the prices mentioned above exclude applicable taxes. Such additional taxes shall be funded from internal accruals, if required. The the prices in relation to the equipment, plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to inter alia any update to the pricing list of the vendor, prices of the raw materials or pursuant to foreign exchange currency fluctuations or policy changes. If there is any increase in the costs of plant and machinery, such additional costs shall be funded by our Company from its internal accruals.

As on date of this Red Herring Prospectus, our company has not placed order for above machineries and installation services. Part of the payment for purchase of above machineries will be in foreign currency due to which our company is exposed to currency fluctuations risk resulting in increase in proposed cost of machineries. Please refer to chapter titled as “Risk Factors” on page 28 of the Red Herring Prospectus.

Our Promoter, Group Companies, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed acquisition of equipment, plant and machinery, or in the entities from whom we have obtained quotations in relation to such activities.

## 2. TO MEET WORKING CAPITAL REQUIREMENTS:

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. Net Working Capital requirement of our Company as on December 23, 2023 on restated basis was ₹ 1,438.23 Lakhs as against that of ₹ (568.06) Lakhs, ₹ (833.09) Lakhs and ₹ (512.26) Lakhs as on March 31, 2023, March 31, 2022 and March 31, 2021 respectively. The Net Working capital requirements for the FY 2023-24 is estimated to be ₹ 1,571.14 Lakhs and ₹ 2,312.02 Lakhs for FY 2024-25. The Company will meet the requirement to the extent of ₹ 1,384.00 Lakhs 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

(₹ in lakhs)

Particulars	(Restated Basis)				(Projected)	
	31-Mar-21	31-Mar-22	31-Mar-23	23-Dec-23	31-Mar-24	31-Mar-25
<b>Inventories</b>						
Raw material and Stores & Spares	169.16	140.49	79.82	115.85	153.32	69.60
Finished Goods and WIP	568.73	356.93	809.45	1,079.24	1,300.94	1,276.60
Trade receivables	302.42	352.09	176.11	250.8	260.68	547.20
Cash and cash equivalents	59.44	3.30	4.81	1,140.79	2.16	55.99
Other Financial Assets	367.79	352.57	353.44	1,134.12	1,924.68	648.80
Other Current Assets	41.71	41.42	148.24	183.08	403.43	474.56
<b>Total Current Assets</b>	<b>1,509.24</b>	<b>1,246.82</b>	<b>1,571.87</b>	<b>3,903.88</b>	<b>4,045.20</b>	<b>3,072.75</b>
Trade payables	1,976.41	2,026.65	1,936.08	2,248.04	2,238.92	408.93
Other liabilities	14.58	23.18	94.59	29.77	158.61	206.46
Short-term provisions	30.52	30.08	109.25	187.83	76.54	145.35
<b>Total Current Liabilities</b>	<b>2,021.50</b>	<b>2,079.91</b>	<b>2,139.92</b>	<b>2,465.64</b>	<b>2,474.07</b>	<b>760.73</b>
<b>Net Working Capital</b>	<b>-512.26</b>	<b>-833.09</b>	<b>-568.06</b>	<b>1,438.23</b>	<b>1,571.14</b>	<b>2,312.02</b>
<b>Sources of Funds</b>						
Short Term Borrowing	294.42	336.52	415.19	445.42	427.75	493.34
Unsecured Loans	-	-	-	-	0.00	0.00
Internal Accruals/Existing Net worth	-806.68	-1,169.61	-983.25	992.82	1,143.39	434.69
Proceeds from IPO	-	-	-	-	0.00	1,384.00
<b>Total</b>	<b>-512.26</b>	<b>-833.09</b>	<b>-568.06</b>	<b>1,438.23</b>	<b>1,571.14</b>	<b>2,312.02</b>

\* Working capital requirement is calculated based on statement of assets and liabilities as on particular date. Utilisation of working capital disclosed in the table is based on closing balances. Company intends to utilise ₹ 1,384.00 Lakhs towards Working Capital requirement out of the Issue Proceeds.

### Assumptions for working capital requirements:

Particulars	Holding level (in Months)	Justification for
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	(Restated Basis)				(Projected)		Holding (FY 2023-24 and FY 2024-25)
	FY20- 21	FY21- 22	FY22- 23	23-Dec- 23	FY23- 24	FY24- 25	
Trade Receivables	2.06	1.49	0.26	0.33	0.37	0.49	Trade receivables are amount owed to Company by customers following sale of goods and services on credit. Our Company has estimated average trade receivable cycle to be 0.37 Months in FY 2023-24 and gradually increase to 0.49 Months in FY 2024-25 to meet expected turnover for respective years.
Inventory							
Raw Material	1.53	0.84	0.15	0.22	0.30	0.09	Raw Material holding period for FY 2023-24 and FY 2024-25 is estimated to be 0.30 and 0.09 Months, respectively. This estimation is based on Raw Material holding period cycle of previous financial year FY 2022-23 and to streamline Raw Material holding period.
Finished Goods & WIP	5.13	2.09	1.50	2.03	2.62	1.55	Finished Goods & WIP holding period for FY 2023-24 and FY 2024-25 is estimated to be 2.62 and 1.55 Months, respectively. This estimation is based on Finished Goods & WIP holding period cycle of previous financial year FY 2022-23 and to streamline Finished Goods & WIP holding period.

Particulars	Holding level (in Months)						Justification for Holding (FY 2023-24 and FY 2024-25)
	(Restated Basis)				(Projected)		
	FY20-21	FY21-22	FY22-23	23-Dec-23	FY23-24	FY24-25	
Trade Payables	17.93	12.06	3.63	4.21	4.45	0.50	Trade payables are amounted to be paid to suppliers by company for purchase of raw material. Our Company has estimated average trade payable cycle to be 0.50 Months for FY 2024-25 which are less compared to previous years since In previous years, Company was purchasing Raw material from its group company which allowed company a higher credit period and for which credit Interest was charged by Group company. Since Company started generating internal accruals. Consequently, it will decrease its holding period as well as it will save on Finance Cost charged by group company for additional credit.

**Note:**

1. Holding period level (in months) of Trade Receivables is calculated by dividing Closing trade receivables by revenue from operations multiplied by number of months in the year/period.
2. Holding period level (in months) of Finished Goods & WIP is calculated by dividing Closing Finished Goods & WIP by Cost of Material Consumed multiplied by number of months in the year/period.
3. Holding period level (in months) of Raw Material is calculated by dividing Closing Raw Material by Purchase of Raw Material multiplied by number of months in the year/period.
4. Holding period level (in days) of Trade Payables is calculated by dividing average trade payables by Cost of Material Consumed multiplied by number of months in the year/period.

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:

<b>Cash and Cash Equivalents</b>	Cash and cash equivalents include cash in hand and balance in current account. Cash and Cash Equivalent balance is estimated based on previous
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	year outstanding amount and for expected Business requirement of company.
<b>Other Financial Assets</b>	Other Financial Assets mainly include Advance to Suppliers, Short Term Deposit, Loan to staff, capital advances and security deposits. Loans and advances are estimated based on previous year outstanding amount and for expected Business requirement of company.
<b>Other Assets</b>	Other Assets include, Balance with Government Authorities, Prepaid Insurance and Expenses, Other assets are estimated based on previous year outstanding amount and for expected Business requirement of company.
<b>Other liabilities</b>	Other Liabilities mainly include Provision for Employee Benefits, creditors for expenses and trade/security deposits received. Other current liabilities are estimated based on previous year outstanding amount and for expected Business requirement of company.
<b>Short-term provisions</b>	Short-term provisions mainly include provision for gratuity, tax and expenses. Short-term provisions are estimated based on previous year outstanding amount and for expected Business requirement of company.

Source: Based on certificate by Statutory Auditor, Venketash & Co., Chartered Accountants vide its certificate dated May 29, 2024, bearing UDIN: 24026336BKCZJH9401.

### 3. GENERAL CORPORATE PURPOSES:

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:

- acquisition/hiring of land/property for building up corporate house,
- hiring human resources including marketing people or technical people in India or abroad,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- funding growth opportunities;
- servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- working capital;
- meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- strategic initiatives and
- 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 Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### 4. 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 (₹ in Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Lead Manger Fees	[•]	[•]	[•]
Fees Payable to Registrar to the Issue	[•]	[•]	[•]
Fees Payable to Legal Advisors			
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 Three Years)	[•]	[•]	[•]
Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.)	[•]	[•]	[•]
Escrow Bank Fees	[•]	[•]	[•]
Total Estimated Issue Expenses	[•]	100.00	[•]

**Notes:**

- Up to May 29, 2024, Our Company has deployed/incurred expense of ₹ 37.86 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, Venketash & Co., Chartered Accountants vide its certificate dated May 29, 2024 bearing UDIN: 24026336BKCZJ17958.
- Any expenses incurred towards aforesaid issue related expenses during the period from January 01, 2023 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.

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.

**SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

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:

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Issue Proceeds	Amount to be funded from Borrowing/Interest Accruals	Amount already deployed	Estimated Utilization of Net Proceeds (Upto Financial year 2024-25)*
1	Funding Capital Expenditure	1,212.33	1,212.33	0.00	0.00	1,212.33
2	Working Capital Requirements	2,312.02	1,384.00	928.02	0.00	1,384.00
3	General Corporate Purposes	[•]	[•]	[•]	[•]	[•]
<b>Total</b>		<b>[•]</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>	<b>[•]</b>

\*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net issue Proceeds in the subsequent Financial Years towards the Object. Due to general business exigencies, the use of issue proceeds may be interchangeable.

#### ^ Purchase of Machineries

Sr No.	Particulars	Tentative Schedule	
		Month of Commencement	Month of Completion
1	Electrodialysis Equipment for Demineralization of Casein Whey	February-2024	October-2024
2	Evaporating And Drying Plant (Skim Milk Powder Production 20 Mtpd)	February-2024	September-2024
3	Trial Run Production	December - 2024	
4	Commercial Production	January - 2025	

The above timeline is based on management estimates and are subject to various conditions, process and approvals. There may be delays above timeline than expected.

However, the use of issue proceeds for General Corporate Purposes shall not exceed 25% at any point of time.

#### **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 Red Hearing 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 the issuer in consultation with the Book Running Lead Manager, on the basis of market demand for the Equity Shares offered in the Issue through the Book Building Process and the quantitative and qualitative factors as described below and the Issue Price is within the range of the Price Band. The financial data presented in this section are based on our Company's Restated Financial Statements. Investors should also refer to the sections/chapters titled "Risk Factors" and "Restated Financial Information" on page no. 28 and 178, respectively of this Red Herring Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

- Diverse product basket.
- Milk procurement process.
- State of the art infrastructure
- Experienced Promoters and Management Team

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 126 of this Red Herring Prospectus.

### QUANTITATIVE FACTORS

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

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

#### Weighted Average EPS

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2023	3.59	3
Financial Year ended March 31, 2022	-2.90	2
Financial Year ended March 31, 2021	-3.21	1
<b>Weighted Average</b>	<b>0.30</b>	
Period ended on December 23, 2023*	4.09	

\* Not Annualized

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.
2. Basic and diluted EPS are based on the Restated Financial Information.
3. The face value of each Equity Share is ₹10.

#### Simple Average EPS

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2023	3.59	1
Financial Year ended March 31, 2022	-2.90	1

Financial Year/Period	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2021	-3.21	1
<b>Simple Average</b>	<b>-0.84</b>	
Period ended on December 23, 2023*	4.09	

\* Not Annualized

Notes:

1. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. sum of (EPS x Weight) for each year / Total of weights.
2. Basic and diluted EPS are based on the Restated Financial Information.
3. The face value of each Equity Share is ₹10.

## 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●]:

$$\text{Price to Earnings Ratio(P/E)} = \frac{\text{Issue Price}}{\text{Restated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Issue Price
Based on EPS of Financial Year ended March 31, 2023	3.59	[●]
Based on Weighted Average EPS	0.30	[●]
Based on Simple Average EPS	-0.84	[●]
Based on EPS of Period ended on December 23, 2023*	4.09	

### Industry PE:

Industry Average	P/E Ratio
Highest	29.36
Lowest	3.61
Average	14.84

Source: The industry high and low has been considered from the industry peer set provided later in this section.

## 3. Return on Net Worth:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} * 100$$

Financial Year/Period	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2023	NA	3
Financial Year ended March 31, 2022	Negative	2
Financial Year ended March 31, 2021	Negative	1
<b>Weighted Average</b>	<b>Not Ascertainable</b>	
Period ended on December 23, 2023*	149.49%	

\* Not Annualized

Notes:

1. Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights;
2. The figures disclosed above are based on the Restated Financial Statements of our Company.



3. Net-worth, as restated at the end of the relevant financial year (Equity attributable to the owners of the company).
4. RoNW for the Financial Year 2022-23 is not calculated as the Net Worth of the company being negative as on March 31, 2023.

#### 4. Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

Particular	Amount (in ₹)
Financial Year ended March 31, 2023	-11.39
Financial Year ended March 31, 2022	-15.04
Financial Year ended March 31, 2021	-12.12
Period ended on December 23, 2023	2.29
NAV per Equity Share after the Issue	[•]
At Floor Price	[•]
At Cap Price	[•]
Issue Price per Equity Share	[•]

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

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

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	EPS (₹) Diluted	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Dindigul Farm Products Limited	Standalone	10.00	[•]	3.59	[•]	NA	-11.39	8,157.74
<b>Peer Group*</b>								
Dodla Dairy Limited	Standalone	10.00	465.00	15.84	29.36	10.76%	148.44	258,412.40
Parag Milk Foods Limited	Standalone	10.00	73.20	6.34	11.55	8.37%	69.81	285,320.00
Modern Dairies Limited	Standalone	10.00	18.81	5.21	3.61	-12.64%	-41.06	21,608.13

**\*Source:** All the financial information for listed industry peer mentioned above is on a Standalone basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2023.

Source for Dindigul Farm Products Limited: Based on the Restated Financial Statements for the year ended March 31, 2023. P/E Ratio has been computed at the Issue Price.

#### Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the NSE and BSE on March 31, 2023 divided by the Basic EPS.
2. RoNW is computed as net profit after tax 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.
6. The Issue Price of ₹ [●]/- is determined by our Company in consultation with the Book Running Lead Manager is justified on the basis of book-building. For further details, please refer to the section titled “Risk Factors” and chapters titled “Business Overview” and “Restated Financial Information” beginning on page nos. 28, 126 and 178 respectively of this Red Herring Prospectus.

#### KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 28, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. Venkatesh & Co., Chartered Accountants, by their certificate dated December 29, 2023.

The KPIs of our Company have been disclosed in the sections “Business Overview” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” starting on pages 126 and 180, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price

#### FINANCIAL KPIs OF OUR COMPANY

Particulars	For the Period / Year ended on			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Revenue from Operations (₹ in Lakhs)	6,874.75	8,157.74	2,831.88	1,763.13
Growth in Revenue from Operations (%)	-	188.07%	60.62%	-
Gross Profit (₹ in Lakhs)	2,369.60	2,155.88	574.01	408.67
Gross Profit Margin (%)	34.47%	26.43%	20.27%	23.18%
EBITDA (₹ in Lakhs)	934.76	927.28	-153.34	-83.93
EBITDA Margin (%)	13.60%	11.37%	-5.41%	-4.76%
Profit After Tax (₹ in Lakhs)	588.89	516.67	-416.58	-462.02
PAT Margin (%)	8.57%	6.33%	-14.71%	-26.20%
Net Fixed Asset Turnover (In Times)	5.62	6.57	2.17	1.19
Operating Cash Flows (₹ in Lakhs)	112.06	630.30	97.63	306.21

Source: The Figure has been certified by M/s. Venkatesh & Co., Chartered Accountants vide their certificate dated December 29, 2023 having UDIN: 23026336BGULOI8268.

#### Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.

- 2) Growth in Revenue from Operations (%) is calculated as a percentage of 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) Gross Profit is calculated as Revenue from Operations less Cost of Material Consumed, Purchase of Stock-in-trade and Changes in Inventories.
- 4) Gross Profit Margin (%) is calculated as Gross Profit divided by Revenue from Operations.
- 5) EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), finance costs and depreciation and amortization expenses minus other Income.
- 6) EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
- 7) Profit after Tax means Profit for the period/year as appearing in the Restated Financial Statements.
- 8) PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.
- 9) Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment, capital work-in-progress and Intangible Assets.
- 10) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

#### OPERATIONAL KPIs OF THE COMPANY:

Particulars	For the Period / Year ended on			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
<b>Capacity Utilization</b>				
Utilizable Capacity (In Metric Tonnes)	2677.00	2938.00	2938.00	2938.00
Actual Production (In Metric Tonnes)	1429.19	2055.65	951.63	1205.11
Capacity Utilization (In %)	53.39%	69.97%	32.39%	41.02%
<b>Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers</b>				
Top 1 Customers (%)	26.55%	16.22%	15.56%	14.24%
Top 3 Customers (%)	42.38%	43.10%	36.49%	42.52%
Top 5 Customers (%)	53.13%	56.44%	50.07%	59.47%
Top 10 Customers (%)	70.56%	79.36%	73.11%	74.87%

*Source: The Figure has been certified by M/s. Venkatesh & Co., Chartered Accountants vide their certificate dated December 29, 2023 having UDIN: 23026336BGULO18268.*

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Growth in Revenue from Operations	Growth in Revenue from Operations provides information regarding the growth of our business for the respective period.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
Gross Profit (₹ in Lakhs)	Gross Profit provides information regarding the contribution from sale of products by the Company.
Gross Profit Margin (%)	Gross Profit Margin is an indicator of the contribution earned from sale of products by the Company.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.

KPI	Explanations
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Net Fixed Asset Turnover (In Times)	Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations.
Operating Cash Flows (₹ in Lakhs)	Operating cash flows provides how efficiently our company generates cash through its core business activities.
Capacity Utilization	This metric enables us to link Actual Production with Installed Production Capacity.
Contribution to revenue from operations of top 1 / 3 / 5 / 10	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

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

Particulars	Dindigul Farm Products Limited			Dodla Dairy Limited			Parag Milk Foods Limited			Modern Dairies Limited		
	For the Period / Year ended on			For the Period / Year ended on			For the Period / Year ended on			For the Period / Year ended on		
	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21
Revenue from Operations (₹ in Lakhs)	8,157.74	2,831.88	1,763.13	2,58,412.40	2,09,648.40	1,83,690.40	2,85,320.00	2,02,560.70	1,79,173.50	21,608.13	24,052.16	61,008.01
Growth in Revenue from Operations (%)	188.07%	60.62%	-	23.26%	14.13%	-	40.86%	13.05%	-	-10.16%	-60.58%	-
Gross Profit (₹ in Lakhs)	2,155.88	574.01	408.67	58,185.70	55,923.20	53,934.20	54,605.00	-3,293.50	45,166.60	6,466.67	5,602.15	5,298.27
Gross Profit Margin (%)	26.43%	20.27%	23.18%	22.52%	26.67%	29.36%	19.14%	-1.63%	25.21%	29.93%	23.29%	8.68%
EBITDA (₹ in Lakhs)	927.28	-153.34	-83.93	14,982.60	18,616.50	21,689.30	13,895.50	-42,872.60	12,356.70	1,541.11	982.80	-1,260.76
EBITDA Margin (%)	11.37%	-5.41%	-4.76%	5.80%	8.88%	11.81%	4.87%	-21.17%	6.90%	7.13%	4.09%	-2.07%
Profit After Tax (₹ in Lakhs)	516.67	-416.58	-462.02	9,498.50	13,661.70	10,839.40	6,849.10	-52,915.50	1,745.40	1,212.60	506.88	-3,473.47
PAT Margin (%)	6.33%	-14.71%	-26.20%	3.68%	6.52%	5.90%	2.40%	-26.12%	0.97%	5.61%	2.11%	-5.69%
Net Fixed Asset Turnover (In Times)	6.57	2.17	1.19	8.72	8.15	7.30	17.83	11.48	9.39	14.67	16.17	35.64
Operating Cash Flows (₹ in Lakhs)	630.30	97.63	306.21	13,986.60	14,485.70	21,678.00	-17,944.40	-14,627.70	10,040.80	1,512.23	1,678.22	669.42

Source: The Figure has been certified by M/s. Venkatesh & Co., Chartered Accountants vide their certificate dated December 29, 2023 having UDIN: 23026336BGULOI8268.

**COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEERS:**

Particulars	Dindigul Farm Products Limited			Dodla Dairy Limited			Parag Milk Foods Limited			Modern Dairies Limited		
	For the Period / Year ended on			For the Period / Year ended on			For the Period / Year ended on			For the Period / Year ended on		
	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-23	31-Mar-22	31-Mar-21
Utilizable Capacity (Metric Tonnes per annum)	2677.00	2938.00	2938.00	NA	NA	NA	NA	NA	NA	NA	NA	NA
Actual Production (Metric Tonnes per annum)	1429.19	2055.65	951.63	NA	NA	NA	NA	NA	NA	NA	NA	NA
Capacity Utilization (In %)	53.39%	69.97%	32.39%	NA	NA	NA	NA	NA	NA	NA	NA	NA
<b>Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers</b>												
Top 1 Customer (%)	16.22%	15.56%	14.24%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Top 3 Customers (%)	43.10%	36.49%	42.52%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Top 5 Customers (%)	56.44%	50.07%	59.47%	NA	NA	NA	NA	NA	NA	NA	NA	NA
Top 10 Customers (%)	79.36%	73.11%	74.87%	NA	NA	NA	NA	NA	NA	NA	NA	NA

*Source: The Figure has been certified by M/s. Venkatesh & Co., Chartered Accountants vide their certificate dated December 29, 2023 having UDIN: 23026336BGULOI8268.*

### 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 Red Herring 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:

1. *Our company has allotted 2822000 equity shares having face value of ₹ 10/- each on the right basis on December 23, 2023, the details of which along with Weighted Average Cost of Acquisition is given below:*

Sr. No.	Name & Occupation of Allottee	Number of securities allotted	Total amount paid (including premium) (in Rs.)	Weighted Average Cost of Acquisition (WACC)
1.	Indrayani Biotech Limited	322000	16100000	₹ 50/-
2.	Raju Rajasekaran	60000	3000000	
3.	Rajasekaran Suriyaprabha	134000	6700000	
4.	Ravi Chandran Ranganathan	92000	4600000	
5.	Pritesh Pravin Vora	50000	2500000	
6.	Masood Hasan Dariwala	50000	2500000	
7.	Saifuddin Abbasali Nazim	30000	1500000	
8.	Avni Manish Satra	50000	2500000	
9.	Bhaveshkumar M Maniyar	40000	2000000	
10.	Adheesh Kabra	50000	2500000	
11.	Komalay Investrade Pvt. Ltd.	50000	2500000	
12.	Umesh Mulchand Vora	50000	2500000	
13.	BK Management Solutions Private Limited	20000	1000000	
14.	Viney Equity Market LLP	200000	10000000	
15.	Shruti Vikas Shah	90000	4500000	
16.	Ankurbhai K Mehta HUF	50000	2500000	
17.	Darshna Parimal Khakharia	40000	2000000	
18.	Vineet Arora	40000	2000000	
19.	Pratik Shubhkaran Sanghi	30000	1500000	
20.	Nikhil Tyagi	40000	2000000	
21.	Punam Choudhury	60000	3000000	
22.	Mandalapu Venkatram	40000	2000000	
23.	Dinesh Rathi	20000	1000000	
24.	Jinendra G C/o 1955 Venture Fund	50000	2500000	
25.	Akilandeswari Selvamurthy	100000	5000000	
26.	Aakash Jain	32000	1600000	
27.	Balkrishan Poddar	40000	2000000	
28.	Bhavin Ajit Dedhia	60000	3000000	
29.	Hemchand Lalji Gala	60000	3000000	
30.	Jatin Sachdev	20000	1000000	
31.	Komal Parag Mandhana	50000	2500000	
32.	Parag Mohanlal Mandhana HUF	50000	2500000	
33.	Mukeshbhai Vishabhai Prajapati	25000	1250000	
34.	Prakash Arvindbhai Shah HUF	20000	1000000	
35.	Rajnikant Meghji Shah HUF	60000	3000000	
36.	Singhvi Heritage LLP	36000	1800000	
37.	Sunil Kumar Gupta	200000	10000000	
38.	Swapnil Jatinbhai Shah C/o SVAR Family Trust	40000	2000000	

39.	Vikash Mittal	100000	5000000	
40.	Shripal Bhandari C/o VM Finserve & Asset Management	32000	1600000	
41.	Vrushali Yogesh Supekar	25000	1250000	
42.	Prafulkumar Ramanlal Jain	10000	500000	
43.	Heena M Jain	15000	750000	
44.	Sonam D Jain	15000	750000	
45.	Mitesh N Jain	15000	750000	
46.	Danish D Jain	15000	750000	
47.	Sashikant Ramanlal Jain	10000	500000	
48.	Forum A Jain	10000	500000	
49.	Rajasheharan P V	20000	1000000	
50.	Kunal Shah	40000	2000000	
51.	Mahesh Vishnupant Mulay	50000	2500000	
52.	Mangilal Gautamchand Rakhecha HUF	14000	700000	
	<b>TOTAL</b>	<b>2822000</b>	<b>141100000</b>	

2. Our company has allotted 775280 equity shares having face value of ₹ 10/- each on the right basis on December 28, 2023, the details of which along with Weighted Average Cost of Acquisition is given below:

Sr. No.	Name & Occupation of Allottee	Number of securities allotted	Total amount paid (including premium) (in Rs.)	Weighted Average Cost of Acquisition (WACC)
1.	Minerva Ventures Fund	200000	1,00,00,000	₹ 50/-
2.	Vikas Rekha Bohra	170000	85,00,000	
3.	Mithalal Nirmal Kumar	170000	85,00,000	
4.	Hira Chand Padma Jain	40000	20,00,000	
5.	Khushbu Jain	102000	51,00,000	
6.	Suresh Kumar Nikitha	25280	12,64,000	
7.	Raju Rameshchand Lunawath	68000	34,00,000	
	<b>TOTAL</b>	<b>775280</b>	<b>3,87,64,000</b>	

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

The Details of secondary sale / acquisition of whether equity shares or convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue 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 are disclosed below:

Sr. No.	Date of Transfer	Name of Transferor	Name of Transferee	Number of securities Transferred	Transfer Price	Weighted Average Cost of Acquisition (WACC)
1.	June 30, 2022	A R Dairy Foods Private Limited	Indrayani Biotech Limited	670000	67000000	₹ 100/-
		<b>TOTAL</b>		<b>670000</b>	<b>67000000</b>	

*Note: At the time of transfer of equity shares, the face value of the said equity shares was ₹ 100/- each*

**c) Price per share based on the last five primary or secondary transactions;**



Since there are transactions to report to under (b) 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 our Company, are a party to the transaction) not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions is not required.

**d) Weighted average cost of acquisition, floor price and cap price:**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (In Times)	Cap Price (In Times)
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity / convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Red Herring Prospectus, 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), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	50	[•]	[•]
Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity / convertible securities), where promoters / promoter group entities or Selling Shareholder 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 filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-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.	100	[•]	[•]
Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Red Herring 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 promoters /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 Red Herring Prospectus irrespective of the size of the transaction.	N.A.	N.A.	N.A.

**Explanation for Issue Price being [•] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our**

**Company's key performance indicators and financial ratios for the period/year ended December 23, 2023, March 2023, 2022 and 2021.**

[●]\*

\*To be included upon finalization of Price Band

**Explanation for Issue Price being [●] times price of face value.**

The Issue Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Managers.

Investors should read the abovementioned information along with "*Risk Factors*", "*Business Overview*", "*Management's Discussion and Analysis of Financial information*" and "*Restated Financial Information*" on pages 28, 126, 180 and 178, respectively, to have a more informed view.

**STATEMENT OF POSSIBLE TAX BENEFITS**

To,  
The Board of Directors,  
Dindigul Farm Product Limited,  
2/52-3, Pillaiyarnatham Pithalaipatty Post,  
Dindigul, Tamil Nadu,  
India – 624 002

Dear Sir,

**Subject - Statement of possible tax benefits (“the statement”) available to Dindigul Farm Product Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.**

**Reference - Initial Public Offer of Equity Shares by Dindigul Farm Product Limited.**

1. We hereby confirm that the enclosed Annexure I, prepared by Dindigul Farm Product 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, 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 non-resident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether
  - i) the Company or its shareholders will continue to obtain these benefits in future;
  - ii) the conditions prescribed for availing the benefits have been met with; and

- iii) the revenue authorities courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
  7. No assurance is given that the revenue authorities / Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to 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 Red Herring Prospectus/ Red Herring 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.

**For Venkatesh & Co,  
Chartered Accountants  
FRN: 004636S**

**CA Dasaraty V  
Partner  
Membership No. 026336  
UDIN: 24026336BKCZJJ3797  
Place: Chennai  
Date: May 29, 2024**

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

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

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

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

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

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

#### **Note:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

We hereby give our consent to include our above referred opinion regarding the special tax benefits available to the Company, to its shareholders in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

**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 OUTLOOK**

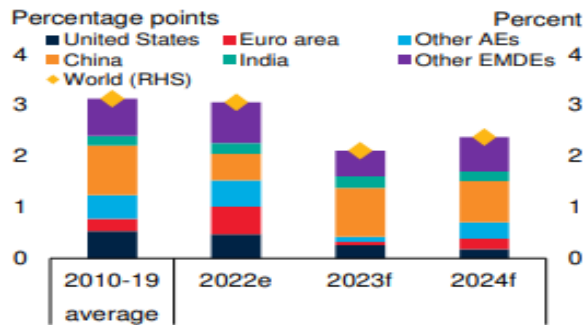
The global economy remains in a precarious state amid the protracted effects of the overlapping negative shocks of the pandemic, the Russian Federation’s invasion of Ukraine, and the sharp tightening of monetary policy to contain high inflation. The resilience that global economic activity exhibited earlier this year is expected to fade. Growth in several major economies was stronger than envisaged at the beginning of the year, with faster-than-expected economic reopening in China and resilient consumption in the United States. Nonetheless, for 2023 as a whole, global activity is projected to slow, with a pronounced deceleration in advanced economies and a sizable pickup in China (figure 1.1.A). Inflation pressures persist, and the drag on growth from the ongoing monetary tightening to restore price stability is expected to peak in 2023 in many major economies. Recent banking sector stress will further tighten credit conditions. This will result in a substantial growth deceleration in the second half of this year. This slowdown will compound a period of already-subdued growth—over the first half of the 2020s (2020-2024), growth in EMDEs is expected to average just 3.4 percent, one of the weakest half-decades of the past 30 years (figure 1.1.B). This slowdown reflects both cyclical dynamics and the current trend of declining global potential output growth (figure 1.1.C).

Global financial conditions have tightened as a result of policy rate hikes and, to a lesser extent, recent bouts of financial instability. Many banks experienced substantial unrealized losses due to the sharp rise in policy interest rates. Concerns about the viability of balance sheets of some banks led to depositor flight and market volatility in the United States and Europe earlier in the year, which were stemmed by a swift and extensive policy response. Financial markets remain highly sensitive to evolving expectations about the future path of interest rates of major central banks. Spillovers from banking turmoil in advanced economies to EMDEs have so far been limited. However, countries with more pronounced macroeconomic policy vulnerabilities, as reflected by lower credit ratings, have experienced slower growth and greater financial stress, including large currency depreciations and a sharp widening of sovereign spreads. Projections for 2023 growth in these economies have fallen by more than half over the past year (figure 1.1.D).

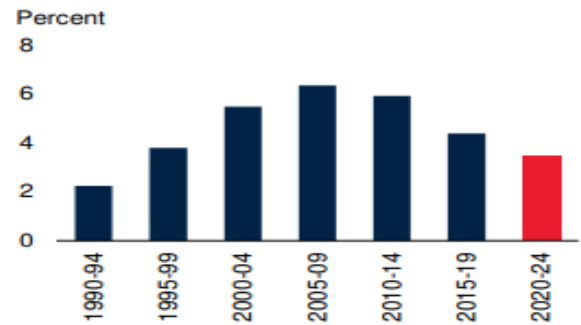
**FIGURE 1.1 Global prospects**

*The global economy is projected to slow substantially this year, with a pronounced deceleration in advanced economies. The first half of the 2020s is expected to be one of the weakest half-decades of the past 30 years for emerging market and developing economies (EMDEs), as a result of both cyclical dynamics and slowing potential growth. EMDEs with lower credit ratings are set to experience a particularly sharp slowdown this year. Inflation remains elevated in many countries and is envisaged to remain above pre-pandemic levels beyond 2024. Excluding China, EMDEs are expected to make next to no progress at closing the gap in per capita incomes with advanced economies over the forecast horizon.*

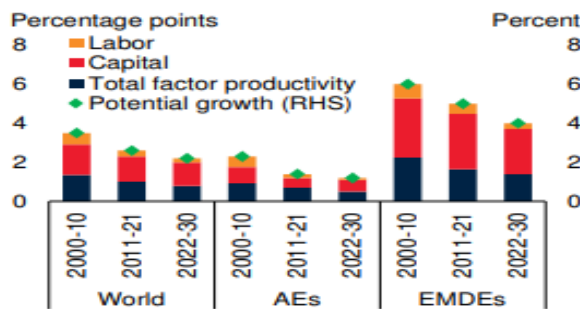
**A. Contributions to global growth**



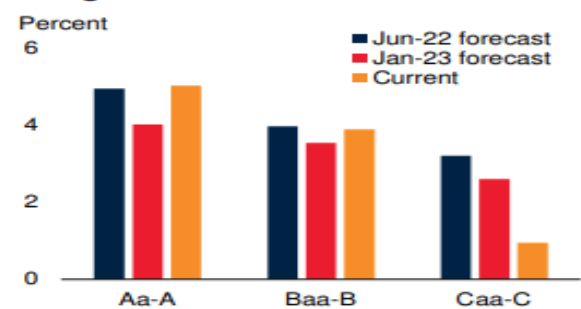
**B. Growth in EMDEs**



**C. Contributions to potential growth**



**D. EMDE growth in 2023, by credit rating**



**Sources:**

Consensus Economics; Haver Analytics; Kose and Ohnsorge (2023a); Moody's Analytics; Oxford Economics; Penn World Tables; World Bank.

Note: AEs = advanced economies; CPI = consumer price index; EMDEs = emerging market and developing economies; LICs = low-income countries.

A.B.F. Aggregate growth rates and GDP per capita calculated using real U.S. dollar GDP weights at average 2010-19 prices and market exchange rates. Data for 2023-24 are forecasts.

B. Figure shows the non-overlapping 5-year average growth in EMDEs.

C. Figure shows GDP-weighted averages of production function-based potential growth estimates for 29 advanced economies and 53 EMDEs, as in Kose and Ohnsorge (2023a). Data for 2022-30 are forecasts.

D. Comparison of GDP-weighted growth across editions of the Global Economic Prospects report, by credit ratings. Sample includes 9 Aa-A, 62 Baa-B, and 25 Caa-C EMDEs.

Global inflation is projected to gradually edge down as growth decelerates, labor demand in many economies softens, and commodity prices remain stable. The slow pace of improvement means that core inflation is expected to remain above central bank targets in many countries throughout 2024.

**Global Trade**

Global goods trade growth slowed in the first half of 2023 in tandem with weakening global industrial production. Services trade, by contrast, continued to strengthen following the easing of pandemic-induced mobility restrictions. International tourist arrivals are expected to approach 95 percent of 2019 levels in 2023, an increase from 63 percent in 2022 (UNWTO 2023).

Pressures on global supply chains have abated as goods demand has weakened and global shipping conditions have improved (figure 1.3.A). The global supply chain pressures index and suppliers' delivery times reached their lowest levels in almost four years in the first half of 2023 and are expected to remain low.

During the pandemic, trade growth was supported by a shift in the composition of demand toward tradable goods and away from services, which are less trade-intensive. The gradual rotation of demand back to its pre-pandemic composition is now slowing trade growth—as is the fact that the recovery in China is expected to be predominantly driven by services, which will limit positive spillovers to its trading partners through demand for

goods and commodities. The growing number of restrictive trade measures reflects a rising degree of geopolitical tensions and attempts by some major economies to follow more inward-looking policies (figure 1.3.B). In the longer term, this will likely reshape global supply chains and increase trade costs (EBRD 2023; Góes and Bekkers 2022).

Together, these factors are expected to further reduce the responsiveness of global trade to changes in output—responsiveness that had already declined in the 2010s relative to previous decades (figure 1.3.C; Kose and Ohnsorge 2023a). Against this backdrop, global trade growth is forecast to slow from 6 percent in 2022 to 1.7 percent in 2023 (figure 1.3.D). As global consumption returns to its pre-pandemic mix between goods and services, trade is expected to recover to 2.8 percent in 2024, only slightly stronger than GDP growth. The trade outlook is subject to various downside risks, including weaker-than-expected global demand, tighter global financial conditions, worsening trade tensions between major economies, mounting geopolitical uncertainty, and a further rise in protectionist measures (Aiyar et al. 2023; Metivier et al. 2023)

### **Global Scenario**

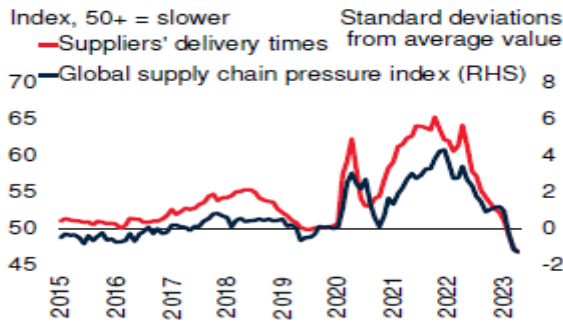
Post Covid-19-induced disruptions, global trade prospects have improved in FY22. Global trade exhibited resilience in the first half (H1) of 2022, notwithstanding the headwinds from the Russia-Ukraine conflict. Robust merchandise imports – emerging primarily from Europe, the United States, and parts of the developing world supported the growth of merchandise trade in H12022. This partially reflected pent-up demand relating to the legacy of the pandemic-driven spending shift from services towards goods that were constrained earlier because of the supply bottlenecks. Other factors contributing to the trend were the appreciation of the dollar in the case of the United States, the relative dynamism of intra-regional trade in Europe, and favourable terms-of-trade effects in some large emerging economies due to elevated energy prices.<sup>4</sup> The global trade volume grew by 4.8 per cent in H12022, on top of an impressive recovery of 9.7 per cent in 2021, as per the World Trade Organisation (WTO) statistics. The global merchandise trade in value terms rose year-on-year (YoY), by 22.2 per cent in 2021, reversing the deceleration observed in the previous three years. During the H1 of 2022, the trade-in value terms grew by 32 per cent compared to the corresponding period of 2019.

### **FIGURE 1.3 GLOBAL TRADE**

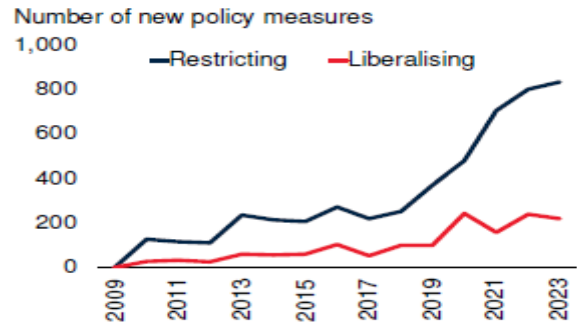
*Supply chain pressures and supplier delivery times have dropped back to pre-pandemic levels as goods demand has weakened and global shipping conditions have improved. A rising number of new trade measures have been protectionist. The ongoing shift in global consumption toward less trade-intensive goods will likely continue to lower the growth rate of trade relative to output. This shift and subdued demand are expected to dampen global trade growth substantially this year.*



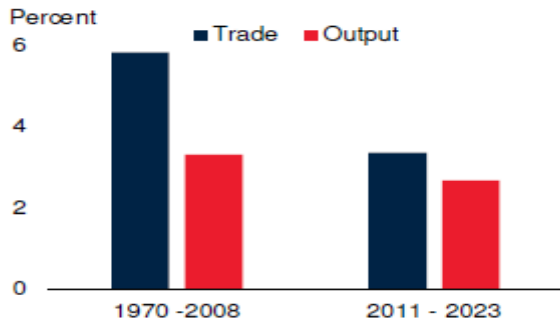
**A. Global supply chain pressures**



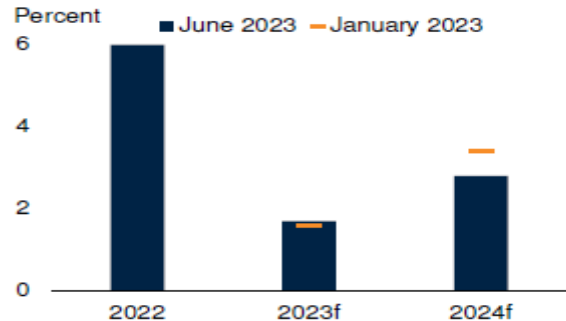
**B. New trade measures**



**C. Global trade and output growth**



**D. Global trade forecast**



**Sources:**

Federal Reserve Bank of New York; GTA (database); Haver Analytics; World Bank.

A. Figure shows manufacturing Purchasing Managers' Index (PMI) suppliers' delivery times and the Global Supply Chain Pressure Index (GSCPI). Data for delivery times are inverted by subtracting data from 100; therefore, increasing (decreasing) PMI data indicate slower (faster) delivery times. GSCPI is normalized such that zero indicates the average value for January 1998-April 2023, while positive (negative) values represent how many standard deviations the index is above (below) the average. Last observation is April 2023.

B. Figure shows the number of implemented trade policy interventions since November 2008. Restrictive (liberalizing) measures are interventions that discriminate against (benefit) foreign commercial interests. Last observation is May 24, 2023.

C. Bars indicate annual average growth. Global output growth is real GDP growth computed as a weighted average at 2010-19 average prices and exchange rates. Trade growth is the average growth of import and export volumes.

D. Trade is measured as the average of export and import volumes. "June 2023" and "January 2023" refer to the forecasts presented in the respective editions of the *Global Economic Prospects* report.

**Global Inflation**

Inflation remains above target in almost all inflation-targeting economies. Median headline global inflation stood at 7.2 percent year-on-year in April, down from a peak of 9.4 percent in July 2022. This deceleration largely reflects favorable base effects from commodity prices falling below their 2022 peaks, along with abating supply chain pressures. Moderating energy prices help explain global inflation being somewhat softer in the first quarter of 2023 than previously anticipated. However, recent core inflation measures suggest the disinflation that started last year has made only halting progress. Across EMDEs, three-month median core inflation has decelerated somewhat in recent months, while it has picked up in advanced economies (figure 1.5.A). Amid these developments, global inflation is envisaged to remain further above its 2015-19 average than was expected in January, and for a longer period (figure 1.5.B).

With supply chain pressures easing and energy prices declining, excess demand appears to be a key driver of continuing high inflation in advanced economies, though lingering impairments to supply capacity may also still play a role (Bernanke and Blanchard 2023). In Europe, the role of energy prices is particularly important—the pass-through of energy costs into broader prices may be adding to inflation persistence, which could be further exacerbated by the sun setting of fiscal programs that have attenuated price spikes for end-users (Pill 2023). The absence of economic slack may also be increasing the ability of firms and workers to exercise pricing power, such that inflation has become more responsive to economic activity (Borio et al. 2023; Gagnon and Sarsenbayev 2022).

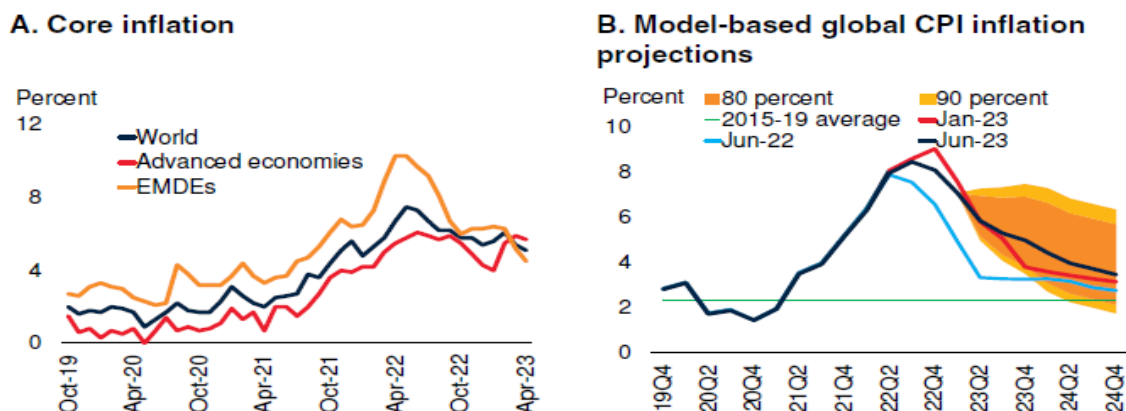
In some advanced economies, particularly the euro area, market-derived measures of long-term inflation compensation have moved up since last year, despite a decline in oil prices, with which they have been correlated in the past (figure 1.5.C; Elliot et al. 2015). This could signal greater risks of inflation remaining above target, but may also reflect increased inflation risk aversion among market participants (Böninghausen, Kidd, and de Vincent Humphreys 2018; Lane 2023). Consumer surveys indicate that medium-term inflation expectations in the United States and the euro area have been fairly stable in 2023.

In many EMDEs, inflation is either accelerating once again or has stabilized at high levels (figure 1.5.D). Some common responses to recent shocks, including (tacit or explicit) indexation of wages to inflation and increases in untargeted fossil fuel subsidies, may have added to generalized inflation pressures (IEA 2023b). A protracted period of high inflation could be especially challenging for EMDEs, where inflation expectations are generally less stable than in advanced economies and more influenced by current inflation rates (Kamber, Mohanty, and Morley 2020). Consensus-derived expectations for EMDE inflation one-year-ahead moved up substantially as inflation initially picked up, but declined more slowly as inflation decelerated last year.

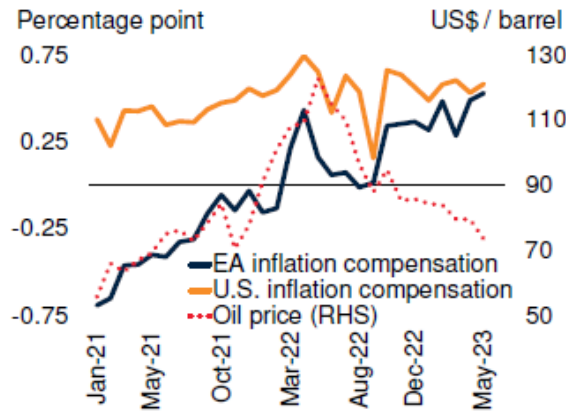
The distribution of short-term inflation forecasts across EMDEs has also widened markedly, with double-digit inflation expected in more than a quarter of EMDEs (figure 1.5.E). Long-term forecasts suggest that EMDEs with inflation targeting central banks may have an advantage in durably bringing inflation down. Five years ahead, only one-in-twenty inflation-targeting EMDEs is projected to have inflation more than 1 percentage point above 2010-19 average levels, compared with about one-in-six non-inflation-targeting EMDEs (figure 1.5.F).

**FIGURE 1.5 Global Inflation**

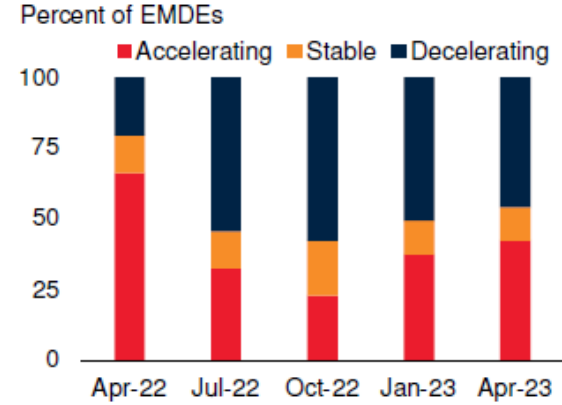
*Global core inflation remains elevated. Projections suggest inflation will continue to be above its pre-pandemic level beyond 2024. Market-based measures of long-term inflation compensation in advanced economies remain above 2 percent, despite a decline in oil prices. In many emerging market and developing economies (EMDEs), inflation is either accelerating or has stabilized at high levels. One-year-ahead EMDE inflation expectations have declined only slightly. Longer-term projections point to a faster decline in inflation in countries with inflation targets.*



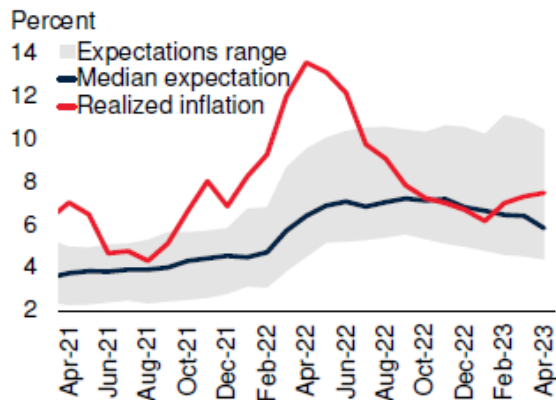
**C. Deviation of long-term market inflation compensation from 2 percent**



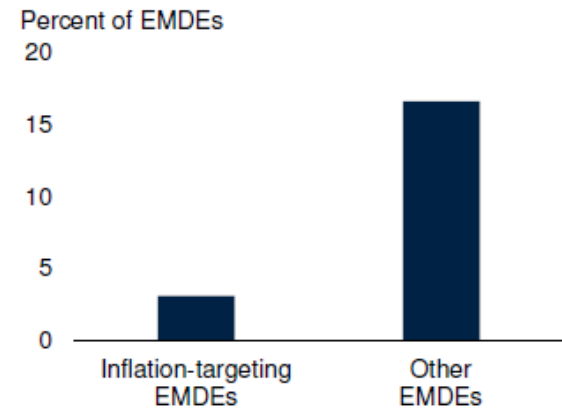
**D. Inflation momentum in EMDEs**



**E. One-year-ahead expectations for EMDE inflation**



**F. Share of EMDEs with five-year-ahead inflation projections substantially above pre-pandemic inflation**



Sources: Bloomberg; Consensus Economics; Haver Analytics; International Monetary Fund; Oxford Economics; World Bank.

Note: CPI = consumer price index; EA = euro area; EMDEs = emerging market and developing economies.

A. Figure shows median 3-month core inflation at an annualized rate. Sample includes 31 advanced economies and 40 EMDEs. Last observation is April 2023.

B. Model-based GDP-weighted projections of year-on-year country-level CPI inflation using Oxford Economics' Global Economic Model, using global oil price forecasts presented in table 1.1.

Uncertainty bands constructed from the distribution of forecast errors for total CPI from Consensus Economics for an unbalanced panel of 18 economies.

C. Figure shows the deviation of month-end coupon on 5-year inflation swaps 5-years forward. Oil price refers to Brent crude spot price. Last observation is May 2023.

D. Accelerating (decelerating) is defined as annualized 3-month inflation 1 percentage point or more above (below) its level in the preceding quarter. Sample includes 83 EMDEs.

E. Inflation expectations calculated as a time-weighted average of consensus inflation expectations for the current and following calendar year. Expectations range is the interquartile range. Realized inflation is median 3-month inflation for a sample of up to 101 EMDEs.

F. Figure shows the proportion of EMDEs for which the 2028 inflation projection is more than 1 percentage point above average inflation in 2010-19. Sample includes 146 EMDEs.

**EMERGING MARKET AND DEVELOPING ECONOMIES**

EMDE growth is expected to pick up in 2023 almost entirely due to China’s economic reopening. Excluding China, growth in EMDEs is set to slow markedly. A protracted period of tight domestic monetary policy, fiscal consolidation, and weak external demand will curb growth in many EMDEs. Although advanced-economy banking stress has so far not translated to EMDE financial sectors, the effects of more restrictive global financial conditions will remain a headwind to growth, particularly for EMDEs with weaker credit ratings. In LICs, domestic vulnerabilities, increased fragility, and persistently high poverty rates, will continue to weigh on economic recoveries.

*(Source: Global Economic Prospects, January 2023 & Economic Survey 2022-23)*

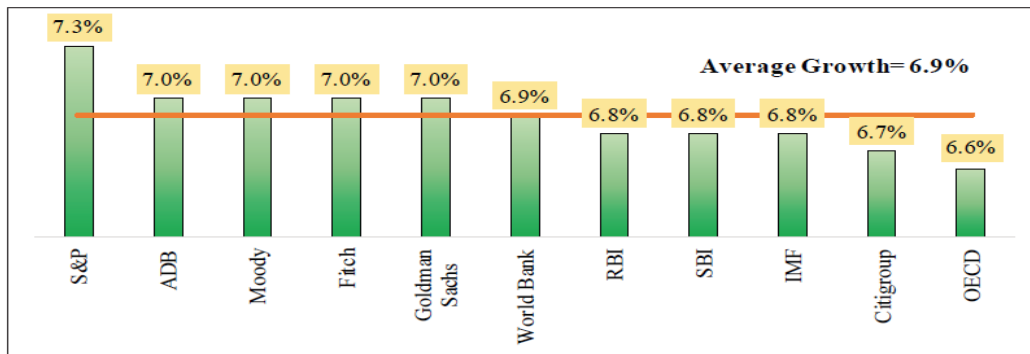
**INDIAN ECONOMY**

India’s economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns. The Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) has been directly providing jobs in rural areas and indirectly creating opportunities for rural households to diversify their sources of income generation. Schemes like PM-Kisan and PM Garib Kalyan Yojana have helped in ensuring food security in the country, and their impact was also endorsed by the United Nations Development Programme (UNDP)<sup>1</sup>. The results of the National Family Health Survey (NFHS) also show improvement in rural welfare indicators from FY16 to FY20, covering aspects like gender, fertility rate, household amenities, and women empowerment.

**India’s Economic Resilience and Growth Drivers**

Monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7.0 per cent. Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, if India is still expected to grow between 6.5 and 7.0 per cent, and that too without the advantage of a base effect, it is a reflection of India’s underlying economic resilience; of its ability to recoup, renew and re-energise the growth drivers of the economy.

**Figure I.17: India growth projections by various agencies for FY23**

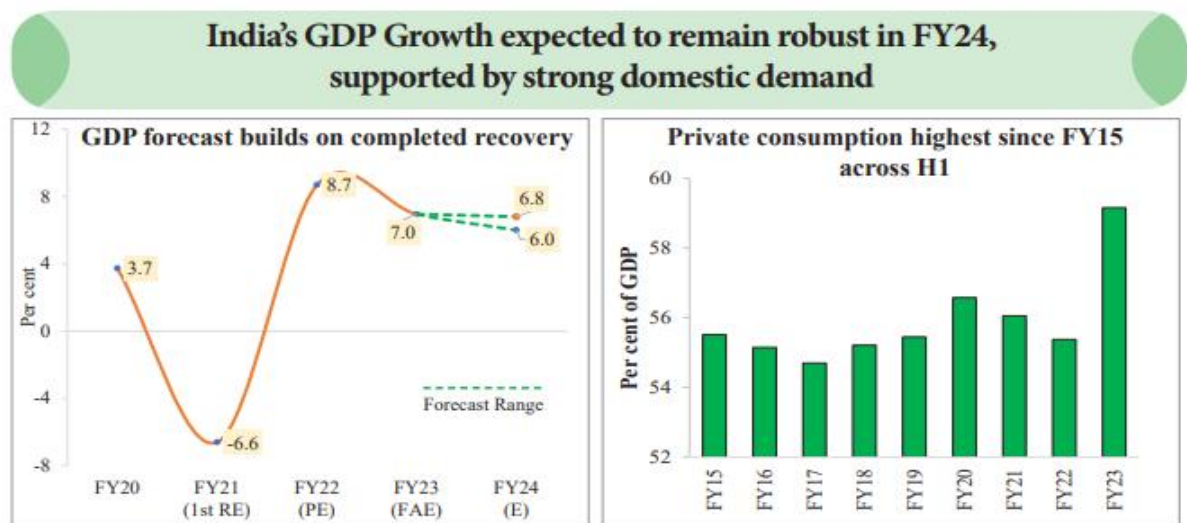


Source: Various Agencies

Note: ADB stands for Asian Development Bank, IMF is International Monetary Fund

India's economic resilience can be seen in the domestic stimulus to growth seamlessly replacing the external stimuli. The growth of exports may have moderated in the second half of FY23. However, their surge in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode. Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India's economy. Private Consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport, which registered sequential growth of 16 per cent in real terms in Q2 of FY23 compared to the previous quarter.

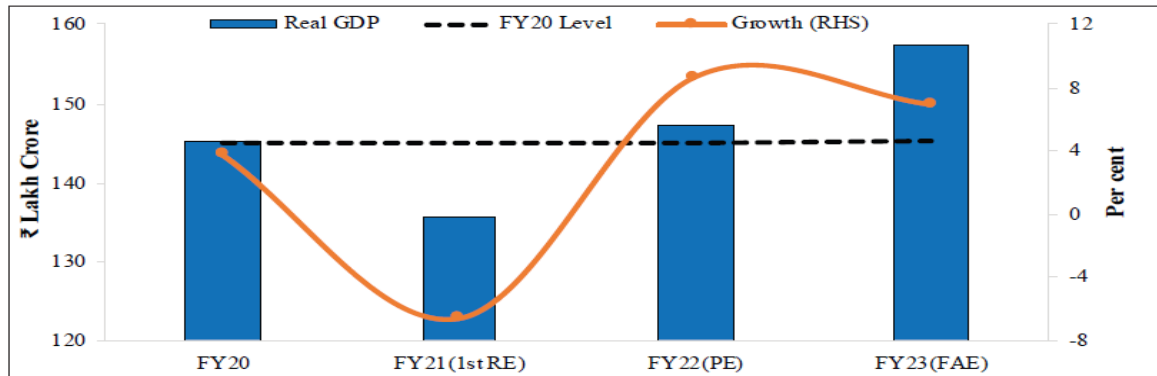
Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022, as indicated by Motilal Oswal's Economic Activity Index. The index estimates that private consumption grew at a five-month high pace of 5.6 per cent YoY, driven by auto sales and broad-based expansion of services.



### MACROECONOMIC AND GROWTH CHALLENGES IN THE INDIAN ECONOMY

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localised lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimising the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path.

**Figure I.9: Economic growth remains resilient**



Source: NSO, MoSPI

Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

### INDIA'S PROSPECTS AS A KEY PLAYER IN THE GLOBAL VALUE CHAIN

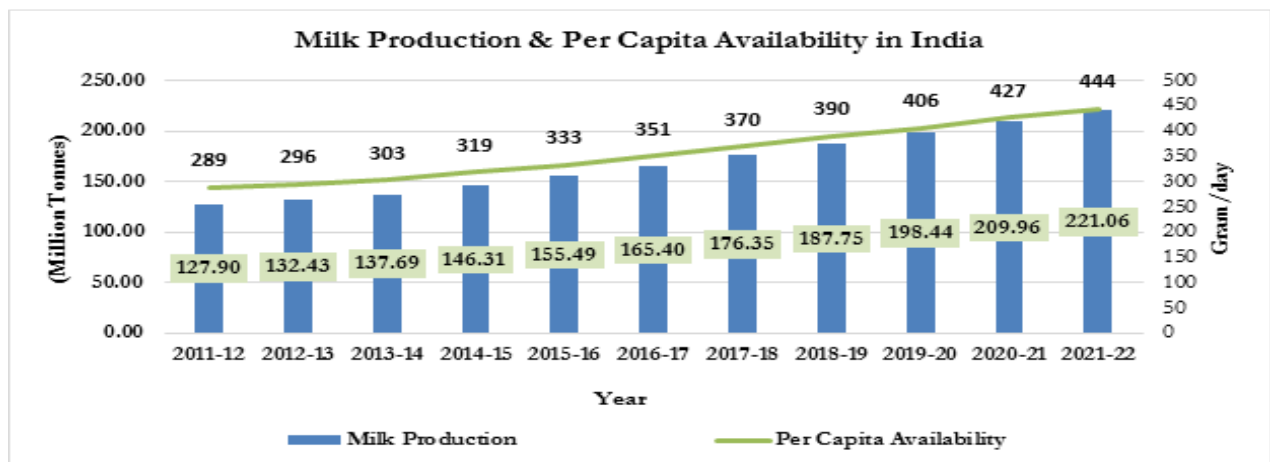
The risk of supply chain shocks has never been more palpable than today, following compounding crises from the US-China trade war, the Covid-19 pandemic, and the war in Ukraine. In this fast-evolving context, as global companies adapt their manufacturing and supply chain strategies to build resilience, India has a unique opportunity to become a global manufacturing hub this decade. The three primary assets to capitalise on this unique opportunity are the potential for significant domestic demand, the Government's drive to encourage manufacturing, and a distinct demographic edge, including a considerable proportion of the young workforce. The manufacturing sector in India is gradually shifting to more automated and process-driven manufacturing, which is expected to increase efficiency and boost the production of the industry. The 'Make-in-India' Initiative was launched in 2014 to make India a hub for manufacturing, design, and innovation. Since then, it has facilitated investment, fostered innovation and built world-class infrastructure.

(Source: Economic Survey 2022-23, Economic Survey 2022-23 Highlights)

### DAIRY INDUSTRY

#### OVERVIEW

The Dairy sector in India has grown substantially over the years. As a result of prudent policy interventions, India ranks first among the world's milk producing nations, achieving an annual production of 221.06 million tonnes during the year 2021-22 as compared to 209.96 million tonnes during 2020-21 recording a growth rate of 5.29%. FAO Food Outlook (November 2022) reported 1.34% increase in world milk production from 912.6 million tonnes in 2020 to 924.8 million tonnes in 2021 (estimates). This represents a sustained growth in the availability of milk and milk products for the growing population.



**Note:** *Projected Population as on 1st March 2011-2021 based on census of India-2011 of RGI, India*

Dairying has become an important secondary source of income for millions of rural families and has assumed the most important role in providing employment and income generating opportunities particularly for women and marginal farmers. The per capita availability of milk has reached a level of 444 grams per day during the year 2021-22 which is more than the world average of around 320 grams per day in 2021 (estimates) (Food Outlook Nov'22). Most of the milk in the country is produced by small, marginal farmers and landless labourers.

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### **SHARE OF MILK PRODUCTION AND SUPPLY**

India, about 46% of the milk produced is either consumed at the producer level or sold to nonproducers in the rural area, the balance 54% of the milk is available for sale to organised and unorganised players. Organised sector comprise of Government, Producers' Owned Institutions (Milk Cooperatives & Producer Companies) and Private players which provides fair and transparent system of milk collection round the year at the village level. Unorganized/informal sector involves local milkman, dudhias, contractors etc. and they are mostly found to be opportunistic, as there is no uniformity of milk price paid to producers and it varies depending upon the situation. Possibility of adulteration of milk is higher among these unorganized groups. In the areas where competition is high and presence of formal sector is strong, they generally give higher prices and at the same time, they don't offer remunerative prices to the producers where organized sector is not present.

### **DEMAND**

The drivers of demand for milk in India are - population growth, urbanisation and increasing per capita income. The consumption of milk has been rising, commensurate with the increase in purchasing power of people, changing food habits & lifestyles and demographic growth. Milk with its varied benefits is the only source of animal protein for the largely vegetarian population of the country. Further, factors such as increased consumer interest in high protein diets and increasing awareness & availability of dairy products through channels such as organised retail chain are also driving this growth.

The milk consuming population has been consistently rising in the country both in rural and urban areas. According to Consumer Expenditure Survey (CES, 2011-12) of NSSO, about 78% and 85% of rural and urban population respectively reported consumption of milk in the country. The growth in above factors indicates that the demand for milk & milk products will rise consistently in future.

The total size of dairy market was about Rs. 13.17 lakh crore in 2021. The dairy market has been growing at about 15 % per annum during last 15 years and is expected to reach a market size of about Rs. 30.84 lakh crore by 2027 as per International Market Analysis and Consulting Services Private Ltd. (IMARC) 2021 report. The liquid milk market represents about half of the total dairy market in the country.

It is projected that market for liquid milk will grow by about 16% during next 5-6 years while for products like cheese, flavoured milk, lassi, butter milk, whey and organic milk will grow at more than 20 % per annum. The annual growth of other traditional dairy products like paneer, ghee, ice-cream, khoa, curd, etc. would be in the range of 11 % to 20%. In terms of volume, the total household consumption of milk and milk products was 16.1 crore tonnes. This is expected to grow to 26.7 crore tonnes by 2030.

Milk production in the country in 2021-22 has been estimated at about 22 crore metric tonnes registering a growth of 6% per annum during last 5 years. The per capita availability of milk has reached to 444 grams per day in 2021-22. The milk production is estimated to reach about 30 crore tonnes by 2030 as per NITI Aayog report. Therefore, strengthening of dairy processing infrastructure is required for catering to the growing dairy market in the country.

## ROLE OF DAIRY DIVISION

- Increase in livestock production and productivity and increasing share of organised sector through improvement in procurement, processing and marketing of milk and milk products.
- Trade policy relating to milk & milk products.
- Monitoring of milk situation and Policy decisions to maintain supply of milk & milk products to the consumers and reasonable prices for milk to the milk producers.
- Approval of schemes/projects, review of progress, re-appropriation of physical & financial targets, audit and inspection, scheme/project governance, signing of loan agreements with external/ domestic agencies, hedging liability, repayment of external loans etc.
- Quality improvement of milk and milk products in compliance to FSSAI Act.
- Formulation of national action plan and policy for implementation.
- Collection and updation of requisite data for suitable policy interventions

## MILK SCENARIO

### Domestic:

The average milk procurement during the month of November, 2022 was about 5.45% higher while liquid milk sale was about 8.37% higher when compared to November 2021. During November 2022, the stock of Skimmed Milk Powder (SMP) in cooperative sector is lower by about 55% and the stock of white butter decreased by about 78%. This scenario is mainly due to decreased procurement of milk and higher sales reported by Dairy Federation/Cooperatives.

### Achievements made under Dairy Development Sector during last two years

India is the largest producer of milk and contributes 24% of the World's total milk production. The progress of dairying during the last two years viz. 2020-21 in comparison to 2021-22 is as follows:

Parameters	Year (2020-21)	Year (2021-22)	% Growth
India's milk production (MMT) [Cumulative annual growth rate(CAGR)]	209.9	221.06	5.29
World milk production (MMT)* [Cumulative annual growth rate(CAGR)]	912.6 (2020)	924.8 (2021)	1.34
India's Per capita Availability (grams/day)[Cumulative annual growth rate(CAGR)]	427	444	3.98

*\*Source- Food Outlook Nov ' 2022*

### World:

World milk production is forecast to reach 929.9 million tonnes in 2022, 1.5 percent higher than in 2021, with anticipated output expansions in all regions, led by Asia and North America. Rising dairy cattle numbers, farm productivity improvements and investments are driving the increase in Asia, especially in India, China and Pakistan.

## IMPORTANT POLICY DECISIONS TAKEN AND MAJOR ACHIEVEMENTS DURING THE MONTH OF OCTOBER, 2023 BY MINISTRY OF FISHERIES, ANIMAL HUSBANDRY AND DAIRYING

### Cattle & Dairy Development:

Under National Programme for Dairy Development(NPDD), 4 projects (Two in Gujarat and one each in Jharkhand and Tamilnadu ) with the total outlay of ₹ 232.37 crore ( Central Share of ₹ 157.84 crore) have been



approved by project Sanctioning Committee under the Chairpersonship of Secretary, AHD on 13.10.2023 primarily for establishment of Bulk Milk Coolers ( BMCs), Automatic Milk Collection Units (AMCU), Milk Adulteration Detection Machines, at primarily level dairy cooperatives, Strengthening of dairy plant laboratories and assistance for Information and Communication Technology Nnetworking.

(Source: [https://dahd.nic.in/document/annual\\_report](https://dahd.nic.in/document/annual_report),  
<https://www.dahd.nic.in/sites/default/files/MonthlySummaryOctober2023English.pdf>)

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## BUSINESS OVERVIEW

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Dindigul Farm Product Limited.*

*All financial information included herein is based on our “Restated Financial information” included on page 178 of this Red Herring Prospectus.*

### Overview

Established in 2010, we are primarily engaged in processing of whole milk and skimmed milk to make dairy ingredients including, milk protein concentrates, skimmed milk powder, dairy whitener, whey protein concentrate, milk whey powder, casein, unbranded cream, butter and fat filled powders for infant milk formula. Our processing facility is situated at Dindigul and is spread over 15 acres. Our management system has been assessed and determined to comply with the requirements of FSSC 22000. We also follow and comply with requirements of various relevant authorities in our industry such as FSSAI, Halal, Kosher, Export Import Council of India, Europe Regulations in respect of certain of our products. We have also obtained registration cum membership certificate from APEDA.

Our procurement operations consist of an average procurement of approximately 50,000 litres per day of milk directly from farmers and around 30,000-1,00,000 litres per day of whole milk from open market or third-party suppliers. As on the date of the RHP, we have built a network of more than 150 village collection centers, with direct access to more than 4,000 farmers and more than 50 dairy farms. We procure whole milk either directly from the farmers and through third party suppliers. The skimmed milk is procured by us from third party suppliers, majorly from our Group Company A R Dairy Food Private Limited.

We place significant emphasis on quality control and assurance processes across the business model ensuring and setting the right customer expectation and assurance models. The whole milk procured by us is tested by automatic Milk analysers placed at Village Level Milk Collection centers and a combined quality and sampling methods at Chilling Center Level. Our key products have received and tested in regular intervals by NABL approved food testing labs to comply the requirements of the above stated quality certifying / assuring / inspection authorities Like FSSC etc. Quality food safety forms a part of our policy and we believe is one of the main drivers of our business. We have well defined documented quality system and Standard Operating procedures (SOPs) which is monitored at various stages of procurement and processing.

We market our products under the brand name ENNUTRICA, Activday and currently supply to a wide number of customers from different industries. For financial year 2022-23, we have sold products in more than 15 states domestically and 3 countries internationally. However, we aim to expand our international operations by looking to enter more ASEAN and European countries. We mainly supply products to Dairy Industry, Food Ingredients industry, nutrition industry, dairy industry, ice cream industry and baking industry.

Our Chairman & Managing Director has over 20 years of experience in dairy industry which have been instrumental in the growth of our Company. Our Board is supplemented by our senior and middle-level management team members. We believe that the knowledge and experience of our senior and middle-level management team in the dairy business provides us with a significant competitive advantage as we seek to grow our business. We have participated as a Deciding Member and / or panel Member in Several Nutrition summits. We are also a Key Partner working with FSSAI in making the Regulation for FSSAI with respect to Milk protein Concentrates.

### Financial Information and Key Performance Indicators (KPIs)

Set forth below is certain financial information and certain KPIs of our business.

Particulars	For the Period / Year ended on			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Revenue from Operations (₹ in Lakhs)	6,874.75	8,157.74	2,831.88	1,763.13
Growth in Revenue from Operations (%)	-	188.07%	60.62%	-
Gross Profit (₹ in Lakhs)	2,369.60	2,155.88	574.01	408.67
Gross Profit Margin (%)	34.47%	26.43%	20.27%	23.18%
EBITDA (₹ in Lakhs)	934.76	927.28	-153.34	-83.93
EBITDA Margin (%)	13.60%	11.37%	-5.41%	-4.76%
Profit After Tax (₹ in Lakhs)	588.89	516.67	-416.58	-462.02
PAT Margin (%)	8.57%	6.33%	-14.71%	-26.20%
Net Fixed Asset Turnover (In Times)	5.62	6.57	2.17	1.19
Operating Cash Flows (₹ in Lakhs)	112.06	630.30	97.63	306.21

### REVENUE BIFURCATION

#### Product-wise Bifurcation

(Amt. in Rs. Lakhs)

Sale of Products	23-Dec-23		31-Mar-23		31-Mar-22		31-Mar-21	
	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%
Export Sales	97.97	1.43	579.08	7.10	161.59	5.71	5.55	0.31
Domestic Sales	6,607.47	96.11	7,496.53	91.89	2,533.55	89.47	1,569.48	89.02
Other Operating Income	9.44	0.14	16.05	0.20	3.55	0.13	0.52	0.03
<b>Total (A)</b>	<b>6,714.88</b>	<b>97.67</b>	<b>8,091.66</b>	<b>99.19</b>	<b>2,698.70</b>	<b>95.30</b>	<b>1,575.55</b>	<b>89.36</b>
<b>Sale of Services</b>								
Processing Charges	159.87	2.33	66.09	0.81	133.18	4.70	187.57	10.64
<b>Total (B)</b>	<b>159.87</b>	<b>2.33</b>	<b>66.09</b>	<b>0.81</b>	<b>133.18</b>	<b>4.70</b>	<b>187.57</b>	<b>10.64</b>
<b>Grand Total (A+B)</b>	<b>6,874.75</b>	<b>100.00</b>	<b>8,157.74</b>	<b>100.00</b>	<b>2,831.88</b>	<b>100.00</b>	<b>1,763.13</b>	<b>100.00</b>

#### Country-wise Export Bifurcation

(₹ in Lakhs)

Sale of Products	23-Dec-23		31-Mar-23		31-Mar-22		31-Mar-21	
	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%
Poland	-	-	510.17	88.10	-	-	-	-
Sri Lanka	97.97	100.00	66.74	11.53	-	-	-	-
Vietnam	-	-	2.17	0.37	-	-	-	-
Germany	-	-	-	-	161.59	100.00	-	-
South Korea	-	-	-	-	-	-	5.55	100.00
<b>Total</b>	<b>97.97</b>	<b>100.00</b>	<b>579.08</b>	<b>100.00</b>	<b>161.59</b>	<b>100.00</b>	<b>5.55</b>	<b>100.00</b>

#### State-wise Domestic Bifurcation

(₹ in Lakhs)

Sale of Products	23-Dec-23		31-Mar-23		31-Mar-22		31-Mar-21	
	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%
Andhra Pradesh	0.06	0.00	6.68	0.09	9.01	0.36	10.75	0.68
Assam	0.51	0.01	0.52	0.01	-	-	-	-

Sale of Products	23-Dec-23		31-Mar-23		31-Mar-22		31-Mar-21	
	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%	(₹ in Lakhs)	%
Bihar	0.00	-	-	0	-	-	-	-
Chhattisgarh	3.48	0.05	8.60	0.11	6.15	0.24	5.40	0.34
Delhi	316.73	4.79	577.19	7.70	241.77	9.54	4.04	0.26
Gujarat	846.87	12.82	2,778.27	37.06	221.83	8.76	44.83	2.86
Haryana	56.32	0.85	27.92	0.37	171.03	6.75	77.00	4.91
Himachal Pradesh	313.20	4.74	1,184.30	15.80	459.54	18.14	66.15	4.21
Jammu and Kashmir	-	-	0.70	0.01	3.32	0.13	1.69	0.11
Jharkhand	-	-	0.01	0.00	-	-	-	-
Karnataka	67.56	1.02	47.07	0.63	72.21	2.85	107.41	6.84
Kerala	345.00	5.22	399.59	5.33	433.11	17.09	285.49	18.19
Madhya Pradesh	104.59	1.58	2.07	0.03	-	-	0.00	-
Maharashtra	279.77	4.23	347.36	4.63	283.05	11.17	418.29	26.65
Odisha	58.76	0.89	-	-	-	-	-	-
Puducherry	4.52	0.07	10.06	0.13	0.01	0.00	17.73	1.13
Punjab	0.29	0.00	29.29	0.39	2.28	0.09	3.09	0.20
Rajasthan	240.45	3.64	34.59	0.46	7.28	0.29	-	-
Tamil Nadu	3,587.07	54.29	1,747.62	23.31	350.73	13.84	325.51	20.74
Telangana	117.80	1.78	273.63	3.65	209.09	8.25	194.67	12.40
Uttar Pradesh	252.71	3.82	2.62	0.03	58.75	2.32	3.74	0.24
Uttarakhand	11.79	0.18	18.43	0.25	4.40	0.17	3.68	0.23
<b>Total</b>	<b>6,607.47</b>	<b>100.00</b>	<b>7,496.53</b>	<b>100.00</b>	<b>2,533.56</b>	<b>100.00</b>	<b>1,569.48</b>	<b>100.00</b>

**Any significant dependence on a single or few suppliers or customers.**

The percentage of contribution of our Company's customer vis-à-vis the total revenue from operations respectively as on December 23, 2023, FY 2023, 2022 and 2021 is as follows:

Particulars	Top Customers as a percentage (%) of revenues			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Top 1	26.55%	16.22%	15.56%	14.24%
Top 3	42.38%	43.10%	36.49%	42.52%
Top 5	53.13%	56.44%	50.07%	59.47%
Top 10	70.56%	79.36%	73.11%	74.87%

The % of contribution of our Company's supplier vis-à-vis the total purchases respectively as on December 23, 2023, FY 2023, 2022 and 2021 is as follows:

Particulars	Top Suppliers as a percentage (%) of Purchase			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Top 1	22.78%	67.15%	58.47%	92.51%
Top 3	23.99%	68.56%	70.02%	93.25%
Top 5	24.62%	69.24%	76.89%	94.52%
Top 10	25.15%	69.96%	88.50%	97.22%

**Competitive Strengths**

We believe that we have the following competitive strengths:

### ***Diverse product basket***

We currently manufacture a variety of products. Our diverse product offering allows us to cater to the increasing requirements of our customers in various industries. We are marketing our products under the brand name “ENNUTRICA” and ActivDay and our Milk Protein Concentrates, Casein, Skimmed Milk powder, Whey Powder, Dairy Whitener and Sodium Caseinates are mainly used in nutrition industry, dairy industry, ice cream industry and baking industry. Our relationships and ongoing active engagements with customers also allow us to plan our capital expenditures and enhance our ability to benefit from increasing economies of scale with stronger purchasing power for raw materials and a lower cost base. In addition, we are building an international customer base, primarily in the Europe and ASEAN segment. We are also proposing to expand our product portfolio by installing machineries for butter manufacturing and adding value to our customers through adding white label infant milk formulas and our B2C brand ActivDay manufacturing customised solutions for all age groups.

### ***Milk procurement process***

Whole milk is one of our key raw materials for our business. Our procurement operations consist of an average procurement of approximately 50,000 litres per day of milk directly and around 30,000-1,00,000 litres per day of whole milk from open market or third party suppliers. As on the date of the RHP, we have built a network of more than 150 village collection centers, access to more than 4,000 farmers and more than 50 dairy farms. We procure whole milk directly from the farmers and through third party suppliers. We believe that a robust raw milk procurement process is essential for our business to consistently procure quality whole milk for our operations. Further our another key raw material is skimmed milk, which is majorly procured by us from our Group Company, A R Dairy Food Private Limited. Our geographical raw material procurement strategy gives us an edge when raw material quality is considered giving us a better vantage point in domestic markets.

### ***Manufacturing Facility***

Our manufacturing infrastructure is a key driver of our business. Our current facility is situated at Dindigul and spread over more than 15 acres. Our processing facility is equipped with machinery and equipment like Micro Filtration, Ultra Filtration, Nano Filtration, reverse Osmosis, Evaporation, Crystallization and Drying processes and Pasteurization Techniques as followed by the International standards for Dairy processing. We have sourced some of our key machineries from international reputed dairy technology brands. We further intends to start with production line of Butter with our planned capital investment. For details, kindly refer “Objects of the Issue: on page 86. We maintain an ongoing audit system, including both internal and external audits, designed to help identify, mitigate risks and ensure quality expectation for our consumers / customers. We have a capacity of 3 lakh litres per day Effluent Treatment system and 3 Lakh litres per day water treatment facility to enable us to recycle 50 % of the water content from milk.

### ***Quality Assurance and Standards***

We are committed towards quality and food safety of our products. Our determination towards quality and food safety is demonstrated by well-defined quality, food safety procedures and our standard operating procedures at various stages from procurement to distribution of our products. We have well defined documented quality control and assurance system, which is monitored at various stages of procurement and processing. We conduct monthly mock audits, and follow the various assurance programs recommended by the relevant quality systems including surprise audits from different organizations like BIS, FSSAI, FSSC Auditing authorities. Our management system has been assessed and determined to comply with the requirements of FSSC 22000. Our various products have received certifications from FSSAI, EIC, FSSC, HALAL and KOSHER Approval Authorities.

### ***Experienced Promoters and Management Team***

We are led by a qualified and experienced management team that has the expertise and vision to manage and grow our business. Our Promoter, R Rajasekaran, is our Chairman and Managing Director and has been involved in the business since 2011. He has an overall experience of more than 20 years in dairy industry. Our Board is supplemented by our senior and middle-level management team members. We believe that the

knowledge and experience of our senior and middle-level management team in the dairy business provides us with a significant competitive advantage as we seek to grow our business. Further, since 2022, our Company has benefited from marquee investors being our Corporate Promoter, Indrayani Biotech Limited who has undertaken a number of initiatives such as, inter alia, formulating a future growth strategy and further strengthening our corporate governance standards. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities.

## **Our Strategies**

### ***Continue to invest in our manufacturing capabilities thereby expanding our offerings***

We intend to use a portion of Net proceeds for setting up of butter making line, sodium caseinate line (multi product line which can produce different products at different capacities), we propose to commission a retail packing line which will enable us to move more products in retail chains. We also propose to modify our existing capabilities by commissioning an infant milk retail packing prep line, to capitalise the acquired knowledge and leverage the experience we possess about infant milk powder. Further, we propose to install an Electro Dialysis machine for whey powder which will enable us to provide better compatibility for more products in the market including better compatibility of the products to chocolate, Dairy and Nutrition industry. With the proposed expansion, our technical capabilities shall improve thereby enabling our existing dryers to be on a special task to produce speciality ingredients like flavoured cheese powders, small customized infant milk formula batches, etc. adding more to the product profile and capacities.

### ***Expand our presence across geographies and diversify our customer base***

We propose to enter into new geographies domestically 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 adding white label infant milk formulas and our B2C brand ActivDay manufacturing customised solutions for all age groups. In line with our principle of Energetic Nutrition at every stage of life, we have designed few products, of which some are inline to cater to infants (0 to 6 Months), toddlers (5 months to 1 Years), kids (1 year to 10 years), youth (10 years to 25 years) adult (25 years to 59 years), senior (60 +) formulations via our B2C Channels which needs to be extensively developed. We believe and work toward providing a general nutritional drink with good native proteins and bio availability. Over the course of past decade in the industry we have made associations with considerable nutritionists. Our ability and know how's to create varying formulation through our technical affiliations for the different age groups has the ability to make us a player in this sector.

We also plan to continue expand our business in new international markets by participating in various international exhibitions and marketing our products therein. We intend to focus our expansion in ASEAN and European markets and gradually expand to the African and South American markets. We also plan to appoint new partners in our focus markets to establish a local presence.

### ***Enhance our brand visibility***

We believe that our brand is recognised by our consumers given the quality of our products. We propose to increase our brand recognition through various brand building efforts, communication, various promotional initiatives via new age marketing and product suggestion platforms. Such promotional activities would enhance the visibility of our brand and also enhance our business positioning and credibility.

### ***Focus on increasing operational efficiencies to improve returns***

Offering quality products at attractive prices is a key aspect of maintaining and expanding our relationships with our customers. In order to achieve the same, we intend to use a variety of processing strategies, raw material procurement strategies and cost reduction strategies to continue to improve our operational efficiencies. We aim to continue to adopt best practices and standards followed in the Indian and / or International dairy industry across our processing facility and draw upon our management's expertise and experience in dairy plant management.

## **Our Products**

Our products can be categorised into following categories:

- ✓ Products for New Age Nutrition, Protein Fortification, Functional, Taste and Texture Enhancing Applications
- ✓ Products for FAT and SNF standardisation
- ✓ Products for Baking and SMP Replacement Applications
- ✓ Products for Legacy Nutrition application containing only Casein
- ✓ Products for Infant Nutrition resembling the human milk using medium chain tri glyceride fat technologies
- ✓ Butter

### **Products for New Age Nutrition, Protein Fortification, Functional, Taste and Texture Enhancing**

Our milk protein concentrate is native milk protein with casein in its miscellar form (Miscellar casein). Our milk protein concentrate “Formula” products are made up of native milk protein in soluble form, having the non denatured miscellar casein and whey proteins, prepared from fresh skim milk using cold filtration process. The skimmed milk is cold filtered to remove lactose content concentrating the proteins naturally. No chemical process / biological process is used. As a result, the proteins are in the native bio available form. This product generally has PDCASS rating of 1 and DIASS of 1.2 (highest bio availability and superior grade proteins)

### **Products for FAT and SNF standardisation**

We sell the below products under this category:

- (i) **Skimmed Milk Powder:** Our skimmed milk powder is produced from cream separated farm fresh grass fed cow milk (99.98%).
- (ii) **Dairy Whitener:** These products are manufactured from 99.98% Grade A, pasteurized, grass grazed cow milk. The products are processed with low heat to maintain a high flavour profile, rich instantly dissolving texture and creamy characteristics.

### **Products for Baking and SMP Replacement Applications**

We sell the below products under this category:

- (i) **Whey Powder:** Whey protein is separated from casein protein of milk when the milk is made in to cheese or when rennet / acid casein is made. The whole milk will have fat along with solid not fat (SNF) and water. This SNF has protein, lactose (carbohydrates) and minerals. Milk contains two major proteins viz., casein (80%) and whey (20%). When making cheese, the fat along with the valuable casein proteins are denatured and coagulated by cheese making bacteria and the whey proteins along with lactose gets separated as whey water. When making casein, de fatted skimmed milk is used for the process. The valuable casein proteins are denatured and coagulated by rennet or mineral acid and the whey proteins along with lactose gets separated as whey water. The whey water is then de mineralized (removal of minerals by nano filtration) and evaporated in vacuum followed by spray drying to get whey powder. There are several kinds of whey powder and here we represent the sweet whey powder from cheese process. Whey Proteins normally has a bland taste hence for palatability, it is flavored in direct consumption applications.
- (ii) **BakeTex:** BakeTex is a special mineral rich tasty acid whey powder from casein or cottage cheese production, with high lactose content and slightly sour taste due to the mineral content of the whey. This is perfect for adding taste and texture to all baked food, any flour application and for whole grain breads. It adds excellent taste and volume to bread and other baked goods.
- (iii) **Milk Whey Powder:** Skimmed milk is passed through cold filtration process to concentrate proteins. The other stream creates the milk whey stream with low milk proteins and high in lactose. The process is tuned in such a way to produce low / engineered protein powder with 12% proteins with regular milky flavour as skimmed milk. This powder is majorly used in chocolate manufacturing, milk bread manufacturing and several other dairy applications where the low protein content with high lactose is needed. It replaces the

combination of SMP with whey powder, into one single ingredient. Our milk whey powder directly gives the benefits to the industries in ingredient reduction, reduction in stock keeping unit count, adding premium milky flavor and taste with extra browning at required places, cost control of the product etc. The low protein powder normally has a sweet milk taste hence for palatability, it is flavored in direct consumption applications.

#### **Products for Legacy Nutrition application containing only casein**

- (i) **Acid Casein:** It is manufactured from 99.9% farm fresh cow milk, grade A, pasteurized, (optionally micro filtered 0% fat) skimmed milk. It is prepared by a continuous coagulation from cooking skimmed milk under the influence of sour whey or technical acid. The next step is rinsing the clots under the stream and further processing takes place in compression, grinding and drying unit in a continuous process. Casein products are used mainly as ingredients in foods for the purpose of either modifying the physical properties of that food product or providing nutritional supplementation to it. Casein is vastly used in bakery, cheese products, coffee whiteners, creamers, confectionery, ice cream, frozen desserts, infant foods, instant breakfasts and beverages, etc.
- (ii) **Sodium Caseinate:** a well-known emulsifier in food ingredients industry. Used widely where there is a clean label requirement and water, and fat binding as its primary role. This is widely used in applications like, but not limited to, gravy mixes, soups, ketchups, ready to eat meals, coconut milk powders, masala mixes, water repellent coating on papers, meat texturing, and water holding applications.

#### **Products for Infant Nutrition resembling the human milk using Medium Chain Tri Glyceride Fat technologies**

**Fat Filled Powders:** This is either manufactured from the fresh whey from the casein process or from the reconstituted whey powders. The whey powder at 50% concentration is mixed with the suitable fat (milk fat from cream / whole milk) or fat combinations, as required by the target formulations, including addition of whey protein concentrates or milk protein concentrates and Sodium Caseinate with possibility to shift the casein to whey ratio from (80:20) up to (20:80). This product is also micro encapsulated to protect the fat particles from oxidation and also to be easily absorbable by the gut improving better fat-soluble vitamins delivery to the consumer. For medium chain tri glyceride powder, in the same above process MCT (Medium Chain tri Glyceride) Oil is added before Micro Encapsulation process.

#### **Butter**

We sell our butter under the brand EnNutrica Butter. We have a location advantage for our product due to proximity to one of the well known butter supplying belts in South India., the Oddanchathiram Butter Market. Currently we are getting butter prepared on outsource basis.



**EnNutrica**  
ENERGETIC NUTRITION

Make powerful **Nutrition Products**  
**MILK PROTEIN CONCENTRATES**  
**MPC**  
WITH PROTEIN CONTENT

Sustainable Long Release Proteins for High Endurance

FOOD SAFETY SYSTEM ISO 22000

**fssai**

PARVEVE **KCJ** KOSHER

HALAL INDIA **احلال** INDIA

**EnNutrica**  
ENERGETIC NUTRITION

**NUTRITION INDUSTRY**

**EnNutrica**  
ENERGETIC NUTRITION

**Dairy Industry**

**EnNutrica**  
ENERGETIC NUTRITION

**ICE CREAM INDUSTRY**

**EnNutrica**  
ENERGETIC NUTRITION

**Baking Industry**

**EnNutrica**  
ENERGETIC NUTRITION

**DairyTEX**

**EnNutrica**  
ENERGETIC NUTRITION

**DAIRY WHITENER**

**EnNutrica**  
ENERGETIC NUTRITION

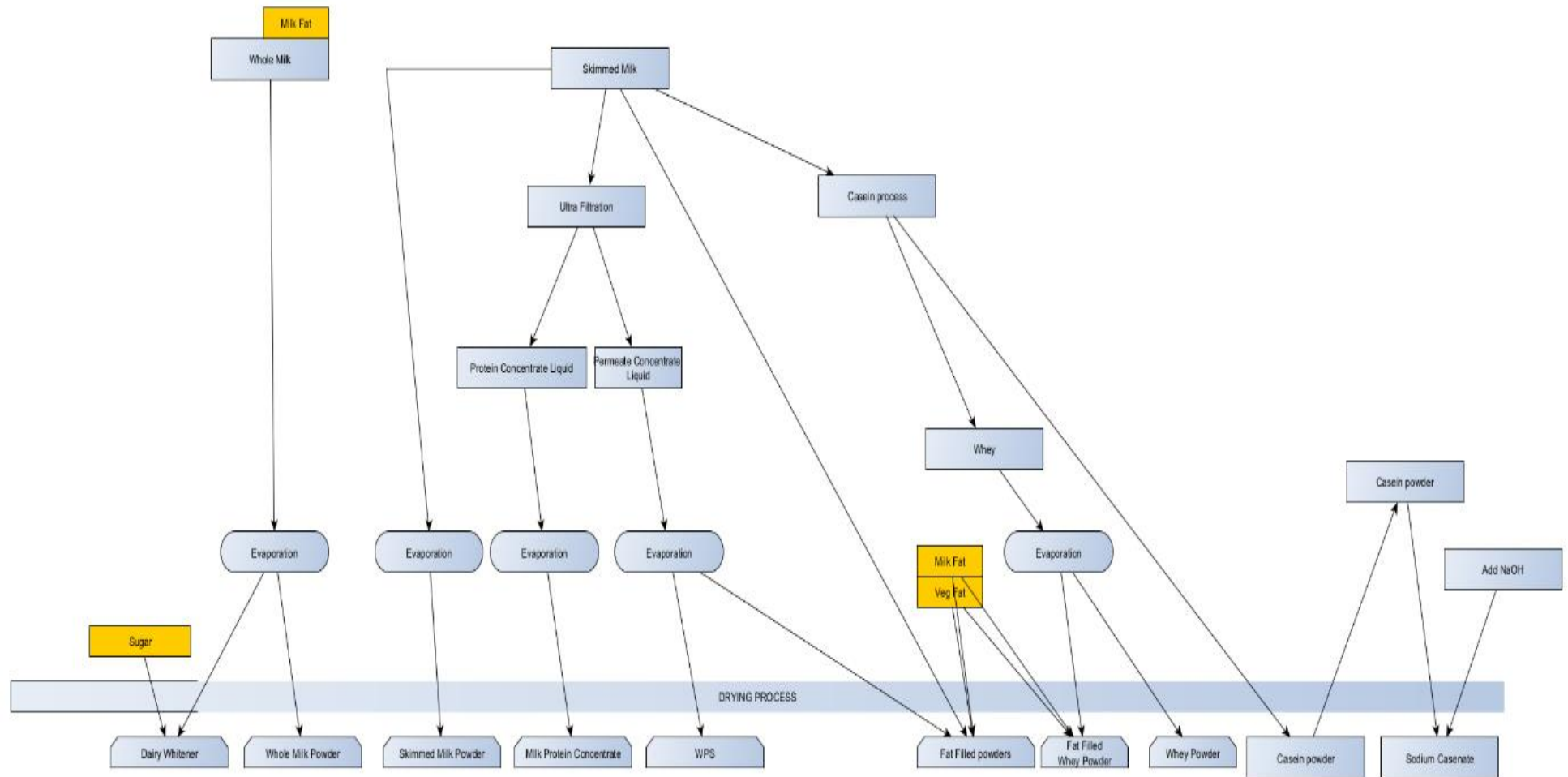
**ActivDay**

**Goodness of Dairy Proteins**

*Our Manufacturing Facility*



*Processing Operations:*



Our processing operations can be summarized as under:

**Procurement of raw material:** Our major raw materials are whole milk and skimmed milk. We mainly procure whole milk from our network of 4000 + farmers spread across 150+ villages via village level Collection Centers. This whole milk is then chilled at chilling center and then transported to our facility via tankers. In addition to direct procurement from farmers, we also procure whole milk from open market from third party suppliers.

**Testing of raw material:** The milk is tested for FAT & SNF and TS at the village Collection center level by the milk testing machinery. When the whole milk / skimmed milk arrives at the factory for processing, the milk samples are drawn as per the guiding Board FSSAI and tested as per FSSAI stated procedures and added tests as recommended by the certifying bodies Such as FSSC etc. including the physical and chemical parameters.

**Processing of whole milk:** The whole milk procured is converted to skimmed milk by separating cream to separate fat which is in the form of butter. This process is outsourced by us to our group company A R Dairy Private Limited. We also procure skimmed milk directly from third party dairies.

The skimmed milk is used for is further processes depending upon the type of products. The key processes are described as follows:

1. **Skimmed milk powder:** The skimmed will be will be evaporated and dried in to Skimmed milk powder.
2. **Whey powder:** The skimmed milk is coagulated with technical acid to make casein and whey. Casein will be washed and dried in the ring dryer. Whey is nano filtered, to remove the mineral content and then evaporated and dried for whey powder.
3. **Milk protein concentrate:** The skimmed milk can be ultra-filtered for milk protein concentrate and the remaining whey will be nano Filtered and electro dialyzed to remove minerals and then both are evaporated and dried to make milk protein concentrate and whey powder.
4. **Fat filled powders for infant formula:** The concentrated whey from process 2 and process 3 above can be filled with micro encapsulated fats to make fat filled powders for infant formula.
5. **Sodium Caseinate:** The casein coagulated in process 2 can be treated with caustic to make sodium caseinate and then dried to make sodium caseinate powder.
6. **Dairy Whitener Powder:** The whole milk received can be homogenized and can be mixed with sugar to make sweetened toned milk., which can be evaporated and dried into dairy whitener.

**Packing & Inspection:** During product packing, samples are collected according to the sampling requirement and are tested for various testing parameters to ensure our products are as per the required standards. The products produced are stored in the warehouse in a separate area. The products undergo various physical, chemical, and microbiological tests. After the Quality Control Department has cleared the product, the product bags are marked with QC OK Seals and moved to the designated stops ready for dispatch.

**Dispatch:** All the technical data sheets, invoices, necessary declarations and certificate of analysis are packed and the final inspection of the packing of the loaded material is carried out. Dispatch modes vary from customer vehicle coming in for material pickup at our Dock, Material Transfer by a Logistics company from dock to dock /door to door, CIF Abroad Destinations, FOB CHENNAI and FOB Tuticorin ports, dispatch by our linked transporter to the Destination Warehouse / Door.

### ***Capacity, Production and Capacity Utilization***

The following tables sets forth information relating to the annual utilisable capacity, actual production and capacity utilization of our major products at our processing facility as of, and for the period ended December 23, 2023 and as of, and for the fiscal year ended March 31, 2023, March 31, 2022 and March 31, 2021. These details are certified by B. Devaraj, Chartered Engineer vide his certificate dated December 28, 2023

(in metric tonnes)

Particulars	As of, and for the period ended December 23, 2023			As of, and for year ended March 31,								
	Utilisable capacity for 266 days	Actual Production	Capacity Utilisation %	2023			2022			2021		
				Utilisable capacity	Actual Production	Capacity Utilisation %	Utilisable capacity	Actual Production	Capacity Utilisation %	Utilisable capacity	Actual Production	Capacity Utilisation %
Skimmed Milk Powder	714	684.40	95.83%	784	539.17	68.77%	784	306.00	39.03%	784	748	95.41%
Casein	619	169.03	27.29%	680	465.00	68.38%	680	151.00	22.21%	680	37.63	5.53%
WHEY Powder A	842	264.12	31.38%	924	735.54	79.60%	924	206.00	22.29%	924	73.43	7.95%
Milk Protein Concentrate	131	71.32%	54.37%	144	87.43	60.72%	144	93.00	64.58%	144	116.00	80.56%
WHEY Powder S	144	101.07	70.04%	158	126.00	79.55%	158	108.00	68.18%	158	154.40	97.47%
Dairy Whitener	152	77.49	51.00%	167	53.98	32.36%	167	47.00	28.18%	167	42.30	25.36%
Sodium Casenate	14	13.05	94.25%	15	8.58	56.45%	15	6.17	40.59%	15	0.50	3.29%
Fat Filled Powders	60	48.71	81.02%	66	39.95	60.53%	66	34.46	52.21%	66	32.85	49.77%
<b>Total</b>	<b>2,677</b>	<b>1,429.19</b>	<b>53.39%</b>	<b>2,938</b>	<b>2,055.65</b>	<b>69.96%</b>	<b>2,938</b>	<b>951.63</b>	<b>32.39%</b>	<b>2,938</b>	<b>1205.11</b>	<b>41.01%</b>

(in metric tonnes)

Major Product Machinery	Installed Capacity Small Dryer	Installed Capacity Large Dryer	Installed Capacity RIng Dryer
<b>Fiscal 2023</b>	3,500	6,000	6,000
<b>Fiscal 2022</b>	3,500	6,000	6,000
<b>Fiscal 2021</b>	3,500	6,000	6,000

Note: The production capacity is impacted by seasonality, weather patterns, operational maintenance and breakdowns. As the same machines are used for different products, capacity utilisation may vary year on year depending upon product mix. The utilisable capacity is calculated by taking into account the scheduled and unscheduled downtime

Source : As certified by B. Devaraj, Independent Chartered Engineer by way of their certificate dated December 28, 2023

### Collaborations/Tie Ups/ Joint Ventures

Our Company entered into a Supply Agreement dated December 16, 2019 with Serval S.A.S., French Company and its Indian Subsidiary, Serval India Animal Nutrition Private Limited (SIANPL) to manufacture and supply dairy ingredients i.e. Vegetal Fat Filled Products alongwith Non-Fat Filled Products, which SIANPL may use as raw material to manufacture the products in India and in any other jurisdiction globally or to otherwise trade in the said products.

As per the agreement, during its term (which shall be in force until terminated), our Company is its preferred supplier for supply of the raw materials, subject to terms and conditions. Serval S.A.S. has granted to our Company a license to use the Know-How, on non-exclusive, non-transferable, non-sub-licensable and royalty free basis for the purpose of

manufacturing the Vegetal Fat Filled Products within India ("License Rights") to supply exclusively to SIANPL during the term.

### Export Obligation

Our Company does not have any export obligation, as on date of this Red Herring Prospectus.

### Sales & Marketing

The efficiency of the marketing and sales team is critical to the success of our Company. Our success lies in the strength of our relationship with our customers who have been associated with us for a long time. Our end consumers majorly being manufacturing companies, we require to visit them on regular basis. Our sales & marketing head, through his vast experience and good rapport with clients is also active in various nutrition industry platforms. We also participate in various exhibitions to market our products.

Supply of qualitative products meeting the technical specifications of the customers, plays an instrumental role in our business. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers.

In future we intend to focus on following marketing strategies:

- a) Focus on existing markets and increasing our customer base.
- b) Explore international markets
- c) Evolve our product basket with market trends

### Quality Control, Testing and Certifications

Maintaining high standards of quality in our processing operations is critical to our growth and success. As of November 30, 2023, we had a quality control and assurance team of 13 members. Repeated orders from customers and increased sales over the years is a testimonial for our capability to supply our products to a wide range of customers in dairy industry, nutrition industry, baking and food ingredients industry and ice cream industry with desired quality and specifications.

Our products undergo a qualification process throughout the entire life cycle from development to manufacturing. The bill-of-materials, test specifications, test methods and manufacturing processes are all standardized and validated for every product based on historical data and risk assessments. We have obtained Food Safety System Certification 22000 issued by DNV – Business and Sustainability Assurance programme.

### Our Customers

We provide our products mainly to nutrition based companies, dairy industry, ice cream industry and baking industry.

Set forth in the tables below is a breakdown of our revenue from operations from domestic and international markets on a restated basis, and as a percentage of revenue from operations for the period ended December 23, 2023 and for FY 2022-23, FY 2021-22 and FY 2020-21.

Geography	For the period ended December 23, 2023		Fiscal Year Ended March 31,					
			2023		2022		2021	
	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)
Domestic	6,772.72	98.52%	7,496.53	91.89%	2,533.55	89.47%	1,569.48	89.02%
International	97.97	1.43%	579.08	7.10%	161.59	5.71%	5.55	0.31%
Miscellaneous sales	4.06	0.06%	16.05	0.20%	3.55	0.13%	0.52	0.03%
Processing Charges	-	-	66.09	0.81%	133.18	4.70%	187.57	10.64%

Geography	For the period ended December 23, 2023		Fiscal Year Ended March 31,					
			2023		2022		2021	
	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)	Amount (₹ in lakhs)	(% of Revenue from Operations)
<b>Total revenue from operations</b>	<b>6,874.75</b>	<b>100.00%</b>	<b>8,157.74</b>	<b>100.00%</b>	<b>2,831.88</b>	<b>100.00%</b>	<b>1,763.13</b>	<b>100.00%</b>

### Plant & Machinery

We have installed required plant & machinery in our processing facility for processing of different products. Our plant is divided into various sections such as power house, boiler section, refrigeration section, silo section, processing section (wet & dry), dryer section. We also have a casein, sodium caseinate section, pouch packing section, powder storage, CIP section, ETP section and water treatment section. Our key machineries include Micro Filtration, Ultra Filtration, Nano Filtration, Reverse Osmosis, Casein Plant, Evaporators and Dryers, amongst others.

We plan to expand our manufacturing capacity by installing new plant & machineries. For details, see “Objects of the Issue” on page 86 of the RHP.

### Infrastructure & Utilities

Our processing facility is located at 767-769, Karuthanaickenpatty Road, Sendurai Village, Natham Taluk, Dindigul District which is owned by us and spread over more than 15 acres. Our processing facility houses various automated and semi-automated plant and machinery including, Micro Filtration, Ultra Filtration, Nano Filtration, Steam Boiler, Heat exchanger, Evaporators and Dryers for the processing operations. We also have in house quality control lab with necessary equipments. Also our processing facility and registered office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

**Raw Materials:** The principal raw materials required in our manufacturing process are whole milk and skimmed milk. We procure our raw materials from domestic & rural markets. We usually do not enter into long-term supply contracts with any of our raw material suppliers and typically source raw materials from the open market either through our network of farmers via chilling centers or through third party suppliers. We also run several checks at the time of material receipt at our facility to ensure that the material being procured meets our stringent standards of quality. We typically purchase raw materials based on the historical levels of sales, actual sales orders on hand and the anticipated production requirements taking into consideration any expected fluctuation in raw material prices, and delivery delay.

**Power:** We consume fuel and power for our operations at our processing facility, which is sourced through Tamil Nadu Generation and Distribution Corporation Ltd. Additionally, we have also installed generators in our processing facility to ensure uninterrupted supply of power.

**Water:** We require substantial amount of water in our processing operations. Our water requirement is met through use of water obtained from milk extraction process and processed ground water.

### Competition

We compete with organized and as well as unorganized players in the industry with better financial position, market share, product ranges, human and other resources. There are no entry barriers in our industry which puts us to the threat of competition from new entrants as there are numerous players operating in the industry. The dairy industry in India is highly fragmented and the main challenges lies in quality, reliability, pricing and goodwill.

Many of our competitors have substantially large capital base and resources than we do and offer broader range of products and services. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and our product offerings puts us ahead in dealing with all challenges and expectations by our customers. We are

located in proximity to seaport to link to ASEAN markets. Also, our geographical raw material procurement strategy gives us an edge when raw material quality is considered giving us a better vantage point in domestic markets.

### Insurance

Our operations are subject to risks inherent as dairy products manufacturer, which include defects, liability for product and/or property damage, malfunctions and failures of processing equipment, fire, explosions, loss-in-transit for our products, accidents, personal injury or death, environmental pollution and natural disasters. We maintain insurance coverage that we consider necessary for our business. We maintain an insurance policy that insures against material damage to buildings, plant and machinery and stocks from fire, natural disasters, etc. We also have obtained burglary first loss policy for our stocks and plant and machineries. In addition, we maintain a vehicle and crane insurance policy.

### Intellectual Property

We have obtained trademark registration for wordmark “ENNUTRICA” under different classes, “ICETEX”, “BAKETEX”, “DAIRYTEX”, “ACTIVDAY” and “ENNUTRICA INSTA MILK”. For further details, please refer the chapter titled “Government Approvals - Approvals Obtained/Applied In Relation To Intellectual Property Right” on page 197.

### Employees

We place importance on developing our employees and human resources. As of December 23, 2023, we had 101 employees. Further we have also employed some contractual labours depending upon our business requirements. The following table sets forth the number of our employees as of December 23, 2023:

Department	Number Of Employees
Accounts & Administration	6
Sales & Marketing	2
Animal Husbandry	1
Chilling Centre	2
Effluent Treatment Plant	9
Electrical	7
Human Resource	2
Maintenance & Operations	15
Packing & Stores	4
Procurement	9
Production	23
Quality Control	13
Security	8
<b>Total</b>	<b>101</b>

We do not have recognized trade unions at any location.

Our work force is a critical factor in maintaining quality, productivity and safety, which strengthens our competitive position. We are committed to providing a favourable working environment for our employees and to provide safe and healthy working conditions. We conduct medical camps for our employees in accordance with FSSAI and FSSC requirements, monitoring the hygiene practices every day as a part of our Quality Assurance Programme.

### Properties

Our registered office is located at 2/52-3, Raj Kudil, Pillaiyarnatham, Pithalaipatty Post, Dindigul, Tamil Nadu – 624002 and is held on a leasehold basis. Our factory premises is located at 767-769, Karuthanaickenpatty Road, Sendurai Village, Natham Taluk, Dindigul District and is owned by us.



**Indebtness**

(Amt in ₹)

S No.	Bank /Financiers	Nature of Facility	Sanctioned Loan	Outstanding as on 23-12-2023	Rate of Interest	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
<b>Secured Loan:</b>								
1	State Bank of India	Cash Credit	475.00	427.00	10.20%	Nil	Nil	SF No; 768/3, 769/1, Karuthanayakenpatty road, Sendurai Village Panchayat, Dindigul - 624403. (Total to the extent of 05.10 Acres) and Apartment belongs to Mr R Rajaskeran Property undivided 1/8 Share measuring 362.25 Sqft out of 2898 Sqft together with Flat No. H2 in second floor with a builtup area measuring 1250 Sqft in Plot No 61.
2	Yes Bank – GECL Loan	GECL	60.00	18.34	9.25%			Enclosed Charge Satisfaction Receipt
3	State Bank of India	Car Loan	13.00	11.91	9.50%	60	Monthly EMI	SME Car Loan - Hypothecation charge vehicle (WDV)
4	Dewan Housing Finance Limited	Term Loan	654.23	586.09	10.70%	149	Monthly EMI	SF No; 768/5, 767/1A, 767/1B, 767/2A, 768/4A, 768/4B, Karuthanayakenpatty road, Sendurai Village Panchayat, Dindigul - 624403. (Total to the extent of 11.07 Acres) and All Plant & Machinery as on date of Sanction.
5	Piramal Capital & Housing Finance Limited (PCHFL)	Term Loan	50.00	49.57	10.45%	80	Monthly EMI	
<b>Unsecured Loan:</b>								
	Rajasekaran Loan A/c	From Director	700	614.13	11.55%	143	Monthly EMI	R Rajasekaran gave his personal property as security for HDFC Bank for the borrowal of Rs.7 Crores and in turn the borrowed funds is given as loan to DFPL. There is no other Security offered by the Company either to HDFC or to Mr R Rajasekaran.
	R.Suriya Prabha Loan A/c	From	685	556.18	11.70%	123	Monthly EMI	R Suriya Prabha gave her

S No.	Bank /Financiers	Nature of Facility	Sanctioned Loan	Outstanding as on 23-12-2023	Rate of Interest	Repayment Terms	Security/ Principal terms and conditions	Collateral Security/ other Condition
		Director						personal property as security for HDFC Bank for the borrowal of Rs.7 Crores and in turn the borrowed funds is given as loan to DFPL. There is no other Security offered by the Company either to HDFC or to Mrs R Suriya Prabha
	Indrayani Biotech Limited (IBL)	From Holding Company	0.58	0.58				
<b>Total</b>				<b>2,263.79</b>				

## KEY INDUSTRY REGULATIONS

*Except as otherwise specified in this Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 197 of this Red Herring Prospectus.

### BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

#### Prevention of Food Adulteration Act, 1954 (“PFA Act”)

PFA is an Act to make provision for prevention of adulteration of the food. In terms of the Act, an article of food shall be deemed to be adulterated, inter-alia, if the article sold by a vendor is not of the nature, substance or quality demanded by the purchaser; if the article contains any other substance which affects, or if the article is so processed as to affect, injuriously the nature, substance or quality thereof; if any inferior or cheaper substance has been substituted wholly or in part for the article so as to affect injuriously the nature, substance or quality thereof; if any constituent of the article has been wholly or in part abstracted so as to affect injuriously the nature, substance or quality thereof; if the article had been prepared, packed or kept under insanitary conditions whereby it has become contaminated or injurious to health; if any colouring matter other than that prescribed in respect thereof is present in the article, or if the amounts of the prescribed colouring matter which is present in the article are not within the prescribed limits of variability; if the article contains any prohibited preservative or permitted preservative in excess of the prescribed limits. Its provisions not only prohibit adulteration but also set essential quality standards, promoting accountability across the food industry. The Act's empowerment of designated officers to inspect and confiscate adulterated products reinforces the commitment to enforcement, acting as a deterrent to non-compliance.

#### Hazard Analysis and Critical Control Points (“HACCP”)

The Hazard Analysis and Critical Control Points system is a systematic and preventive approach crucial for ensuring food safety. HACCP is a management system in which food safety is addressed through the analysis and control of biological, chemical, and physical hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product. By systematically analyzing and addressing critical control points, such as specific stages in the production process where hazards could arise, HACCP enables dairy processing companies to proactively mitigate risks and uphold the safety and quality of their products. Compliance with HACCP principles is not only a regulatory requirement in many jurisdictions but also a fundamental practice for safeguarding consumer health and maintaining the reputation of dairy products in the market. Dairy processing companies must adhere to the principles of HACCP to establish a robust food safety management system. The HACCP plan involves a step-by-step analysis, encompassing hazard identification, determination of critical control points, establishment of critical limits, implementation of monitoring procedures, and the development of corrective actions in case deviations occur. This systematic and preventive approach not only ensures the safety of dairy products but also enhances overall quality control. By adopting HACCP, dairy processing companies can systematically evaluate and control potential biological, chemical, and physical hazards that may arise during various stages of production. This includes examining factors such as raw material handling, processing, packaging, and distribution. The proactive nature of HACCP allows companies to identify potential risks before they become hazards, enabling timely interventions to maintain product safety and integrity. HACCP implementation is often seen as a best practice in the food

industry, demonstrating a commitment to quality assurance and consumer safety. Many regulatory authorities and international food safety standards require or recommend HACCP as a mandatory element of food safety management systems.

### **Good Manufacturing Practices (“GMP”)**

Good Manufacturing Practices (GMP) represent a set of fundamental practices essential for ensuring, inter alia, the safety and quality of food products. Dairy processing companies are obligated to adhere to GMPs within their facilities to establish and maintain a high standard of manufacturing hygiene and processes. GMP encompasses a range of general practices, including facility cleanliness, equipment maintenance, personnel hygiene, and record-keeping, all aimed at minimizing the risk of contamination and ensuring the production of safe and high-quality dairy products. In compliance with GMP guidelines, dairy processing companies implement systematic procedures for facility sanitation, ensuring that processing areas and equipment are regularly cleaned and sanitized. Personnel hygiene practices, including proper training and the use of protective clothing, contribute to preventing contamination during the production process. Additionally, GMP mandates effective control over processes, from raw material handling to finished product storage, ensuring the overall integrity of the manufacturing environment. By adhering to GMP principles, dairy processing companies demonstrate responsibility in upholding consumer safety, bolstering their reputation in the market and complying with industry standards and regulations.

### **Codex Alimentarius**

Codex Alimentarius represents a comprehensive compilation of international food standards, guidelines, and recommendations established by the Codex Alimentarius Commission. For dairy processing companies, adherence to Codex Alimentarius standards is essential to ensure that their products align with internationally recognized benchmarks for safety and quality. The Codex standards cover various aspects of food production, including dairy processing, and provide a globally accepted framework for best practices. By incorporating Codex Alimentarius standards into their processes, dairy companies not only demonstrate a commitment to international food safety but also facilitate global trade by producing products that meet recognized quality standards. These standards encompass various aspects of dairy processing, including hygiene, production, labelling, and quality control. The Codex Alimentarius Commission, established by the Food and Agriculture Organization (FAO) and the World Health Organization (WHO), develops international food standards, guidelines, and codes of practice. These standards cover a wide range of food products, including those derived from dairy.

### **ISO 22000**

ISO 22000, a voluntary international standard for food safety management systems (FSMS), provides a robust framework for dairy processing companies to systematically manage food safety risks. Building on Hazard Analysis and Critical Control Points (HACCP) principles and incorporating prerequisite programs (PRPs), ISO 22000 enables companies to develop and maintain a documented FSMS and serves as a testament to a company's commitment to global best practices, opening doors to new markets and opportunities. The implementation of ISO 22000 in dairy processing companies involves a systematic and proactive approach to identifying, controlling, and monitoring food safety hazards at every stage of the production process. By integrating HACCP principles, companies can pinpoint critical control points, establish preventive measures, and implement corrective actions, thereby mitigating potential risks to food safety. ISO 22000 not only addresses current food safety challenges but also provides a framework for continuous improvement. Regular assessments, reviews, and audits ensure that the FSMS remains effective and adaptable to evolving industry standards and regulatory requirements.

### **Food Safety and Standards Act, 2006 (“FSS Act”)**

The Food Safety and Standards Act, 2006 (FSS Act) is a cornerstone of India's public health framework, aiming to safeguard its citizens from foodborne illnesses. This extensive legislation consolidates previous food-related laws into a single, unified code, ensuring clarity and transparency for both businesses and consumers. One of the Act's primary objectives is the establishment of science-based standards for various food products, including milk and milk products. This standardization process ensures consistent quality and safety across the industry, fostering consumer trust and promoting fair market competition. Additionally, the Act mandates licensing for all food businesses, ranging from large manufacturers and importers to local distributors and retailers. This comprehensive regulatory framework enables authorities to monitor compliance with food safety standards and hold violators accountable. It outlines stringent requirements for food establishments, encompassing specific guidelines for processing, storage, and transportation. This proactive approach minimizes the risk of

contamination and foodborne illnesses, ultimately protecting public health. Accurate and clear labeling is another key aspect addressed by the Act. It mandates comprehensive information on all food products, encompassing ingredients, nutritional values, allergens, and expiry dates. This empowers consumers to make informed choices based on their dietary needs and preferences, promoting transparency and building trust in the food system. Beyond domestic production, the FSS Act also extends its reach to imported food products, ensuring their compliance with Indian safety standards. The Food Safety and Standards Authority of India (FSSAI) plays a crucial role in this regard, setting standards, conducting inspections, and taking necessary actions to prevent the entry of unsafe or adulterated food into the country.

#### **The Essential Commodities Act, 1955 (the “ECA”)**

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for inter alia controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

#### **ENVIRONMENTAL LEGISLATIONS:**

##### **National Environmental Policy, 2006 (“NEP”)**

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

##### **Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

The Air Act was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Air Act has declared several areas as air pollution control areas and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Air Act, if a person intends to commence an industrial plant in a pollution control area.

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

The Water Act was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Water Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution Control Boards constituted under this Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the Board constituted under this Act.

##### **Bureau of Indian Standards Act, 2016 (“BIS”)**

The Bureau of Indian Standards Act, 2016, as amended, provides for the standardization, marking and quality certification of goods or articles of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) recognize as an Indian standard, any standard established for any goods, article, process, system or service by any other institution in India or elsewhere; (b) specify a standard mark to be called the Bureau of Indian Standards Certification Mark; and (c) make such inspection and take such samples of any material or substance as may be necessary.

##### **The Legal Metrology Act, 2009**

The Legal Metrology Act came into force on March 1, 2011. The Legal Metrology Act provides that the units of weights and measures must be in accordance with the metric system based on the international system of units,

and prohibits quotations made otherwise. The Legal Metrology (General) Rules, 2011, which came into force on April 1, 2011, also provide the detailed specifications of standard weights and measures and the standard equipment. The Legal Metrology Act regulates the trade and commerce in weights and measures, and provides for the appointment of a director, controller and other legal metrology officers, and empowers them to undertake inspection or forfeiture to ensure compliance with its provisions. The Legal Metrology Act provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards of weights and measures. The Legal Metrology Act allows companies to nominate a person who will be held responsible for the breach of provisions of this legislation.

#### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

#### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:**

##### **Shops and Establishments laws in various states**

As per the provisions of local Shops and Establishments law applicable in the State of Tamil Nadu, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

##### **Stamp Act in various states**

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of Tamil Nadu, is empowered to prescribe or alter the stamp duty as per their need.

##### **Professions, Trade, Callings and Employments Act in various states**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of Tamil Nadu, is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

#### **GENERAL CORPORATE LAWS:**

##### **Companies Act, 2013**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of the President of India on 29th August 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Companies Act deals with

incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private companies into public companies and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, winding up, voluntary winding up, and appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

### **The Sale of Goods Act, 1930**

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyers and sellers, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

### **The Registration Act, 1908**

The Registration Act, 1908 (“Registration Act”) was enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. The Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property and a lease of immovable property for any term exceeding one year or reserving a yearly rent. It also provides for non-compulsory registration of documents as enumerated in the provisions.

### **The Indian Contract Act, 1872**

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### **The Specific Relief Act, 1963**

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to another party.

### **Negotiable Instruments Act, 1881**

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

## **TAX RELATED LEGISLATIONS:**

### **Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company which is assessed for income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Goods and Services Tax Act, 2017**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

### **EMPLOYMENT AND LABOUR LAWS:**

#### **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

#### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allow the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended by Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965**

The Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and



filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

### **Occupational Safety, Health and Working Conditions Code, 2019**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2019 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, that concern our business. Details of these existing Acts are as follows :

- **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ contract labour in the establishment. Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

- **Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979**

This law is applicable to all the establishments employing 5 or more migrant workmen from other states. In addition to this, this law is also applicable to contractors who have employed 5 or more inter-State workmen. The establishment must be registered with the local authority while employing migrant workers. This means that an establishment is prohibited from employing migrant workers from other states if they do not have a certificate from the concerned authority. The same law applies to the contractors too who employ workers from one state and deploy them in other states. As per this law, the contractors deploying the migrant workers must provide terms and conditions of the recruitment to the workers. These are the remuneration payable, hours of work, fixation of wages and other essential amenities.

### **The Industrial Relations Code, 2020**

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to

a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. This Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provides for the constitution of grievance settlement machineries in any establishment having 20 or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provide that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive conditions on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments having 50 or more workmen employed, so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial establishment. The highlights of the Standing Orders are classification of workmen, manner of intimation to workers about work and wage related details, attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

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

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 9 separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The relevant laws that the code shall subsume, are currently as follows:

- **Employee’s Compensation Act, 1923**

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employee’s Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employee’s Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

- **Employee’s State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and ‘employment injury’ and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the Employees’ State Insurance Corporation.

- **Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the

prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

**The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

**FOREIGN INVESTMENT LAWS:**

**Foreign Trade (Development and Regulation) Act, 1992**

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in

any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR.

### **Foreign Exchange Management Act, 1999 & Rules thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

### **The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974**

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection of foreign exchange. The Government shall also issue an order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harbours any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

### **Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India ("RBI") also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

## **ANTI-TRUST LAWS**

### **Competition Act, 2002**

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

### **GENERAL LAWS**

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, Information Technology Act, 2000 etc. are also applicable to the Company.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company

Our Company was incorporated as ‘Dindigul Farm Product Private Limited’ under the Companies Act, 1956, pursuant to the certificate of incorporation issued by the RoC, Tamil Nadu, Coimbatore on September 29, 2010. The name of our Company was subsequently changed to ‘Dindigul Farm Product Limited’, upon conversion into a public company, pursuant to a board resolution dated November 18, 2023 and a shareholder resolution dated December 1, 2023, and a fresh certificate of change of name was issued on December 27, 2023 by ROC, Coimbatore.

Pursuant to the share purchase on June 30, 2022, by Indrayani Biotech Limited from some of then existing shareholders, IBL acquired 7,33,482 Equity Shares constituting 51.00% of the then existing paid-up equity share capital. As on date, IBL holds 42.59% of the paid-up equity share capital. For details, see “Capital Structure” on page 71.

### Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since incorporation:

Effective Date of change of registered office	Details of change	Reasons for change
July 1, 2019	The registered office of our Company was changed from 2/52-2, Raj Kudil, Pillaiyarnatham, Pithalaipatty Post, Dindigul, Tamil Nadu - 624002 to 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul, Tamil Nadu – 624002	Shifted to commercial premises

### Main Objects of our Company

The main objects contained in our Memorandum of Association are as follows:

- To carry on the business of manufacturing, producing, collecting, storing, preserving, processing, selling, marketing, exporting, importing, consulting or otherwise deal in all types of dairy products including but not limited to milk and its allied products such as condensed milk, powered milk, chilled milk, cream, cheese, cottage cheese, butter, medicinal preparation of milk, toffees, chocolates and all other products and also to establish and run dairy farms.*
- To carry on the business of establish and run agro farms and cultivating, planting, raising, breeding, hatching, improving, developing, buying, selling, producing, preserving and dealing in all kinds of agro products/ plants including but not limited to food grains, seeds, trees, plants, plant fruits, vegetables, flowers with scientific and modern styles and also to establish experimental farms and research and development stations/ centre to produce better quality products of all the above.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

### Amendments to our Memorandum of Association in the last 10 years

Except as stated below, there have been no amendments to our Memorandum of Association in the last 10 years preceding the date of this Red Herring Prospectus:

Date of change/ shareholders ‘resolution	Nature of amendment
February 28, 2018	Clause V of our MoA was amended to reflect the increase in the authorized share capital of our Company from ₹7,50,00,000 divided into 7,50,000 equity shares of ₹100 each to ₹10,00,00,000 divided into 10,00,000 equity shares of ₹100 each

March 6, 2019	Clause V of our MoA was amended to reflect the increase in the authorized share capital of our Company from ₹10,00,00,000 divided into 10,00,000 equity shares of ₹100 each to ₹15,00,00,000 divided into 15,00,000 equity shares of ₹100 each
December 1, 2023	Clause V of our MoA was amended to reflect the change in the authorized share capital of our Company from ₹15,00,00,000 divided into 15,00,000 equity shares of ₹100 each to ₹15,00,00,000 divided into 1,50,00,000 equity shares of ₹10 each
December 1, 2023	Clause V of our MoA was amended to reflect the increase in the authorized share capital of our Company from ₹15,00,00,000 divided into 1,50,00,000 equity shares of ₹10 each to ₹25,00,00,000 divided into 2,50,00,000 equity shares of ₹10 each
December 1, 2023	Clause I of our MoA was amended to reflect the change in the name of our Company from Dindigul Farm Product Private Limited to Dindigul Farm Product Limited pursuant to conversion of Company.

### Major events and milestones of our Company

The table below sets forth the major events and milestones in the history of our Company:

Year	Particulars
2010	Incorporation of Company
2014, 2015	Production started of skimmed milk powder, milk protein concentrate and whey powder
2016	FSSC 22000 Certification; Started production of dairy whitener
2019	Entered into supply cum technology sharing agreement with a French Company and its Indian subsidiary to manufacture and supply fat filled powders for infant milk formula production
2022	Commenced Exports; Became subsidiary of Indrayani Biotech Limited

### Key Awards, Accreditations and Recognition: Nil

### Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, or revaluation of assets in the last 10 years

Our Company has not acquired any material business or undertaken any mergers or amalgamations or divestments of any business or undertaking in the last 10 years preceding the date of this Red Herring Prospectus.

### Time and cost over-runs

There have been no time and cost over-runs in respect of our business operations.

### Defaults or re-scheduling, restructuring of borrowings with financial institutions/banks

There have been no defaults on repayment of any loan availed from any banks or financial institutions. Further, there has been no re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

### Significant financial and strategic partners

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

### Material Agreements

#### Details of subsisting shareholders' agreements

As on the date of this Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements.

#### Other material agreements

Our Company has not entered into any subsisting material agreements, other than in the ordinary course of business of our Company.

#### **Details of guarantees given to third parties by the Promoter Selling Shareholders**

There are no Equity Shares being offered for sale in the Issue.

#### **Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation or location of plants**

For information on key products or services launched by our Company, or entry into new geographies please see “*Our Business*” on page 126.

Our Company has not exited from existing markets. For details of capacity, facility creation or location of plant, see “*Our Business*” on page 126.

#### **Agreements with Key Managerial Personnel, Senior Management Personnel, Directors, Promoters or any other employee**

There are no agreements entered into by a Key Managerial Personnel, Senior Management Personnel, Directors, Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

#### **Holding Company**

As on the date of this Red Herring Prospectus, Indrayani Biotech Limited is our Holding Company by virtue of their ability to control the composition of our board of directors. For details pertaining to our Corporate Promoter, please refer to chapter titled “Our Promoter and Promoter Group” on page 171 of this Red Herring Prospectus

#### **Subsidiaries**

As of the date of this Red Herring Prospectus, our Company does not have any subsidiary.

#### **Associate**

As on date of this Red Herring Prospectus, our Company does not have any associate companies. We have an associate entity G K Wind Farm wherein our Company has acquired 26% in the partnership firm.

#### **Joint Venture**

As on date of this Red Herring Prospectus, our Company does not have any joint ventures.



## OUR MANAGEMENT

### Our Board of Directors

In terms of the Companies Act and our Articles of Association require us to have not less than 3 and not more than 15 Directors. As on date of this Red Herring Prospectus, we have 5 Directors on our Board, which includes, 1 Managing Director, 2 Non-Executive Director and 2 Independent Directors.

Set forth below, are details regarding our Board as on the date of this Red Herring Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p><b>R Rajasekaran</b></p> <p><b>DIN:</b> 01789110</p> <p><b>Date of Birth:</b> June 15, 1956</p> <p><b>Designation:</b> Managing Director and Chairman</p> <p><b>Address:</b> No 2/52-2 Raaj Kudil. Pillaiyarnatham Pithalaipatti, Pillayamattam. Dindigul Tamil Nadu - 624002</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> For a period of 5 years w.e.f. December 28, 2023 Original Date of Appointment: December 11, 2019</p> <p><b>Nationality:</b> Indian</p>	67	<ul style="list-style-type: none"> <li>A R Dairy Food Private Limited</li> <li>Nellai Farm Product Private Limited</li> </ul>
<p><b>Rajadharshini Rajasekaran</b></p> <p><b>DIN:</b> 03161629</p> <p><b>Date of Birth:</b> August 13, 1985</p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Address:</b> 2/592 Pillayarnattam. Dindigul Tamil Nadu - 624002</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Nationality:</b> Indian</p>	38	<ul style="list-style-type: none"> <li>Nellai Farm Product Private Limited</li> </ul>
<p><b>N M Ranganathan</b></p> <p><b>DIN:</b> 06377402</p> <p><b>Date of Birth:</b> July 17, 1961</p> <p><b>Designation:</b> Non-Executive Independent Director</p> <p><b>Address:</b> TA Jains Advika New 55 Old 24, 3<sup>rd</sup> Main Road Gandhinagar, Adyar, Chennai</p>	62	<ul style="list-style-type: none"> <li>Indrayani Biotech Limited</li> <li>SIP Industries Limited*</li> <li>Garudrik AI Private Limited</li> </ul>

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
<p>Tamil Nadu-600020</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Appointed for 5 years w.e.f. November 18, 2023</p> <p><b>Nationality:</b> Indian</p>		
<p>B N Padmaja Priyadarshini</p> <p><b>DIN:</b> 06416242</p> <p><b>Date of Birth:</b> December 4, 1975</p> <p><b>Designation:</b> Independent Director</p> <p><b>Address:</b> 2/158, Voltas Colony 2nd Street, Nanganallur, Kanchipuram, Tamil Nadu- 600061</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> For a period of 5 year w.e.f. November 18, 2023</p> <p><b>Nationality:</b> Indian</p>	48	<ul style="list-style-type: none"> <li>• Homeplanguru Civil Consultants Private Limited</li> <li>• Indrayani Biotech Limited</li> </ul>
<p><b>Rajappan Ravi</b></p> <p><b>DIN:</b> 01969263</p> <p><b>Date of Birth:</b> April 06, 1957</p> <p><b>Designation:</b> Non executive &amp; Non-Independent Director</p> <p><b>Address:</b> 109/16 Vanavil Apartments, East Main road, Annager West Extension, Tiruvallur, Tamil Nadu-600101</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> Till ensuing AGM w.e.f November 18,2023, liable to retire by rotation</p> <p><b>Nationality:</b> Indian</p>	67	<ul style="list-style-type: none"> <li>• Kniss Laboratories Private Limited,</li> <li>• Matrix Boilers Private Limited</li> <li>• IBL Healthcare Limited</li> <li>• IBL Social Foundation</li> <li>• Solarenew Energy Private Limited</li> <li>• Maham Power Private Limited</li> <li>• Maxxcare Machine Systems Private Limited</li> <li>• Laroucci International Ventures Private Limited</li> </ul>

*\*SIP Industries Limited is suspended from BSE Limited for more than 3 months due to procedural reasons/ penal reasons. Mr. N M Ranganathan appointed on the Board of SIP Industries Limited on January 05, 2023.*

### Brief Biographies of our Directors

**R Rajasekaran**, aged 67 years, is the Managing Director and Chairman of our Company. He holds a Master in Science in Chemistry from Annamalai University. He has over 20 years of experience in the dairy processing industry and has played an instrumental role in expanding the domestic operations of our Company. He's involved in bringing about innovation in the operations and products of the Company. His input has helped our

Company to diversify its operations and activities. He held honorary positions in various organisations. He is General Secretary of Tamil Nadu Dairies Association, President of Tamil Nadu Packaged Drinking water manufacturers association.

**Rajadharshini Rajasekaran**, aged 47 years, is Non Executive Director of our Company. She holds a degree of bachelor of technology in industrial Biotechnology from Vivekananda College of engineering for Women, Tiruchengode affiliated to Anna University and Post Graduate diploma in laboratory course in biotechniques from institute of Bioformatics and applied Biotechnology. She is associated as chief quality officer in A R Dairy Food Private Limited. She has been associated with our Company since incorporation and has an experience of more than 10 years in our Industry.

**N M Ranganathan**, aged 62 years, is the Non Executive Independent Director of our Company. He holds a master's degree in Business Administration commerce from Deriyar University. He is also an Advocate on the roll of Bar council of Tamilnadu and Puducherry. He was appointed on Board on November 18,2023 as additional ID and regularised on December 1,2023 at the EGM.

**B N Padmaja Priyadarshini**, aged 48 years, is the Non-Executive Independent Director of our Company. She holds Degree of Doctor of Philosophy in Management from Pondicherry University. She was appointed on Board on November 18,2023 as additional ID and regularised on December 1,2023 at the EGM. For the past 11 years, she is the Director of HomePlanGuru Civil Consultants Pvt Ltd.

**Rajappan Ravi**, aged 67 years, is the Non-Executive Director of our Company. He was appointed on Board on November 18,2023 as additional Director and regularised on December 1,2023 at the EGM. He hold a degree of Bachelor of Engineering in Electrical and Electronics.

### Confirmations

1. None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the Stock Exchanges in the five years preceding the date of filing of this Red Herring Prospectus, during the term of his/her directorship in such company.
2. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any Stock Exchanges(s) at any time in the past.
3. Neither our Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
4. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
5. Further, our Directors have neither been identified as Wilful Defaulters or Fraudulent Borrowers, as defined under the SEBI ICDR Regulations.
6. No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

### Relationship between our Directors

As on date of this Red Herring Prospectus, except as enumerated below none of the Directors on our Board are related to each other.

Sr. No	Name of Directors	Relationship
1	R Rajasekaran- Rajadharshini Rajasekaran	Father- Daughter

### Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which of the directors was selected as a director or member of senior management.

### Details of service contracts entered into by the directors with the company providing for benefits upon termination of employment

As on date of this Red Herring Prospectus, our Company has not entered into any service contracts with its directors which provide for benefits upon termination of employment.

Except as stated otherwise in this Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made regularly by our Company towards provident fund, gratuity fund and employee state insurance.

### Borrowing Powers of our Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to meeting of Board of Directors held on November 18,2023 and EGM held on December 1,2023, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorized to borrow, from time to time, such sum or sums of moneys which together with the moneys already borrowed as the Board may deem fit for the purpose of the business of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), in excess to the aggregate of the paid – up capital of our Company and its free reserves, provided that the total amount borrowed by the Board of Directors and outstanding at one time shall not exceed ₹ 50,000.00 lakhs

### Terms of appointment and remuneration of our Managing Director

#### *i. Terms of Appointment of R Rajasekaran*

Pursuant to a resolution passed by the Board of Directors at the meeting held on December 28, 2023 and approved by the Shareholders of our Company at the EGM held on December 29, 2023, R Rajasekaran was re-appointed as the Managing Director of our Company for a period of 5 years with effect from December 28, 2023.along with the terms of remuneration, which provides that the aggregate of his salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under Clause (A) Section II of Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder. His remuneration is fixed at ₹ 2.00 lakhs per month.[

### Remuneration details of our Directors

(i) *Remuneration of our Executive Directors*

The aggregate value of the remuneration paid to the Managing Director for Fiscal ended March 31, 2023 is as follows:

Sr.No.	Name of the Director	Remuneration (₹ in lakhs)*
1.	R Rajasekaran	Nil

As on date of this Red Herring Prospectus, none of the Executive Director of our Company have been paid sitting fee for attending meetings of our Board and the committees of our Board.

(ii) *Sitting fee details of our Non-Executive Directors and Independent Directors*

As on date of this Red Herring Prospectus, the Non-Executive Directors and Independent Directors are not entitled to receive any sitting fees.

**Payment or benefit to Directors of our Company**

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

**Remuneration paid to our Directors by our Holding Company**

Except as disclosed below, as on date of this Red Herring Prospectus, our Holding company has not paid any remuneration to our Directors.

Rajappan Ravi, has been paid remuneration of ₹21.00 lakh for Fiscal 2023, from wholly owned subsidiary of IBL i.e. IBL Healthcare Limited.

**Bonus or Profit Sharing Plan for our Directors**

None of our Directors are a party to any bonus or profit sharing plan.

**Loans to Directors**

As on date of this Red Herring Prospectus, our Company has not furnished any loans or advances to its Directors.

**Shareholding of Directors in our Company**

Except as stated below, none of our other Directors holds any Equity Shares of our Company as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name of Director	Designation	Number of Equity Shares held
1.	R Rajasekaran	Chairman & Managing Director	19,42,000
2.	Rajadharshini Rajasekaran	Non-Executive Director	14,42,000

**Shareholding of Directors in our Holding Company**

Except as disclosed below, none of the Directors of our Company hold any shares in the holding Company of our Company.

Rajappan Ravi holds 1,00,000 Equity Shares in IBL as on the date of the Red Herring Prospectus.

### Interest of our Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board or Committees thereof and any commission payable to them.

Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends in respect of such Equity Shares), held by them and their relatives in our Company or held by the entities in which they are associated as directors, promoters, proprietors, members, trustees or partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue and any dividend and other distributions payable in respect of such Equity Shares. For details, see “ – Shareholding of Directors in our Company” on page 71.

Further, relatives of certain of our Directors are also shareholders /Directors of our Company and may be deemed to be interested to the extent of the payment of remuneration made by our Company. For the payments that are made by our Company to such relatives of the Directors, see “Restated Financial Information” beginning on page 178.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, in cash or shares or otherwise, by any person, either to induce them to become, or to qualify them as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Except for the details as stated in the “Our Promoter and Promoter Group – Interests of our Promoter and Common Pursuits” on page 171, none of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by the Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Except for R Rajasekaran and Rajadharshini Rajasekaran, who are the Promoters of our Company, none of our Directors have any interests in the promotion or formation of our Company. For details, see “Our Promoter and Promoter Group – Interests of our Promoter and Common Pursuits” on page 171.

For details of loans availed or extended by any of our Directors from, or to, our Company , see “*Related Party Transactions*” beginning on page 178 and Annexure 36.

### Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years.

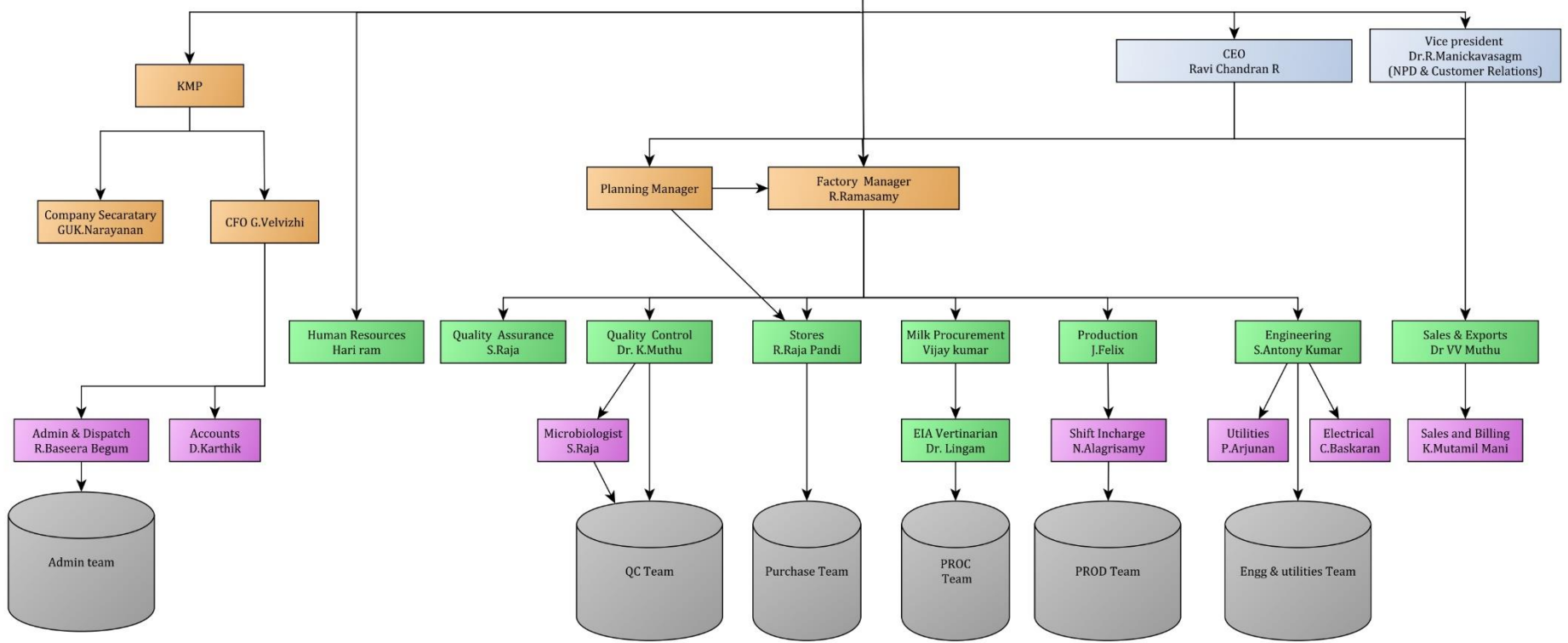
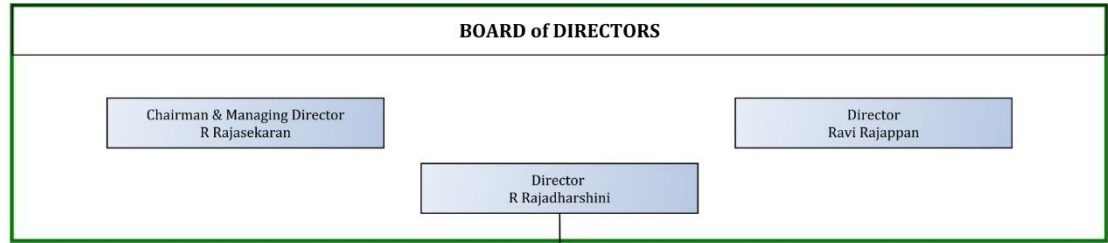
Name of Director	Date of Appointment	Date of Cessation	Reason
R Suriyaprabha	-	November 18,2023	Cessation as Director of the Company
B N Padmaja Priyadarshini	November 18,2023	-	Appointment as Additional Independent Director
N M Ranganathan	November 18,2023	-	Appointment as Additional Independent Director
Rajappan Ravi	November 18, 2023	-	Appointment as Additional Director
B N Padmaja	December 1, 2023		Regularization as

Name of Director	Date of Appointment	Date of Cessation	Reason
Priyadarshini			Independent Director
N M Ranganathan	December 1, 2023	-	Regularization as Independent Director
Rajappan Ravi	December 1, 2023	-	Regularization as Non-Executive Non-Independent Director
R Rajasekaran	December 28, 2023	-	Reappointed as Managing Director

### Management Organization Structure

Set forth is the management organization structure of our Company

**ORGANIZATION CHART**  
M/s: Dindigul Farm Product Limited,  
Sendurai,Dindigul,Tamilnadu.





## Corporate Governance

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to our Company immediately upon the listing of our Equity Shares on the Stock Exchanges.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

### Committees of our Board [

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee;

Details of each of these committees are as follows:

#### *a. Audit Committee*

Our Audit Committee was constituted on December 28, 2023 in compliance with SEBI Listing Regulations with the following members forming a part of the said Committee:

Sr. No.	Name of Member	Designation	Nature of Directorship
1.	N M Ranganathan	Chairman	Independent Director
2.	R Rajasekaran	Member	Managing Director
3.	B N Padmaja Priyadarshini	Member	Independent Director

The Audit Committee is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

#### *A. Powers of Audit Committee*

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary

#### *B. Role of the Audit Committee*

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the company with related parties;

**Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the Accounting Standards.

10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up there on;

16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism
20. 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 and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
22. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments, as may be applicable.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) the SEBI Listing Regulations.

As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of four months between two meetings and the quorum for each meeting of the Audit Committee shall be two members or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

### ***b. Stakeholders' Relationship Committee***

Our Stakeholder' Relationship Committee was constituted on December 28, 2023. The members of the said Committee are as follows:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	N M Ranganathan	Chairman	Independent Director
2.	B N Padmaja Priyadarshini	Member	Independent Director
3.	Rajappan Ravi	Member	Non Executive & Non-Independent Director

The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Stakeholders' Relationship Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights of by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
5. Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the security holders. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater.

### ***c. Nomination and Remuneration Committee***

Our Nomination and Remuneration Committee was constituted on December 28, 2023 with the following members:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	N M Ranganathan	Chairman	Independent Director
2.	B N Padmaja Priyadarshini	Member	Independent Director
3.	Rajappan Ravi	Member	Non Executive & Non-Independent Director

The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Nomination and Remuneration Committee.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Recommend to the Board of Directors all remuneration, in whatever form, payable to senior management;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
  - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
7. Evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
8. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in presence.

### **Our Key Managerial Personnel**

In addition to our Managing Director, whose details have been provided under paragraph above titled '*Brief Profile of our Directors*', set forth below are the details of our Key Managerial Personnel as on the date of filing of this Red Herring Prospectus:

**Gurunathan Uma Kanth Narayanan**, aged 71 years, is the Company Secretary and Compliance Officer of our Company. He is certified as a Company Secretary from the Institute of Company Secretaries of India. He is responsible for handling secretarial and compliance matters of our Company and was appointed as a Company Secretary with effect from June 1, 2019 and was appointed as a Compliance Officer with effect from December 28, 2023.

**Velvizhi Ganesan**, aged 43 years, is the Chief Financial Officer of our Company. She is a Chartered Accountant by qualification. She has previously worked with A R Dairy foods Private Limited. She was appointed as the Chief Financial Officer with effect from November 18, 2023. She did not receive any remuneration for Fiscal ended March 31, 2023.

All our Key Managerial Personnel are permanent employees of our Company.

### Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel

None of our Directors, Key Managerial Personnel are related to each other.

### Shareholding of the Key Managerial Personnel

As on date of this Red Herring Prospectus, no key managerial personnel of our Company holds any Equity Shares except as stated below:

Sr. No	Name of the Key Managerial Personnel	Designation	Number of Equity Shares of face value Rs. 10/- each held
1.	<b>R Rajasekaran</b>	Chairman & Managing Director	19,42,000

### Bonus or Profit Sharing Plan for our Key Managerial Personnel

None of our Key Managerial Personnel is a party to any bonus or profit sharing plan.

### Payment or benefit to Key Managerial Personnel of our Company

Except the normal remuneration for services rendered by them as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Key Managerial Personnel. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel.

### Interest of Key Managerial Personnel

Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel's have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to our Company as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been appointed.

### Changes in Key Managerial Personnel in the Last Three Years

Set forth below, are the changes in our Key Managerial Personnel in the last three years immediately preceding the date of filing of this Red Herring Prospectus:

Name	Designation	Date of Action	Reason
Velvizhi Ganesan	Chief Financial Officer	November 18,2023	Appointment
R Rajasekaran	Chairman & Managing Director	December 28, 2023	Reappointment

### Employees' Stock Option Plan

Our Company does not have any employees stock option scheme as on date of this Red Herring Prospectus

## OUR PROMOTERS AND PROMOTERS GROUP



### Our Promoters

The Promoters of our Company are R Rajasekaran, Rajadharshini Rajasekaran and Indrayani Biotech Limited. As on date of this Red Herring Prospectus, our Promoters, in aggregate, hold 1,10,40,820 Equity Shares in our Company, representing 61.41% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*" on page 71.

### Details of our Promoters are as follows:

#### *Individual Promoter*

	<p><b>1. R Rajasekaran</b></p> <p>R Rajasekaran, aged 67 years, is one of our Promoters and is also the Chairman and Managing Director on the Board. For a complete profile of R Rajasekaran, i.e., his date of birth, residential address, educational qualifications, professional experience, positions / posts held in the past and other directorships, interest in other entities, special achievements, business and financial activities, see "<i>Our Management</i>" on page 157. Other than the entities forming part of the Group Companies and Promoter Group and a shareholder in Serval India Animal Nutrition Private Limited, R Rajasekaran is not involved in other ventures.</p> <p>His permanent account number is ACBPR2181G.</p>
	<p><b>2. Rajadharshini Rajasekaran</b></p> <p>Rajadharshini Rajasekaran, aged 38 years, is one of our Promoters and is also the Non-Executive Director on our Board. For a complete profile of Rajadharshini Rajasekaran, i.e., her date of birth, residential address, educational qualifications, professional experience, positions / posts held in the past and other directorships, interest in other entities special achievements, business and Financial activities, see "<i>Our Management</i>" on page 157. Other than the entities forming part of the Group Companies and Promoter Group, Rajadharshini Rajasekaran is not involved in other ventures.</p> <p>Her permanent account number is AMMPR3605E</p>

Our Company confirms that the permanent account numbers, bank account numbers, Aadhaar card numbers, driving license numbers and passport numbers of R Rajasekaran and Rajadharshini Rajasekaran has been submitted to the Stock Exchange at the time of filing the Red Herring Prospectus.

#### *Corporate Promoter*

### **Indrayani Biotech Limited**

#### *Corporate Information*

Indrayani Biotech Limited ("**IBL**") was originally incorporated as a private limited company under the Companies Act, 1956, under the name and style of "Indrayani Biotech Private Limited" pursuant to a Certificate of Incorporation dated March 9, 1992. The name of our Company was subsequently changed to 'Indrayani Biotech Limited', upon conversion into a public company, pursuant to a shareholder resolution dated March 13, 1992, and a fresh certificate of change of name was issued on April 9, 1992. The CIN of IBL is L40100TN1992PLC129301. The registered office of our IBL is at Block 1 Module No.33, 3<sup>rd</sup> Floor, Sidco Electronic Complex, Thiru Vi Ka Industrial Estate Guindy, Chennai, Tamil Nadu, India, 600032. Equity shares of IBL are listed on BSE Limited.

Amalgamation: Indrayani Biotech Limited (IBL) entered into a conglomerate amalgamation with Helios Solutions Limited (HSL) and A-Diet Express Hospitality Service Limited (ADEHSL). HSL has significant growth plans with aspirations of being a leader in power electronics business in South India and ADEHSL has plans to enlarge its hospitality business across the country by way of entering into Northern and Eastern markets in India. The principal reason for the conglomerate merger of the HSL and ADEHSL with the IBL is for utilization of financial resources, enlargement of debt capacity, and increase in the value of outstanding shares by increased leverage and earnings per share, and by lowering the average cost of capital. The proposed amalgamation will help the IBL to foray into varied businesses without having to incur large start-up costs normally associated with a new business. Our Promoter (“Transferee Company”) vide resolution of its board of directors dated December 3, 2019 filed an application under section 230-232 of the Companies Act, 2013 with the Hon’ble National Company Law Tribunal, Mumbai HSL (“Transferor Company 1”) and ADEHSL (“Transferor Company 2”). The Hon’ble NCLT vide its order dated August 10, 2020 sanctioned the amalgamation of Transferor Company 1 and Transferor Company 2 in the Transferee Company. The Appointed date of the scheme is April 1, 2018.

#### *Nature of activities*

Our Corporate Promoter as a diversified presence across food and hospitality, dairy, healthcare and pharma, engineering, agri, biotech, and infrastructure, the company operates with a vision that extends beyond conventional business boundaries. Indrayani Biotech Limited's operational canvas is enriched by its ventures in various sectors. This diversified portfolio underscores the company's commitment to addressing diverse market needs.

The company strategically identifies and aggregates Micro, Small, and Medium Enterprises (MSMEs) with high potential and expertise within its operational verticals. This approach facilitates vertical growth while ensuring a seamless transition that complements the existing promoters.

#### *Promoters*

G Swaminathan, Sayee Sundar Kasiraman, I Umasundari, S Indirakumar, Jothi Ramesh, M Ramesh, Thirumeni Thiruselvaraja, S I Dinesh Kumar, V Agathiyan, K Logan and Ramya M are the promoters of IBL.

#### *Board of Directors*

The board of directors of IBL comprise of the following members:

Sr. No.	Name of the Director	Designation
1.	Kasiraman Sayee Sundar	Managing Director
2.	Swaminathan	Whole-time director
3.	Singarababu Indirakumar	Whole-time director
4.	Muthukrishnan Ramesh	Whole-time director
5.	Bokara Nagarajan Padmaja Priyadarshini	Independent Director
6.	Nangavaram Mahadevan Ranganathan	Independent Director
7.	Kannimangalam Subramanyan Vaidyanathan	Independent Director
8.	Lakshmi Prabha Kasiraman	Non-Executive Director Non-Independent Director

#### *Change in Control*

There has been no change in control of our Company in the five years immediately preceding the date of this Red Herring Prospectus except mentioned below:.

Since June 30, 2022, Indrayani Biotech Limited acquired 51.00 % stake in our company, as a result there is addition of one promoter in our company since June 30, 2022.

#### *Shareholding Pattern*

The authorised share capital of IBL is ₹65,00,00,000 divided into 6,50,00,000 equity shares of face value ₹10/-each and the issued, subscribed and paid-up capital of our Promoter is ₹45,53,62,560 divided into 4,55,36,256 equity shares of face value ₹10/-each and 93,50,000 12% Compulsorily Convertible Preference Shares of ₹10/- each fully paid up.



The shareholding pattern of our Promoter as on March 31, 2024 is as follows:

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of equity shares held in dematerialized form
<b>(A) Promoter &amp; Promoter Group</b>	11	1,52,86,955	1,52,86,955	33.57	1,52,86,955	41.78	1,52,86,955
<b>(B) Public</b>	23,947	3,02,49,301	3,02,49,301	66.43	2,12,99,301	58.22	2,07,07,913
<b>(C1) Shares underlying DRs</b>	-	-	-	0.00	-	0.00	-
<b>(C2) Shares held by Employee Trust</b>	-	-	-	0.00	-	0.00	-
<b>C) Non Promoter-Non Public</b>	-	-	-	0.00	-	0.00	-
<b>Grand Total</b>	<b>23,958</b>	<b>4,55,36,256</b>	<b>4,55,36,256</b>	<b>100.00</b>	<b>4,55,36,256</b>	<b>100.00</b>	<b>3,59,94,868</b>

For further details pertaining to shareholding pattern of IBL, please refer to the following link <https://www.bseindia.com/stock-share-price/indrayani-biotech-ltd/indranib/526445/shareholding-pattern/>

Our Company confirms that the permanent account number, bank account number(s), company registration number and the address of the registrar of companies where IBL is registered, has been submitted to the Stock Exchange at the time of filing the Red Herring Prospectus.

### Interest of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding and shareholding of the members of the Promoter Group in our Company, directly and indirectly, the dividend payable, if any, and any other distributions in respect of the Equity Shares held by them in our Company, directly or indirectly, from time to time. For details of the shareholding of our Promoters in our Company, please see the section entitled “*Capital Structure*” and “*Our Management – Interests of Directors*” on page 71 and 157 respectively.

Our individual Promoters, who are also Directors, may be deemed to be interested to the extent of their remuneration/fees and reimbursement of expenses, payable to them, if any. For further details, please see the section entitled “*Our Management – Payment or benefit to Promoters or Promoter Group*” on page 157.

Additionally, our Promoters may be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters, or (iii) in which they hold directorships or any partnership firm in which they are partners or any proprietorship entities. For further details of interest of our Promoters in our Company, see “*Restated Financial Information–Note 36–Related Party Disclosures*” on page 178.

Additionally, our Promoters may be interested in our Company to the extent of unsecured loan provided by them or their relatives and interest payable, thereon, if any. For further details, see “*Restated Financial Information–Note 36–Related Party Disclosures*” on page 178.

Our Promoters are interested to the extent of personal guarantees given by them in favour of our Company against the loans sanctioned to our Company from some of our lenders. For further details please see, “Restated Financial Information – on page 178.

Except as disclosed below, our Promoters have no interest in any property acquired by our Company during the three years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Seller	Agreement date	Address of the property	Area	Consideration paid (₹)
R Rajasekaran	November 1, 2021	Re- Survey No. 768/3, Karuthanaickenpatty Road, Sendurai Village, Natham Taluk, Dindigul District.	2.44 acres	1,50,000

Except as disclosed below our Promoters do not have any direct or indirect interest in the properties that our Company has taken on lease:

Our Company has entered into the following lease agreements with our individual Promoter:

Lessor	Lessee	Agreement date	Address of the property	Rent (per month) in ₹ million	Period
R Rajasekaran	Dindigul Farm Product Private Limited	July 1, 2019	2/52-3, Pillaiyarnatham, Pithalaipatti, Post, Dindigul – 624 002	Nil	5 years from July 1, 2019

No sum has been paid or agreed to be paid to any of our Promoters or to the firms or companies in which our Promoters are interested as members in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

#### Payment or benefits to Promoters or Promoter Group

Except in the ordinary course of business and as disclosed in the sections entitled “*Related Party Transactions*” and “*Financial Statements –Notes to Restated Financial Information – Note 36 – Related party transactions*” on pages 178, respectively, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

#### Disassociation by our Promoters in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of filing of this Red Herring Prospectus:

Name of the Promoter(s)	Companies or firms with which Promoter(s) have disassociated	Reasons and circumstances of disassociation	Date of disassociation
Indrayani Biotech Limited	The wholly owned subsidiary of IBL viz IBL Healthcare Limited has disinvested its entire shareholding in India Home Health Care Private Limited (IHHC)	IHHC's business models and future focus were not aligning with IBL Healthcare Limited's focus and along with this the operational synergy did not materialize as anticipated, which lead the Board to	August 29, 2023

		implement the plan of disinvestment	
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### Material guarantees given by our Promoters to third parties with respect to Equity Shares of our Company

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

### Confirmations

Our Promoters have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been promoters or directors of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

### Change in the control of our Company

There has been no change in control of our Company in the five years immediately preceding the date of this Red Herring Prospectus except mentioned below:

Since June 30, 2022, Indrayani Biotech Limited acquired 51.00 % stake in our company, as a result there is addition of one promoter in our company since June 30, 2022.

### Promoter Group

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of the SEBI ICDR Regulations are set out below:

### Individuals forming part of the Promoter Group:

The individuals forming a part of our Promoter Group are as follows:

Members of the Promoter Group	Relationship with the Promoter
<b>R Rajasekaran</b>	
Rajasekaran Suriyaprabha	Spouse
Rajadharshini Rajasekaran	Daughter
Sarayu	Daughter
S Usha Rani	Sister
S Sudharani	Sister
S R Srinivasan	Spouse's Father
S Ravichandran	Spouse's Brother
S Kavitha	Spouse's Sister
<b>Rajadharshini Rajasekaran</b>	
Ravi Chandran Ranganathan	Spouse
R Raghav	Son
Nithitha R	Daughter

Members of the Promoter Group	Relationship with the Promoter
R Rajasekaran	Father
Rajasekaran Suriyaprabha	Mother
Inderpreet Singh	Brother
Sarayu	Sister
V Ranganathan	Spouse's Father
Sathyavathy R	Spouse's Mother
R Vidya	Spouse's Sister

#### Entities forming part of our Promoter Group:

The Entities forming part of our Promoter Group are as follows:

S. No.	Name of Promoter Group Entity
1.	A R Dairy Food Private Limited
2.	Nellai Farm Product Private Limited
3.	Yellow Milk Center
4.	Easy Business Information Solutions
5.	S R Carbides & Chemicals
6.	Ruby Cable Industries
7.	Pothy Herbals
8.	Farm Valley Milk Centre
9.	Jeevan Milk Centre
10.	Shri Venkatesa Milk Center
11.	S V Milk Chilling Unit
12.	SVF Coco Peat
13.	Chandran Poultry Farm
14.	Sri Venkateswara Fibres
15.	Matrix Boilers Private Limited
16.	IBL Healthcare Limited
17.	HSL Agrisolutions Limited
18.	HSL Prime Properties Private Limited
19.	IBL Investments Limited
20.	Kniss Laboratories Private Limited
21.	IBL Thiruvanamalai LLP
22.	IBL Laksha Hospitals LLP
23.	Healthway India Private Limited
24.	Peekay Mediequip Limited
25.	Vaasan Medical Center (India) Private Limited
26.	IBL Social Foundation

#### Hindu Undivided Families forming part of the Promoter Group:

The Hindu Undivided Families forming part of our Promoter Group are as follows:

1. Rajasekaran – HUF
2. V Ranganathan HUF

## DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/ modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see *Risk Factors* – Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

Our Company has not paid / declared any dividend in last three years from date of this Red Herring Prospectus.

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**SECTION IX – FINANCIAL STATEMENTS**  
**RESTATED FINANCIAL INFORMATION**

Sr. No.	Particulars	Page Nos.
1	Restated Financial Information	FS-1 to FS-38

**Independent Auditor's Examination Report on the Restated Ind AS Statement of Assets and Liabilities as at December 23, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, April 01, 2020, the Restated Ind AS Statements of Profit and Loss (including other comprehensive income), the Summary Statement of Significant Accounting Policies, and other explanatory information of Dindigul Farm Product Limited (collectively, the "Restated Ind AS Financial Information")**

To,  
The Board of Directors  
Dindigul Farm Product Limited  
CIN: U15200TZ2010PTC016407  
No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post,  
Dindigul – 624 002

Dear Sir's/Madam.,

i) We, Venkatesh & Co., Chartered Accountants, have examined the attached Restated Ind AS Financial Information of M/s. Dindigul Farm Product Limited (formerly known as Dindigul Farm Product Private Limited) (the "Company") for the purpose of inclusion in the in, Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus (collectively the "offer documents") proposed to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited (SME Platform of BSE Limited (BSE SME)); & any other document of the Company in connection with its proposed Initial Public Offer of equity shares ("IPO"), prepared in terms of the requirements of:

- ➔ Section 23 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
- ➔ The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- ➔ The Guidance Note on Reports in Company Prospectus (Revised 2019), issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "Guidance Note").

**ii) Management's Responsibility for the Restated Ind AS Summary Statements**

The Company's Board of Directors is responsible for the preparation of the Restated Ind AS Financial Information for the purpose of inclusion in the offer documents to be filed with BSE Limited (SME Platform of BSE Limited (BSE SME)) and Registrar of Companies, Coimbatore in connection with the proposed Fresh Issue. The Restated Ind AS Financial Information have been prepared by the management of the Company on the basis of preparation stated in **Note 2 of Annexure III** to the Restated Ind AS Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Financial Information, The Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

**iii) Auditors' Responsibilities**

We have examined such Restated Ind AS Financial Information taking into consideration:

- ➔ The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 01, 2023 in connection with the proposed Fresh Issue of equity shares of the Company;

- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('Guidance Note'), issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI;
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI;
- Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Ind AS Financial Information; and
- The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Rights Issue.

**iv) These Restated Ind AS Financial Information have been compiled by the management from:**

- Audited Ind AS financial statements of the Company as at and for the period ended December 23, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, prepared for limited purpose of complying with the requirement of ICDR Regulations, which have been approved by the Board of Directors at their meeting held on December 29, 2023.
  - Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2023, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, prepared for limited purpose of complying with the requirement of ICDR Regulations, which have been approved by the Board of Directors at their meeting held on June 10, 2023.
  - Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2022, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, prepared for limited purpose of complying with the requirement of ICDR Regulations, which have been approved by the Board of Directors at their meeting held on July 15, 2022.
  - Audited Ind AS financial statements of the Company as at and for the year ended March 31, 2021, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, prepared for limited purpose of complying with the requirement of ICDR Regulations, which have been approved by the Board of Directors at their meeting held on November 22, 2021.
- v) We have audited the special purpose financial information of the Company for the financial year/period ended on 23<sup>rd</sup> December, 2023, 31<sup>st</sup> March 2023, 31<sup>st</sup> March, 2022 & 31<sup>st</sup> March, 2021 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed IPO. We have issued our report dated December 28, 2023 on these special purpose financial information to the Board of Directors who have approved these in their meeting held on December 28, 2023.
- vi) For the purpose of our examination, we have relied on audit reports issued to us on the financial statements as at and for the year ended December 23, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 as referred in Paragraph **iv)** above
- vii) Based on our examination and according to the information and explanations given to us, we report that the Restated Ind AS Financial Information:
- have been prepared without any adjustment for the matters stated in para **vi)** above;
  - Do not require any adjustment for modification as there is no modification in the underlying audit reports; and
  - have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.



- viii) The Restated Ind AS Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited financial statements mentioned in paragraph iv) above.
- ix) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- x) Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with the Stock Exchanges and Registrar of Companies, Coimbatore in connection with the proposed Fresh Issue. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
- xi) We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended December 23, 2023 and financial year ended on March 31, 2023, March 31, 2022 and March 31, 2021 (Restated under Ind AS), proposed to be included in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus & any other document of the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”) only.

**Annexure of Restated Financial Statements of the Company:-**

<b>Particulars</b>	<b>Annexures</b>
Restated Statement of Property Plant of Equipment	Note – 4
Restated Statement of Capital Work In Progress	Note – 5
Restated Statement of Other Non-Current Investments	Note – 6
Restated Statement of Non-Current Other financial Assets	Note – 7
Restated Statement of Deferred Tax Assets	Note – 8
Restated Statement of Inventories	Note – 9
Restated Statement of Trade receivables	Note – 10
Restated Statement of Cash and Cash Equivalents	Note – 11
Restated Statement of Other Current Financial Assets	Note – 12
Restated Statement of Other Current Assets	Note – 13
Restated Statement of Equity Share Capital	Note – 14
Restated Statement of Other Equity	Note – 15
Restated Statement of Borrowings (Non-Current)	Note – 16
Restated Statement of Non Current Provisions	Note – 17
Restated Statement of Other financial liabilities	Note – 18
Restated Statement of Trade Payables	Note – 19
Restated Statement of Other Current Liabilities	Note – 20
Restated Statement of Provisions	Note – 21
Restated Statement of Revenue from Operations	Note – 22
Restated Statement of Other Income	Note – 23
Restated Statement of Cost of materials consumed	Note – 24
Restated Statement of Changes in Inventories of Finished Goods, Work In Progress and Stock in Trade	Note – 25
Restated Statement of Employee Benefit Expenses	Note – 26
Restated Statement of Finance Cost	Note – 27
Restated Statement of Depreciation & Amortisation	Note – 28
Restated Statement of Other Expenses	Note – 29

Restated Statement of Exceptional Items	Note – 30
Restated Earnings in Foreign Currency	Note – 31
Restated Statement of Transaction with related parties	Note – 32
Restated Statement of Gratuity Disclosures	Note – 33
Restated Statement of Analytical Ratios	Note – 34
Restated Statement of Impact of Changes in Accounting Policies, Restatement Adjustments	Note – 35
Restated Statement of Contingent Liabilities & Contingent assets	Note – 36
Restated Statement of Summary of Dividend Declaration	Note – 37
Restated Summary of Accounting ratios	Note – 38
Restated Statement of Capitalisation statement	Note – 39
Restated Statement of Tax Shelter	Note – 40
Restated Statement of Additional regulatory information	Note – 41

- xii) We, Venkatesh & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
- xiii) 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.
- xiv) In our opinion, the above Financial information contained in Note – 1 to 41 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Note 3 and 4 respectively are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note.

**For Venkatesh & Co.,**  
Chartered Accountants  
FRN: 004636S

**CA Dasaraty V**  
Partner  
M No: 026336  
UDIN: 23026336BGULOF2910  
Date: December 29, 2023  
Place: Chennai

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Restated Financial Information Summary of Assets and Liabilities**

(Rs in Lakhs)

Particulars	Notes	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Assets</b>						
<b>Non-Current Assets:</b>						
i) Property, Plant and Equipment	4	1,169.42	1,277.80	1,195.60	1,399.64	1,567.68
ii) Capital Work In Progress	5	-	-	11.64	-	-
iii) Financial Assets						
-> Investments	6	22.28	22.28	14.51	58.32	56.18
-> Other financial assets	7	48.41	29.83	28.82	44.03	33.18
iv) Other Non Current Assets		-	-	-	-	-
v) Deferred Tax Assets	8	27.88	27.88	27.88	27.88	27.88
Total Non-Current Assets		1,267.99	1,357.80	1,278.45	1,529.85	1,684.90
<b>Current Assets:</b>						
i) Inventories	9	1,195.09	889.27	497.43	737.90	769.31
ii) Financial assets						
-> Trade receivables	10	250.80	176.11	352.09	302.42	387.20
-> Cash and cash equivalents	11	1,140.79	4.81	3.30	59.44	92.14
-> Other Financial Assets	12	1,085.71	323.61	323.76	323.76	294.41
iii) Other current assets	13	183.08	148.24	41.42	41.71	31.53
Total Current Assets		3,855.46	1,542.04	1,218.00	1,465.22	1,574.59
<b>Total Assets</b>		<b>5,123.46</b>	<b>2,899.84</b>	<b>2,496.45</b>	<b>2,995.07</b>	<b>3,259.49</b>
<b>Equity and Liabilities</b>						
<b>Equity:</b>						
i) Equity Share Capital	14	1,753.40	1,438.20	1,438.20	1,438.20	1,438.20
ii) Other Equity	15	(1,359.46)	(3,076.66)	(3,600.92)	(3,180.84)	(2,719.64)
Total Equity		393.94	(1,638.46)	(2,162.72)	(1,742.64)	(1,281.44)
<b>Liabilities:</b>						
<b>Non-Current Liabilities</b>						
i) Financial Liabilities						
-> Borrowings	16	1,799.14	1,961.36	1,944.95	2,136.02	367.14
-> Non Current Provisions	17	26.29	20.47	23.18	14.58	-
Total Non-Current Liabilities		1,825.43	1,981.83	1,968.13	2,150.60	367.14
<b>Current Liabilities</b>						
i) Financial Liabilities						
-> Other financial Liabilities	18	464.73	509.93	634.30	580.21	2,363.61
-> Trade Payables						
total outstanding dues of micro and small enterprises		-	-	-	-	-
total outstanding dues of creditors other than micro and small enterprises	19	2,248.04	1,936.08	2,026.65	1,976.41	1,755.92
ii) Other Current Liabilities	20	3.49	1.20	-	-	-
iii) Provisions	21	187.83	109.25	30.08	30.52	54.28
Total Current Liabilities		2,904.08	2,556.46	2,691.03	2,587.13	4,173.81
<b>Total Equity &amp; Liabilities</b>		<b>5,123.46</b>	<b>2,899.84</b>	<b>2,496.45</b>	<b>2,995.07</b>	<b>3,259.49</b>

**for Venkatesh & Co**

Chartered Accountants

FRN: 004636S

**CA Dasaraty V**

Partner

**M.No: 026336****UDIN: 23026336BGULOF2910****Place: Chennai****Date: 29-12-2023****Raju Rajasekaran**

Managing Director

**DIN: 01789110****Rajappan Ravi**

Director

**DIN: 01969263****Ganesan Velvizhi**

CFO

**Gurunathan Umakanth Narayanan**

Company Secretary

## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Restated Financial Information Summary of Profit & Loss Account

(Rs in Lakhs)

Particulars	Notes	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Income:</b>					
i) Revenue from Operations	22	6,874.75	8,157.74	2,831.88	1,763.13
ii) Other Income	23	1.90	41.60	13.20	77.59
<b>Total Income</b>		<b>6,876.65</b>	<b>8,199.34</b>	<b>2,845.07</b>	<b>1,840.72</b>
<b>Expenses:</b>					
i) Cost of materials consumed	24	4,774.94	6,454.38	2,046.07	1,330.52
ii) Changes in inventories of finished goods, Stock-In-Trade, Work-In-Progress	25	(269.79)	(452.51)	211.80	23.94
iii) Employee Benefit Expenses	26	311.86	324.89	259.47	250.82
iv) Finance Costs	27	189.50	258.01	246.23	219.92
v) Depreciation and amortisation expense	28	158.27	194.20	203.15	235.76
vi) Other Expenses	29	1,122.98	903.70	467.88	241.78
<b>Total expenses</b>		<b>6,287.76</b>	<b>7,682.67</b>	<b>3,434.59</b>	<b>2,302.74</b>
Profit/ (Loss) before exceptional items and tax		588.89	516.67	(589.52)	(462.02)
Exceptional items	30	-	-	172.94	-
<b>Profit/ (Loss) before tax</b>		<b>588.89</b>	<b>516.67</b>	<b>(416.58)</b>	<b>(462.02)</b>
Tax Expense					
i) Current Tax					
ii) Deferred Tax		-	-	-	-
Profit/ (Loss) for the year from Continuing Operations		<b>588.89</b>	<b>516.67</b>	<b>(416.58)</b>	<b>(462.02)</b>
Other Comprehensive Income					
i) Items that will not be reclassified to profit or loss		-	-	-	-
ii) Income tax relating to these items		(0.49)	9.12	(3.50)	0.83
		(0.49)	9.12	(3.50)	0.83
<b>Total comprehensive income for the year</b>		<b>588.40</b>	<b>525.79</b>	<b>(420.08)</b>	<b>(461.19)</b>
Earnings Per Equity Share:					
i) Basic earnings per share		4.09	3.59	(2.90)	(3.21)
ii) Diluted earnings per share		4.09	3.59	(2.90)	(3.21)

The accompanying notes form an integral part of the financial statements

### for Venkatesh & Co

Chartered Accountants

FRN: 004636S

**CA Dasaraty V**

Partner

**M.No: 026336**

**UDIN: 23026336BGULOF2910**

**Place: Chennai**

**Date: 29-12-2023**

**Raju Rajasekaran**

Managing Director

**DIN: 01789110**

**Rajappan Ravi**

Director

**DIN: 01969263**

**Ganesan Velvizhi**

CFO

**Gurunathan Umakanth  
Narayanan**

Company Secretary

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Statement of Changes in Equity**

(Rs. In Lakhs)

<b>Equity Share Capital</b>	
Balance at the beginning of April 1, 2020	1,43,82,000
Changes in equity share capital during the year	-
Balance at the end of March 31, 2021	1,43,82,000
Changes in equity share capital during the year	-
Balance at the end of March 31, 2022	1,43,82,000
Changes in equity share capital during the year	-
Balance at the end of March 31, 2023	1,43,82,000
Changes in equity share capital during the year	28,22,000
Balance at the end of December 23, 2023	1,72,04,000

**Other Equity**

<b>Particulars</b>	<b>Retained Earnings</b>	<b>Securities Premium</b>	<b>Other Comprehensive Income</b>	<b>Total</b>
Balance as at April 1, 2020	(2,719.64)	-	-	(2,719.64)
Additions/ (deductions) during the year	(462.02)	-	0.83	(461.19)
Total Comprehensive Income for the year	-	-	-	-
<b>Balance as at March 31, 2021</b>	<b>(3,181.66)</b>	<b>-</b>	<b>0.83</b>	<b>(3,180.84)</b>
Balance as at April 1, 2021	(3,181.66)	-	0.83	(3,180.84)
Additions/ (deductions) during the year	(416.58)	-	(3.50)	(420.08)
Adjustments	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>(3,598.25)</b>	<b>-</b>	<b>(2.67)</b>	<b>(3,600.92)</b>
Balance as at April 1, 2022	(3,598.25)	-	(2.67)	(3,600.92)
Additions/ (deductions) during the year	516.67	-	9.12	525.79
Total Comprehensive Income for the year	-	-	-	-
Tax Expenditure	(1.53)	-	-	(1.53)
<b>Balance as at March 31, 2023</b>	<b>(3,083.11)</b>	<b>-</b>	<b>6.45</b>	<b>(3,076.66)</b>
Balance as at April 1, 2023	(3,083.11)	-	6.45	(3,076.66)
Additions/ (deductions) during the year	588.89	1,128.80	(0.49)	1,717.20
Total Comprehensive Income for the year	-	-	-	-
Tax Expenditure	-	-	-	-
<b>Balance as at December 23, 2023</b>	<b>(2,494.22)</b>	<b>1,128.80</b>	<b>5.96</b>	<b>(1,359.46)</b>

## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Restated Financial Information Summary of Cash flow Statement

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Cash Flow From Operating Activities</b>				
Profit/ (Loss) before tax	588.89	516.67	(416.58)	(462.02)
Adjustments for:				
-> Depreciation and Amortisation expense	158.27	194.20	203.15	235.76
-> Amortisation on intangible assets	-	-	-	-
-> Profit on sale of Property, Plant & Equipment (net)	-	0.21	(27.43)	-
-> Profit on sale of Investment	-	-	(145.50)	-
-> Profit on Investment	-	(7.77)	(2.09)	(2.14)
-> Deferred income recognised	-	-	-	-
-> Amortisation of ancillary borrowing cost	-	-	-	-
-> Interest income	(0.10)	(3.17)	(6.14)	(5.42)
-> Unrealised exchange loss/(gain)	-	-	-	-
-> Finance costs	189.50	258.01	246.23	219.92
-> Loss on assets scrapped	-	-	-	-
-> Other Comprehensive Income	(0.49)	9.12	(3.50)	0.83
	936.07	967.27	(151.87)	(13.07)
Change in operating assets and liabilities				
-> (Increase)/Decrease in Inventories	(305.82)	(391.84)	240.47	31.41
-> (Increase)/Decrease in Trade receivables	(74.70)	175.99	(49.68)	84.78
-> (Increase)/Decrease in Other financial assets	(762.10)	0.15	-	2.16
-> (Increase)/Decrease in Other current assets	(34.84)	(106.82)	0.29	(10.37)
-> Increase/(Decrease) in Other financial liabilities	(45.20)			
-> Increase/(Decrease) in current liabilities	2.29	1.20	50.25	220.49
-> Increase/(Decrease) in Provisions	84.39	76.47	8.16	(9.18)
-> Increase/(Decrease) in Trade Payables	311.96	(90.57)		
Cash generated from operations	112.06	631.83	97.63	306.21
Less : Income taxes Paid (net of refunds)	-	(1.53)		
<b>Net Cash flow from Operating activities (A)</b>	112.06	630.30	97.63	306.21
<b>Cash Flows From Investing Activities</b>				
-> Purchase of Property, Plant & Equipment (including capital work in progress)	(56.51)	(266.47)	(33.31)	(67.72)
-> Increase / Decrease in Advances for Capital Expenditure	(18.58)	(1.02)	15.21	(10.66)
-> Increase in bank balances not considered as cash & cash equivalents	-	-	-	-
-> Proceeds from sale of Investment	-	-	191.40	-
-> Proceeds from sale of Property, Plant & Equipment	6.62	1.50	50.00	-
-> Interest income	0.10	3.17	6.14	5.42
<b>Net Cash flow from Investing activities (B)</b>	(68.37)	(262.82)	229.44	(72.96)
<b>Cash Flows From Financing Activities</b>				
Term loans availed during the year	-	268.41	-	60.00
Term loans repaid during the year	(162.22)	(245.83)	(172.14)	(33.03)
Short term loans availed during the year	-	-	-	-
Short term loans repaid during the year	-	(6.17)	(18.93)	(35.92)
Increase/(decrease) in Other short term borrowing availed from banks	-	(124.37)	54.09	(5.58)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Proceeds from rights issue of shares	1,444.00	-	-	-
Dividends paid including tax on dividends	-	-	-	-
Tax on dividends paid	-	-	-	-
Public deposits repaid during the year	-	-	-	-
Interest and finance charges paid	(189.50)	(258.01)	(246.23)	(219.92)
<b>Net Cash flow from Financing activities (C)</b>	<b>1,092.29</b>	<b>(365.97)</b>	<b>(383.21)</b>	<b>(234.45)</b>
<b>Net Increase/ (decrease) in cash and cash equivalents (A+B+C)</b>	<b>1,135.98</b>	<b>1.51</b>	<b>(56.14)</b>	<b>(1.19)</b>
Cash and cash equivalents at the beginning of the financial year	4.81	3.30	59.44	60.64
<b>Cash and cash equivalents at end of the year</b>	<b>1,140.79</b>	<b>4.81</b>	<b>3.30</b>	<b>59.44</b>
<b>Components of cash and cash equivalents</b>				
Cash & Cash Equivalents in Balance Sheet	1,140.79	4.81	3.30	59.44
	<b>1,140.79</b>	<b>4.81</b>	<b>3.30</b>	<b>59.44</b>

The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".

The accompanying notes form an integral part of the financial statements

**for Venkatesh & Co**

Chartered Accountants

FRN: 004636S

CA Dasaraty V

Partner

M.No: 026336

UDIN: 23026336BGULOF2910

Place: Chennai

Date: 29-12-2023

Raju Rajasekaran

Managing Director

DIN: 01789110

Rajappan Ravi

Director

DIN: 01969263

Ganesan Velvizhi

CFO

Gurunathan Umakanth  
Narayanan

Company Secretary

## **Note 1: Corporate Information**

The Company was incorporated on September 29, 2010 as a private limited company under The Companies Act, 2013. The Company is in the business of Processing of Milk and Production of Milk Products.

## **Note 2: Basis of preparation of financial statements**

### **Statement of compliance**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

### **Basis of preparation and presentation**

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Effective April 1, 2022, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2022 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The year-end figures have been meticulously extracted from the source and all values are represented in Indian Rupees (Rs.) and are denoted in lakhs. Figures for earlier years have been regrouped wherever necessary to make them comparable with current year's figures

### **Use of estimates**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.



## **Functional and presentation currency**

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

## **Note 3: Significant Accounting Policies**

### **3.1 Current and Non-Current Classification:**

The Company presents assets and liabilities in the balance sheet based on current/noncurrent classification. An asset is treated as current when it is:

- Expected to be realized in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle or due to be settled within twelve months after the reporting period or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **3.2 Inventories (Ind AS 2)**

Inventories comprise of raw materials and packing materials, work-in-progress, finished goods, stock-in-trade and stores and spares and are carried at the lower of cost and net realisable value. The cost of inventories is based on the weighted average cost method and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. The comparison of cost and net realisable value is made on an item-by-item basis.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value.

Goods-in-transit are valued at cost which represents the costs incurred upto the stage at which the goods are in-transit.

### **3.3 Cash flow Statement (Ind AS 7)**

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

### **3.4 Provision for Current Tax and Deferred Tax (Ind AS 12)**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Considering the Prudence and Unutilised Tax Losses, which results in Net Deferred Tax Assets has not been recognized.

### **3.5 Property, Plant & Equipment (Ind AS 16)**

#### **Presentation**

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance cost, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipments are capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

## **Depreciation**

Depreciation on items of Property, Plant & Equipment is calculated on a Written Down Value basis as per the useful lives prescribed and, in the manner, laid down under Schedule II to the Companies Act, 2013 and additions and deletions are restricted to the period of use. If the Management's estimate of the useful life of a fixed asset is different than that envisaged in the aforesaid Schedule, depreciation is provided based on the Management's estimate of the useful life.

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property, plant and equipment is provided up to the date preceding the date of sale or deduction as the case may be. Gains and losses on disposal are determined by comparing proceeds with carrying amount.

### **3.6 Revenue Recognition (Ind AS 18)**

Revenue is primarily derived from sale of milk products and milk processing charges. Sales are recognized net of discounts, on transfer of title over goods with significant risks and rewards, for a price and where no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods. Sales have been recognized net of any taxes or duties collected on behalf of the government such as goods and services tax, etc.

Revenue from service contracts are recognized as per the contractual terms as and when the services are rendered. No further obligations remain, and the collection is probable.

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

### **3.7 Foreign Currency Transaction (Ind AS 21)**

Transactions in foreign currencies are translated into the functional currency at the exchange rates at the dates of the transactions. Exchange differences arising on settlement or translations of monetary items are recognized in the statement of profit and loss.

### **3.8 Borrowing cost (Ind AS 23)**

Borrowing costs that are attributable to the acquisition of or construction of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. Other borrowing costs are recognized as expenses for the period. In relation to property, plant and equipment which necessarily take substantial period of time to get ready for their intended use, borrowing costs relating to the acquisition of the assets, up to the date of putting them into commercial production have been added to the value of the respective assets.

### **3.9 Earnings per Share (Ind AS 33)**

Basic Earnings Per Share is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares outstanding during the year.

### **3.10 Provisions, Contingent Liabilities and Contingent Assets (Ind AS 37)**

Provisions, involving a substantial degree of estimation in measurement, are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities, which are possible or present obligations that may but probably will not require outflow of resources, are not recognized but are disclosed in the notes forming part of accounts.

### **3.11 Financial Instruments**

#### **a. Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Loans, borrowings and payables are recognised net of directly attributable transaction costs.

Financial assets or Liabilities carried at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial Liabilities give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets**

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

#### **Classification of financial Assets**

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition). The debt instruments carried at amortized cost include interest free Rental deposits.

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### a. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Expense is recognized on an effective interest basis for debt instruments other than those financial liabilities classified as at FVTPL. Interest expense is recognized in profit or loss and is included in the Finance cost line item.

#### b. Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivables, trade receivables, and other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument through the expected life of that financial instrument. The Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information or case to case basis.

#### c. De-recognition of financial assets

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss if such gain or loss would have otherwise been recognized in profit or loss on disposal of that financial asset.

## **Financial Liabilities**

### **a. Financial liabilities**

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

### **b. Financial liabilities at FVTPL**

Financial liabilities at FVTPL include derivative liabilities. Non-derivative financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognized by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL. There are no non-derivative financial liabilities carried at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

### **c. Financial liabilities subsequently measured at amortized cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in profit or loss.

### **d. De-recognition of financial liabilities**

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an

extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

**For Venkatesh & Co**

Chartered Accountants

FRN: 004636S

**CA Dasaraty V**

Narayanan

Partner

M.No: 026336

UDIN: 23026336BGULOF2910

Place: Chennai

Date: December 29, 2023

Raju Rajasekaran

Managing Director

DIN: 01789110

Rajappan Ravi Ganesan Velvizhi

Director CFO

DIN: 01969263

Gurunathan Umakanth

Company Secretary

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

**Note 4 : Property Plant of Equipment**

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture & Fixtures	Vehicles	Electrical Installation	ETP Machinery	Preparatory Machinery	Tools and equipment	Computer & Accessories	Office Equipments	Total
<b>Gross Value</b>												
<b>Balance at April 01, 2020</b>	41.24	814.54	1,478.92	8.68	20.71	179.22	124.11	573.84	9.39	4.52	0.14	3,255.30
Additions	-	1.36	55.26	0.63	-	9.15	-	1.22	-	0.10	-	67.72
Deletions/ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at March 31, 2021</b>	41.24	815.91	1,534.17	9.31	20.71	188.37	124.11	575.06	9.39	4.61	0.14	<b>3,323.02</b>
<b>Balance at April 01, 2021</b>	41.24	815.91	1,534.17	9.31	20.71	188.37	124.11	575.06	9.39	4.61	0.14	3,323.02
Additions	1.77	-	14.52	-	0.50	2.59	0.28	1.66	-	0.35	-	21.67
Deletions/ Adjustments	-	(24.86)	-	-	-	-	-	-	-	-	-	(24.86)
<b>Balance at March 31, 2022</b>	43.01	791.04	1,548.70	9.31	21.21	190.95	124.39	576.72	9.39	4.97	0.14	<b>3,319.83</b>
<b>Balance at April 01, 2022</b>	43.01	791.04	1,548.70	9.31	21.21	190.95	124.39	576.72	9.39	4.97	0.14	3,319.83
Additions	-	12.34	215.57	3.39	-	25.04	4.82	11.45	-	5.49	-	278.11
Deletions/ Adjustments	-	-	-	-	(2.67)	-	-	-	-	-	-	(2.67)
<b>Balance at March 31, 2023</b>	43.01	803.39	1,764.27	12.70	18.54	215.99	129.20	588.18	9.39	10.46	0.14	<b>3,595.28</b>
<b>Balance at April 01, 2023</b>	43.01	803.39	1,764.27	12.70	18.54	215.99	129.20	588.18	9.39	10.46	0.14	3,595.28
Additions	-	-	30.41	0.82	14.94	6.99	-	1.50	-	1.85	-	56.51
Deletions/ Adjustments	-	-	(6.62)	-	-	-	-	-	-	-	-	(6.62)
<b>Balance at December 23, 2023</b>	43.01	803.39	1,788.06	13.52	33.48	222.99	129.20	589.68	9.39	12.31	0.14	<b>3,645.17</b>
<b>Accumulated Depreciation</b>												
<b>Balance at April 01, 2020</b>	-	229.64	815.09	4.88	12.58	143.34	78.14	393.98	6.13	3.74	0.11	1,687.63
Charge for the year	-	56.21	125.46	0.82	1.63	9.60	8.70	32.33	0.59	0.42	0.01	235.76
Deductions / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at March 31, 2021</b>	-	285.85	940.55	5.70	14.21	152.95	86.84	426.31	6.72	4.15	0.11	<b>1,923.39</b>
<b>Balance at April 01, 2021</b>	-	285.85	940.55	5.70	14.21	152.95	86.84	426.31	6.72	4.15	0.11	1,923.39
Charge for the year	-	48.10	108.82	0.74	1.44	9.47	7.14	26.66	0.48	0.29	0.01	203.15
Deductions / Adjustments	-	(2.30)	-	-	-	-	-	-	-	-	-	(2.30)
<b>Balance at March 31, 2022</b>	-	331.65	1,049.37	6.44	15.64	162.41	93.97	452.98	7.20	4.44	0.12	<b>2,124.24</b>
<b>Balance at April 01, 2022</b>	-	331.65	1,049.37	6.44	15.64	162.41	93.97	452.98	7.20	4.44	0.12	2,124.24
Charge for the year	-	44.63	108.72	1.10	0.65	8.77	6.20	22.48	0.40	1.25	0.01	194.20
Deductions / Adjustments	-	-	-	-	(0.96)	-	-	-	-	-	-	(0.96)
<b>Balance at March 31, 2023</b>	-	376.28	1,158.09	7.54	15.33	171.18	100.17	475.46	7.60	5.70	0.13	<b>2,317</b>
<b>Balance at April 01, 2023</b>	-	376.28	1,158.09	7.54	15.33	171.18	100.17	475.46	7.60	5.70	0.13	2,317.47
Charge for the year	-	30.35	91.55	1.03	2.99	9.84	4.22	15.21	0.24	2.84	-	158.27
Deductions / Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance at December 23, 2023</b>	-	406.63	1,249.64	8.56	18.33	181.02	104.40	490.67	7.84	8.53	0.13	<b>2,475.75</b>
<b>Net Value of PPE</b>												
<b>Balance at March 31, 2021</b>	41.24	530.06	593.62	3.61	6.50	35.42	37.27	148.75	2.68	0.46	0.03	<b>1,399.64</b>
<b>Balance at March 31, 2022</b>	43.01	459.39	499.33	2.87	5.56	28.54	30.41	123.75	2.19	0.52	0.02	<b>1,195.60</b>
<b>Balance at March 31, 2023</b>	43.01	427.10	606.18	5.17	3.20	44.81	29.03	112.72	1.79	4.76	0.02	<b>1,277.80</b>
<b>Balance at December 23, 2023</b>	43.01	396.76	538.42	4.96	15.15	41.96	24.81	99.01	1.55	3.77	0.02	<b>1,169.42</b>



**Dindigul Farm Product Limited**

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No. 2/52-3, Pillaiyamatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Note 5 : Capital Work In Progress</b>					
Capital Work-in-progress	-	-	11.64	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>11.64</b>	<b>-</b>	<b>-</b>

**Capital work-in-progress ageing**
**Ageing for capital work-in-progress as at 23 December 2023 is as follows:**

Particulars	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-

**Ageing for capital work-in-progress as at 31 March 2023 is as follows:**

Particulars	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-

**Ageing for capital work-in-progress as at 31 March 2022 is as follows:**

Particulars	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 Years	Total
Projects in Progress	11.64	-	-	-	11.64

**Ageing for capital work-in-progress as at 31 March 2021 is as follows:**

Particulars	Less than 1 Year	1 - 2 years	2 - 3 years	More than 3 Years	Total
Projects in Progress	-	-	-	-	-

**Note 6 : Non-Current Investments**

Unquoted equity instrument valued at fair value through Profit and Loss:	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
i) Investment in Equity Investments					
AR Dairy Private Limited	-	-	-	45.90	45.90
ii) Investment in Partnership Firms					
GK Wind Farm	22.28	22.28	14.51	12.42	10.28
<b>Total</b>	<b>22.28</b>	<b>22.28</b>	<b>14.51</b>	<b>58.32</b>	<b>56.18</b>
Aggregate cost of quoted investments	-	-	-	-	-
Aggregate cost of unquoted investments	22	22	15	58	56
<b>Note 7 : Non-Current Other financial Assets</b>					
TNEB Deferred Payments	-	-	2.67	2.67	2.67
House Advance	0.02	0.02	0.02	0.02	0.02
Electricity Deposit	48.23	29.65	25.97	41.18	30.33
Telephone Deposit	0.16	0.16	0.16	0.16	0.16
<b>Total</b>	<b>48.41</b>	<b>29.83</b>	<b>28.82</b>	<b>44.03</b>	<b>33.18</b>
<b>Note 8 : Deferred Tax Assets</b>					
-> Deferred Tax Assets	27.88	27.88	27.88	27.88	27.88
<b>Total</b>	<b>27.88</b>	<b>27.88</b>	<b>27.88</b>	<b>27.88</b>	<b>27.88</b>

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Note 9 : Inventories</b>					
-> Raw Materials	68.37	44.13	36.66	75.09	68.28
-> Work in Progress	10.57	56.29	32.16	11.55	19.29
-> Finished Goods	1,068.67	753.15	324.77	557.18	587.89
-> Stores and Spares	47.48	35.70	103.84	94.08	93.85
<b>Total</b>	<b>1,195.09</b>	<b>889.27</b>	<b>497.43</b>	<b>737.90</b>	<b>769.31</b>
<b>Note 10 : Trade receivables *</b>					
Secured, Considered good	-	-	-	-	-
Unsecured Considered good	250.80	176.11	352.09	302.42	387.20
Doubtful			-	-	-
	<b>250.80</b>	<b>176.11</b>	<b>352.09</b>	<b>302.42</b>	<b>387.20</b>

\* Balances are subject to confirmation

**Trade receivables ageing schedule:**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 Months - 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
Undisputed Trade receivables - Considered good:						
for the year ended as on 23rd December 2023	77.36	26.65	3.00	-	143.79	<b>250.80</b>
for the year ended as on 31st March 2023	7.86	2.92	-	12.61	152.72	<b>176.11</b>
for the year ended as on 31st March 2022	129.08	0.06	40.23	142.54	40.18	<b>352.09</b>
for the year ended as on 31st March 2021	52.70	67.00	142.54	40.18	-	<b>302.42</b>
<b>Total Trade Receivables</b>						
for the year ended as on 23rd December 2023	-	-	-	-	-	<b>250.80</b>
for the year ended as on 31st March 2023	7.86	2.92	-	12.61	152.72	<b>176.11</b>
for the year ended as on 31st March 2022	129.08	0.06	40.23	142.54	40.18	<b>352.09</b>
for the year ended as on 31st March 2021	52.70	67.00	142.54	40.18	-	<b>302.42</b>
<b>Note 11 : Cash and Cash Equivalents</b>						
Cash on Hand		0.45	1.91	2.79	58.74	58.66
Balances with banks						
-> In current accounts		1,140.34	2.90	0.51	0.70	1.98
-> In Term Deposits		-	-	-	-	31.50
<b>Total</b>		<b>1,140.79</b>	<b>4.81</b>	<b>3.30</b>	<b>59.44</b>	<b>92.14</b>
<b>Note 12 : Other Current Financial Assets</b>						
Short Term Deposit		31.50	31.50	31.50	31.50	-
Advance to Suppliers		1,053.96	291.63	290.99	290.99	290.99
Salary Advance		0.25	0.48	1.27	1.27	3.42
		<b>1,085.71</b>	<b>323.61</b>	<b>323.76</b>	<b>323.76</b>	<b>294.41</b>
<b>Note 13 : Other Current Assets</b>						
Balance with Government Authorities		13.86	7.37	5.50	5.08	0.82
Prepaid Insurance and Expenses		22.57	12.30	12.72	10.38	0.80
Accrued Interest		5.40	5.40	23.19	19.16	16.89
Prepaid Interest		2.07	-	-	7.09	13.03
Deffered Expenditure		123.17	123.17	-	-	-
Miscellaneous Assets		16.00	-	-	-	-
<b>Total</b>		<b>183.08</b>	<b>148.24</b>	<b>41.42</b>	<b>41.71</b>	<b>31.53</b>

**Dindigul Farm Product Limited**

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No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Note 14 : Equity Share Capital</b>					
Authorised Capital					
2,50,00,000 Equity Shares of ₹ 10 each	2,500.00				
15,00,000 Equity Shares of ₹ 100 each		1,500.00	1,500.00	1,500.00	1,500.00
Issued, Subscribed & Fully Paid-up Capital					
1,72,04,000 (1,72,04,000) Equity shares of ₹ 10 each	1,720.40				
14,38,200 Equity shares of ₹ 100 each		1,438.20	1,438.20	1,438.20	1,438.20
Paid & Pending for Allotment	33.00				
66,000 Equity Shares of ₹ 50 each					
<b>Total</b>	<b>1,753.40</b>	<b>1,438.20</b>	<b>1,438.20</b>	<b>1,438.20</b>	<b>1,438.20</b>

1. On December 01, 2023, the company had sub-divided 14,38,200 equity shares having face value of Rs 100/- each into 1,43,82,000 equity shares of Rs. 10/- each.

2. On December 23, 2023, the company had made right issue of 28,22,000 equity shares having face value of Rs 10/- each fully paidup for cash at a price of Rs 50/- per equity shares (including share premium of Rs 40/- per equity share) aggregating to Rs 282.20 Lakhs (Face Value) &amp; Rs 1128.80 Lakhs (Share Premium). The aforementioned equity shares were allotted on December 26, 2023.

Above includes Loan conversion of 6,08,000 Equity Shares

**i) Number of Equity Shares at the beginning and end of the reporting year**

Shares outstanding at the beginning of the year	143.82	143.82	143.82	143.82	143.82
Changes in equity share capital due to prior period errors	28.22	-	-	-	-
Restated balance at the beginning of the current reporting period		-	-	-	-
Changes in equity share capital during the current year		-	-	-	-
Balance at the end of the current reporting period	172.04	143.82	143.82	143.82	143.82

**ii) Details of Shareholders holding more than 5% shares in the company**

Name of the Share Holder	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %
Indrayani Biotech Limited	44.51% - 76,56,820	51.00% - 7,33,482	-	-	-
R Rajasekaran	11.29% - 1942000	13.09% - 1,88,200	13.09% - 1,88,200	13.09% - 1,88,200	13.09% - 1,88,200
R Rajadharshini	8.38% - 1442000	10.03% - 1,44,200	10.03% - 1,44,200	10.03% - 1,44,200	10.03% - 1,44,200
R Suriyaprabha	6.83% - 1175000	07.24% - 1,04,100	07.24% - 1,04,100	07.24% - 1,04,100	07.24% - 1,04,100
R Ravichandran	7.66% - 1317000	08.52% - 1,22,500	08.52% - 1,22,500	08.52% - 1,22,500	08.52% - 1,22,500
S Nagaraj		-	06.42% - 92,400	06.42% - 92,400	06.42% - 92,400
R Sarayu		05.15% - 74,018	02.92% - 42,000	02.92% - 42,000	02.92% - 42,000
A R Dairy Food Private Limited		-	46.59% - 6,70,000	46.59% - 6,70,000	46.59% - 6,70,000

**iii) Rights, preferences and restrictions in respect of equity shares issued by the Company**

The company has only one class of equity shares having a par value of ₹ 10 each. The equity shares of the company having par value of ₹ 10 rank pari-passu in all respects including voting rights and entitlement to dividend.

iv) Disclosure of share holding of promoters	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %	No. Of Shares - %
Indrayani Biotech Limited	44.51% - 76,56,820	-	-	-	-
R Rajasekaran	11.29% - 1942000	13.09% - 1,88,200	13.09% - 1,88,200	13.09% - 1,88,200	13.09% - 1,88,200
R Rajadharshini	8.38% - 1442000	10.03% - 1,44,200	10.03% - 1,44,200	10.03% - 1,44,200	10.03% - 1,44,200
	<b>64.18% - 1,10,40,820</b>	<b>23.11% - 3,32,400</b>	<b>23.11% - 3,32,400</b>	<b>23.11% - 3,32,400</b>	<b>23.11% - 3,32,400</b>

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
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**Note 15 : Other Equity**

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>a) Retained Earnings</b>					
Balance at the beginning of the year	(3,083.11)	(3,598.25)	(3,181.66)	(2,719.64)	(2,530.49)
Additions/ (deductions) during the year	588.89	516.67	(416.58)	(462.02)	(189.15)
Adjustments	-	-	-	-	-
Tax Expenditure	-	(1.53)	-	-	-
Balance at the end of the year	(2,494.22)	(3,083.11)	(3,598.25)	(3,181.66)	(2,719.64)
( Represents accumulated profits earned by the company and remaining undistributed as on date )					
<b>b) Securities Premium</b>					
Balance at the beginning of the year	-	-	-	-	-
Additions/ (deductions) during the year	1,128.80	-	-	-	-
Balance at the end of the year	1,128.80	-	-	-	-
<b>c) Other Comprehensive Income</b>					
Balance at the beginning of the year	6.45	(2.67)	0.83	-	-
Additions/ (deductions) during the year	(0.49)	9.12	(3.50)	0.83	-
Balance at the end of the year	5.96	6.45	(2.67)	0.83	-
( Capital Reserve consists of forfeiture of the amount received from shareholders on preferential on the lapse of the period to exercise right to convert the said warrants and on forfeiture of amounts paid on Equity Shares )					
<b>Total</b>	<b>(1,359.46)</b>	<b>(3,076.66)</b>	<b>(3,600.92)</b>	<b>(3,180.84)</b>	<b>(2,719.64)</b>

**Note 16 : Borrowings (Non-Current)**

<b>Secured Term Loans</b>					
From Banks	665.90	639.69	424.64	443.47	367.14
Less: Current Maturities of Long Term Debt	37.07	55.55	49.38	30.45	-
	<b>628.83</b>	<b>584.14</b>	<b>375.26</b>	<b>413.02</b>	<b>367.14</b>
<b>Unsecured Loans</b>					
From Other Financial Institutions	-	11.50	62.75	94.26	-
From Related Parties	1,170.31	1,365.72	1,506.94	1,628.75	-
<b>Total</b>	<b>1,799.14</b>	<b>1,961.36</b>	<b>1,944.95</b>	<b>2,136.02</b>	<b>367.14</b>

Name of the Lender	Amount Sanctioned	Purpose - Rate	Security Offered	Repayment Schedule EMI	Outstanding as on 23-12-2023	Outstanding as on 31-03-2023
State Bank of India - CC	475.00	Working Capital - 10.20%	Stock & Debtors along with Land of the Company and Land & Building of the Promoter	-	427	381.46
State Bank of India	13.00	SME Car Loan - 9.50%	Hypothecation of Vehicle	0.28	11.91	-
Yes Bank – GECL Loan	60.00	GECL - 8.90%		1.67	18.34	33.60
Dewan Housing Finance Limited	654.23	Term Loan - 9.45%	Land of the Company	7.61	586.09	606.09
Piramal Capital & Housing Finance Limited	50.00	Term Loan - 10.45%	Land of the Company	0.87	49.57	-
R Rajasekaran	700.00	Working Capital - 11.55%	Unsecured	-	614.13	587.41
R Suriyaprabha	700.00	Working Capital - 11.70%	Unsecured	-	556.18	572.71
R Rajasekaran	-	Working Capital	Unsecured	-	0.00	2.20
R Suriyaprabha	-	Working Capital	Unsecured	-	0.00	64.75
SVF Coco Peat	-	Working Capital	Unsecured	-	0.00	34.26
Indrayani Biotech Limited	-	Working Capital	Unsecured	-	0.58	104.99
Others	-	Others	Unsecured	-	0.00	11.50
<b>Note 17 : Non Current Provisions</b>						
Provision for Employee Benefits	26.29			23.18	14.58	-
	<b>26.29</b>			<b>23.18</b>	<b>14.58</b>	-

**Dindigul Farm Product Limited**

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No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	As at 23rd December, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021	As at 1st April, 2020
<b>Note 18 : Other financial liabilities</b>					
Current Maturities of Long Term Debt					
-> Term Loans	37.07	55.55	49.38	30.45	-
Cash Credits from Bank	427.07	381.46	282.79	294.42	300.00
Loans Repayable on Demand	0.58	-	302.12	255.34	2,063.61
Deffered Interest Income		72.92	-	-	-
<b>Total</b>	<b>464.73</b>	<b>509.93</b>	<b>634.30</b>	<b>580.21</b>	<b>2,363.61</b>
<b>Note 19 : Trade Payables *</b>					
Total Outstanding Dues of Micro and Small Enterprises	-	-	-	-	-
Total Outstanding Dues of Creditors Other than Micro and Small Enterprises	2,248.04	1,936.08	2,026.65	1,976.41	1,755.92
<b>Total</b>	<b>2,248.04</b>	<b>1,936.08</b>	<b>2,026.65</b>	<b>1,976.41</b>	<b>1,755.92</b>

\* Balances are subject to confirmation

**Trade payables ageing schedule:**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
MSME					
for the year ended as on 23rd December 2023	-	-	-	-	-
for the year ended as on 31st March 2023	-	-	-	-	-
for the year ended as on 31st March 2022	-	-	-	-	-
for the year ended as on 31st March 2021	-	-	-	-	-
Others					
for the year ended as on 23rd December 2023	2,223.58	7.92	16.54	-	2,248.04
for the year ended as on 31st March 2023	1,909.59	26.37	-	0.12	1,936.08
for the year ended as on 31st March 2022	1,774.52	225.12	18.50	8.51	2,026.65
for the year ended as on 31st March 2021	1,957.91	18.50	-	-	1,976.41
Disputed Dues - MSME					
for the year ended as on 23rd December 2023	-	-	-	-	-
for the year ended as on 31st March 2023	-	-	-	-	-
for the year ended as on 31st March 2022	-	-	-	-	-
for the year ended as on 31st March 2021	-	-	-	-	-
Disputed Dues - Others					
for the year ended as on 23rd December 2023	-	-	-	-	-
for the year ended as on 31st March 2023	-	-	-	-	-
for the year ended as on 31st March 2022	-	-	-	-	-
for the year ended as on 31st March 2021	-	-	-	-	-

**Note 20 : Other Current Liabilities**

Trade Deposit		3.49	1.20	-	-	-
<b>Total</b>		<b>3.49</b>	<b>1.20</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note 21 : Provisions**

Provision for Other Expenses		35.84	-	4.29	5.54	9.85
Provision for Employee Benefits		21.72	20.38	13.95	16.83	15.82
Provision for Duties and Taxes		130.27	88.87	11.84	8.15	28.61
<b>Total</b>		<b>187.83</b>	<b>109.25</b>	<b>30.08</b>	<b>30.52</b>	<b>54.28</b>

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**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Note 22 : Revenue from Operations</b>				
Sale of Products				
-> Export Sales	97.97	579.08	161.59	5.55
-> Domestic Sales	6,607.47	7,496.53	2,533.55	1,569.48
Other Operating Income	9.44	16.05	3.55	0.52
	6,714.88	8,091.66	2,698.70	1,575.55
Sale of Services				
-> Processing Charges	159.87	66.09	133.18	187.57
	159.87	66.09	133.18	187.57
<b>Total</b>	<b>6,874.75</b>	<b>8,157.74</b>	<b>2,831.88</b>	<b>1,763.13</b>
<b>Geography wise Revenue Bifurcaion</b>				
Andhra Pradesh	0.06	6.68	9.01	10.75
Assam	0.51	0.52	-	-
Bihar	0.00	-	-	-
Chhattisgarh	3.48	8.60	6.15	5.40
Delhi	316.73	577.19	241.77	4.04
Gujarat	846.87	2,778.27	221.83	44.83
Haryana	56.32	27.92	171.03	77.00
Himachal Pradesh	313.20	1,184.30	459.54	66.15
Jammu and Kashmir	-	0.70	3.32	1.69
Jharkhand	-	0.01	-	-
Karnataka	67.56	47.07	72.21	107.41
Kerala	345.00	399.59	433.11	285.49
Madhya Pradesh	104.59	2.07	-	0.00
Maharashtra	279.77	347.36	283.05	418.29
Odisha	58.76	-	-	-
Puducherry	4.52	10.06	0.01	17.73
Punjab	0.29	29.29	2.28	3.09
Rajasthan	240.45	34.59	7.28	-
Tamil Nadu	3,587.07	1,747.62	350.73	325.51
Telangana	117.80	273.63	209.09	194.67
Uttar Pradesh	252.71	2.62	58.75	3.74
Uttarakhand	11.79	18.43	4.40	3.68
	<b>6,607.47</b>	<b>7,496.53</b>	<b>2,533.56</b>	<b>1,569.48</b>

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**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Country wise Revenue Bifurcaion</b>				
Poland	-	510.17	-	-
Srilanka	97.97	66.74	-	-
Vietnam	-	2.17	-	-
Germany	-	-	161.59	-
South Korea	-	-	-	5.55
<b>Total</b>	<b>97.97</b>	<b>579.08</b>	<b>161.59</b>	<b>5.55</b>
<b>Note 23 : Other Income</b>				
Interest Income	0.10	3.17	6.14	5.42
Discount Received	0.06	0.09	0.02	1.53
Profit Share from Partnership Firm	-	7.77	2.09	2.14
Other financial Liabilities carried at amortised cost (Ind AS 109 Impact)	-	18.23	-	68.51
Exchange income	1.06	7.66	4.26	-
Miscellaneous Income	0.69	4.68	0.69	-
<b>Total</b>	<b>1.90</b>	<b>41.60</b>	<b>13.20</b>	<b>77.59</b>

**Note 24 : Cost of Material Consumed**

Raw Materials				
Opening stock	44.13	36.66	75.09	105.18
Add : Purchases	4,677.78	6,184.79	1,930.47	1,133.96
Less : Closing stock	68.37	44.13	36.66	75.09
<b>(A)</b>	<b>4,653.54</b>	<b>6,177.32</b>	<b>1,968.90</b>	<b>1,164.05</b>
Consumables				
Opening stock	35.70	103.84	94.08	71.46
Add : Purchases	133.19	208.92	86.93	189.09
Less : Closing stock	47.48	35.70	103.84	94.08
<b>(B)</b>	<b>121.40</b>	<b>277.06</b>	<b>77.17</b>	<b>166.47</b>
<b>Total</b>	<b>4,774.94</b>	<b>6,454.38</b>	<b>2,046.07</b>	<b>1,330.52</b>

**Note 25 : Changes in inventories of finished goods, Stock-In-Trade, Work-In-Progress**

Opening Stock				
-> Finished Goods	753.15	324.77	557.18	573.38
-> Work in Progress	56.29	32.16	11.55	19.29
Closing Stock				
-> Finished Goods	1,068.67	753.15	324.77	557.18
-> Work in Progress	10.57	56.29	32.16	11.55
<b>Total Change in inventories</b>	<b>(269.79)</b>	<b>(452.51)</b>	<b>211.80</b>	<b>23.94</b>

**Note 26 : Employee Benefit Expenses**

Salaries and Wages	287.43	296.64	239.50	221.21
Contribution to Provident and other funds	14.59	12.85	10.88	10.43
Contribution to Gratuity	5.57	6.21	5.15	16.42
Staff Welfare Expenses	4.27	9.19	3.94	2.75
<b>Total</b>	<b>312</b>	<b>325</b>	<b>259</b>	<b>251</b>

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**Notes forming Integral part of Restated Financials**

(Rs. In Lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
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**Note 27 : Finance Costs**

Interest Expenses				
On Borrowings	186.88	211.60	204.10	173.66
Others	2.62	46.41	42.13	46.26
<b>Total</b>	<b>189.50</b>	<b>258.01</b>	<b>246.23</b>	<b>219.92</b>

**Note 28 : Depreciation and amortisation expense**

Depreciation of Property, Plant and Equipment	158.27	194.20	203.15	235.76
<b>Total</b>	<b>158.27</b>	<b>194.20</b>	<b>203.15</b>	<b>235.76</b>

**Note 29 : Other Expenses**

Power and Fuel	443.34	541.26	340.36	151.28
Frieght Charges	9.69	8.03	30.45	4.55
Other Operating Expenses	566.06	205.94	5.52	1.35
Loss on Sale of Property	-	0.21	-	-
Insurance Expenses	2.74	3.91	3.01	3.04
Statutory Duties, License and Fees paid	24.64	37.22	27.53	32.12
Office Administrative Expenses	3.17	6.99	0.67	5.11
Bank Charges and Processing Expenses	0.58	1.27	0.97	0.16
Payments to Auditors	-	3.00	2.50	2.00
Printing & Stationery	4.46	3.49	1.47	1.37
Sales Promotion Expenses	4.14	4.68	4.62	4.33
Repairs and Maintenance	56.19	66.52	46.35	30.63
Telephone Expenses	1.24	0.98	1.03	1.76
Travelling Expenses	2.07	3.98	2.28	4.08
Commission & Consulting Charges	4.67	16.21	1.11	-
Bad Debts			-	
<b>Total</b>	<b>1,122.98</b>	<b>903.70</b>	<b>467.88</b>	<b>241.78</b>

**Notes 30 : Exceptional Items**

Profit on Sale of Property	-	-	27.43	-
Profit on Sale of Investments	-	-	145.50	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>172.94</b>	<b>-</b>

**Notes 31 : Earnings in Foreign Currency**

Export Sales	97.97	579.08	161.59	5.55
Duty Drawback	0.30	0.91	0.24	-
<b>Total</b>	<b>98.26</b>	<b>579.99</b>	<b>161.83</b>	<b>5.55</b>



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**Notes 32 : Transaction with related parties:**

(In Lakhs)

S.No	Particulars	Type of Relative	Nature of Transaction	FY 2023-24 (Upto 23-12-2023)		FY 2022-23		FY 2021-22		FY 2020-21	
				Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet
1	Mr. Rajasekaran	Directors	Loan/(Repayment of Loan)	(12.25)	575.17	(136.63)	590.37	(62.71)	562.32	(5.03)	789.71
			Interest on Loan	50.15	-	52.60	-	55.21	-	33.29	-
			Remuneration	16.00	-	-	-	-	-	-	-
			Conversion of Loan & Remuneration to Equity	17.00	-	-	-	-	-	-	-
2	Mrs. Suriyaprabha	Directors	Loan/(Repayment of Loan)	(36.00)	556.18	(41.24)	659.18	(4.06)	700.39	(13.61)	704.45
			Interest on Loan	49.33	-	68.12	-	71.39	-	43.01	-
			Conversion of Loan to Equity	67.00	-	-	-	-	-	-	-
3	Mrs. Rajadharshini	Directors	Loan	0.07	-	-	-	(7.09)	-	-	7.09
			(Repayment of Loan)	(0.07)	-	-	-	-	-	-	-
4	Mrs. Sarayu	Relative of Director	Loan/(Repayment of Loan)	-	-	-	-	(10.30)	-	-	10.30
5	Mr. S R Srinivasan	Relative of Director	Loan/(Repayment of Loan)	-	-	(14.31)	-	-	14.31	-	14.31
<b>Total</b>				<b>151.23</b>	<b>1,131.35</b>	<b>(71.46)</b>	<b>1,249.55</b>	<b>42.44</b>	<b>1,277.02</b>	<b>57.66</b>	<b>1,525.86</b>

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**Transaction with related parties (Other than KMP):**

(Rs. In Lakhs)

S.No	Name of the Related Party	Nature of Relationship	Nature of Transaction	FY 2023-24 (Upto 23-12-2023)		FY 2022-23		FY 2021-22		FY 2020-21		
				Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	Transaction value	O/S amounts carried in Balance Sheet	
1	M/s. A.R Dairy Food Private Limited	Entity in Which Directors are Interested	Sales	-	1,978.04	294.39	1,630.78	235.38	1,698.34	278.36	1,493.59	
			Purchase	935.52	1,978.04	4,329.29	1,630.78	1,175.44	1,698.34	1,080.10	1,493.59	
			Processing Charges	120.98	1,978.04	55.83	1,630.78	-	1,698.34	-	-	1,493.59
<b>Total</b>				<b>1,056.50</b>	<b>5,934.12</b>	<b>4,679.51</b>	<b>4,892.35</b>	<b>1,410.82</b>	<b>5,095.01</b>	<b>1,358.46</b>	<b>4,480.77</b>	
2	Indrayani Biotech Limited	Holding Company	Loan	20.06	-	266.52	141.52	-	-	-	-	
			Conversion of Loan to Equity	161.00	0.58	-	-	-	-	-	-	-
3	M/s. Easy Business Information Solution	Entity in Which Directors are Interested	Other Expenses	2.84	2.12	1.65	0.69	0.12	0.12	0.09	0.23	
4	M/s. Pothy Herbals (Unit 2 & 3)	Entity in Which Directors are Interested	Chilling Charges	90.26	55.59	26.62	18.91	-	-	-	-	
			Loan/(Repayment of Loan)	-	-	(222.28)	-	105.95	222.28	75.11	117.08	
5	M/s. SVF Cocopeat	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	(0.18)	-	(30.00)	46.18	87.00	76.18	-	-	
			Conversion of Loan to Equity	46.00	-	-	-	-	-	-	-	-
6	M/s. GK Wind Farm	Subsidiary	Profit Share	-	-	7.77	-	2.09	-	2.14	-	
			Wind Purchase	39.19	22.27	57.80	10.34	35.68	14.81	42.69	10.40	
7	M/s. Nellai Farm Product Pvt Ltd	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(79.48)	-	-	79.48	-	79.48	
8	M/s. Farm Valley Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	13.00	-	(7.19)	-	(47.81)	7.19	-	55.00	
			Conversion of Loan to Equity	13.00	-	-	-	-	-	-	-	-
9	M/s. Jeevan Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(5.00)	-	5.00	13.72	-	8.72	
10	M/s. Yellow Milk Center	Entity in Which Directors are Interested	Loan/(Repayment of Loan)	-	-	(43.45)	0.05	(46.50)	43.50	-	90.00	
<b>Total</b>				<b>385.17</b>	<b>80.55</b>	<b>(27.04)</b>	<b>217.69</b>	<b>141.54</b>	<b>457.28</b>	<b>120.04</b>	<b>360.91</b>	

## Dindigul Farm Product Limited

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### Note 33 : Gratuity Disclosures

The following table sets forth the status of the Gratuity plan of the Company and the amounts recognized in the Balance sheet and Profit and loss Account. □

Particulars	Gratuity (Funded)			
	2023-24	2022-23	2021-22	2020-21
Present value of obligations at the beginning of the year	21.34	24.25	15.60	11.50
Current service cost	4.39	4.42	4.09	4.17
Interest Cost	1.18	1.79	1.06	0.75
Actuarial gains and losses arising from change in financial assumption	-	(1.82)	(1.03)	-
Actuarial gains and losses arising from change in Demographic assumption	-	-	-	-
Actuarial gains and losses arising from experience adjustment	0.49	(7.30)	4.53	(0.83)
Present value of obligations at the end of the year	<b>27.40</b>	<b>21.34</b>	<b>24.25</b>	<b>15.60</b>
<b>Amount Recognised in the Balance Sheet</b>				
Present Value of Benefit Obligation on 31-3-2021	27.40	21.34	24.25	15.60
Fair Value of Plan Assets on 31-3-2021	-	-	-	-
Net Liability / (Asset) recognised in Balance Sheet	<b>27.40</b>	<b>21.34</b>	<b>24.25</b>	<b>15.60</b>
<b>Amount Recognised in the Profit &amp; Loss Account</b>				
Current Service cost	4.39	4.42	4.09	4.17
Net interest on net Defined Liability / (Asset)	1.18	1.79	1.06	0.75
Expenses recognised in Statement of Profit and Loss	<b>5.57</b>	<b>6.21</b>	<b>5.15</b>	<b>4.92</b>
<b>Amount Recognised in the Other Comprehensive Income</b>				
Actuarial (Gains) / Losses on Liability	0.49	(9.12)	3.50	(0.83)
Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above	-	-	-	-
<b>Total</b>	<b>0.49</b>	<b>(9.12)</b>	<b>3.50</b>	<b>(0.83)</b>

### Assumptions

Discount Rate	7.40%	7.40%	6.80%	6.50%
Salary Escalation Rate	7.00%	7.00%	7.00%	7.00%
Retirement Age	58	58	58	58
Attrition Rate	5% to 1%	5% to 1%	5% to 1%	5% to 1%
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

## Dindigul Farm Product Limited

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### Notes 34 : Analytical Ratios

S.No	Particulars	Year Ended 23-12-2023	Year Ended 31-03-2023	Year Ended 31-03-2022	Year Ended 31-03-2021	Variance I	Variance II
1	Current Ratio**	1.33	0.60	0.45	0.57	33%	-20%
2	Debt-Equity Ratio***	4.63	-1.21	-0.91	-1.23	33%	-26%
3	Debt Service Coverage Ratio***	5.81	2.18	-0.07	-0.21	-3253%	-67%
4	Return on Equity Ratio	-0.95	Negative	Negative	Negative	-	-
5	Inventory Turnover Ratio*	6.60	11.83	4.61	2.44	157%	89%
6	Trade Receivable Turnover Ratio*	32.22	31.05	8.69	5.34	257%	63%
7	Trade Payable Turnover Ratio*	2.28	3.26	1.02	0.71	219%	43%
8	Net Capital Turnover Ratio*	7.23	-8.08	-1.93	-1.64	318%	18%
9	Net Profit Ratio*	0.09	0.06	-0.15	-0.25	-143%	-42%
10	Return on Capital Employed	0.62	Negative	Negative	Negative	-	-
11	Return on Investment	NA	NA	NA	NA	NA	NA

\*Variance in Ratios is due to Change in Turnover by more than 65% in FY 2022-23 from FY 2021-22 which also increases the Purchases

\*\*Current Ratio changes is due to Increase in Liquidity due to increase in Turnover

\*\*\*Debt Equity & Debt Service Coverage Ratio Changes is due to Increase in Debt

**Dindigul Farm Products Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Note 35 : Impact of Changes in Accounting Policies, Restatement Adjustments**

(Rs. In Lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Profit as per audited statement of accounts	588.40	582.48	(376.44)	(474.48)
<b>Adjustment on account of</b>				
i. Changes in accounting policies	-	(72.92)	(35.92)	35.92
ii. Material Adjustments	-	-	-	-
iii. Tax Adjustments	-	(72.92)	(35.92)	35.92
Total	-	16.23	(7.72)	(22.63)
iv. Prior Period items	-	(56.69)	(43.64)	13.28
Total	-	-	-	-
<b>Total</b>	<b>588.40</b>	<b>525.79</b>	<b>(420.08)</b>	<b>(461.19)</b>

**Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

**Note 36 : Statement of Contingent Liabilities & Contingent assets**

(Rs. In Lakhs)

Particulars	For the year ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Contingent Liabilities</b>				
Claims against the Company not acknowledged as debt in respect of :				
Net Liability towards bank	-	-	-	-
Statutory	1.50	1.50	-	-
Others	-	-	-	-
	1.50	1.50	-	-
<b>Contingent Assets</b>				
Net claims on Banks	-	-	-	-
Claims on utilities	-	-	-	-
Net claims on Vendors	-	-	-	-
Claims for non-delivery by vendors	-	-	-	-
	-	-	-	-

## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Note 37 : Summary of Dividend Declaration

(Rs. In Lakhs)

Particulars	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>Equity shares</b>	172.04	14.38	14.38	14.38
Face Value	10.00	100.00	100.00	100.00
Nos	1,720.40	1,438.20	1,438.20	1,438.20

#### Rate of Dividend %

Interim	-	-	-	-
Final	-	-	-	-

#### Amount of Dividend

Interim	-	-	-	-
Final	-	-	-	-

#### Corporate Dividend Tax

Interim	-	-	-	-
Final	-	-	-	-

## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Note 38 : Summary of Accounting ratios

Key ratios	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Earnings per share (Pre sub-division)	34.20	36.56	(29.21)	(32.07)
Earnings per share (Post sub-division)	3.42	3.66	(2.92)	(3.21)
EBITDA	934.76	927.28	(153.34)	(83.93)
EBITDA Margin	13.60%	11.37%	0.69%	-4.76%
Net Assets Value per share (Pre sub-division)	27.39	(113.92)	(150.38)	(121.17)
Net Assets Value per share (Post sub-division)	2.74	(11.39)	(15.04)	(12.12)
Return on Net worth	149.36%	-32.09%	19.42%	26.47%
Number of Equity share outstanding at the end of the year/ period (Post sub-division)		1,438,200	1,438,200	1,438,200
Net profit after tax	58,839,981	52,579,241	(42,007,939)	(46,119,271)
Earning Per Share	=	$\frac{\text{Net profit after tax}}{\text{No of equity shares outstanding at the end of the year}}$		
Net Assets value per share	=	$\frac{\text{Net worth excluding Revaluation reserve}}{\text{No of Equity shares outstanding at the end of the year}}$		
Return on Net Worth	=	$\frac{\text{Net profit after tax}}{\text{Net worth Equity excluding revaluation reserve}}$		
EBITDA Margin	=	$\frac{\text{PBT} + \text{Depreciation} + \text{Finance Cost} - \text{Other Income}}{\text{Net worth Equity excluding revaluation reserve}}$		

### Notes

The figures disclosed above are based on the Restated Financial Statements of the Company



## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Note 39 : Capitalisation statement

(Rs. In Lakhs)

S No	Particulars	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	As adjusted for the proposed Issue
A	Debt			
	a) Short - term debt	465	437	[•]
	b) Long - term debt	1,799	1,961	[•]
	Total Debt	<b>2,264</b>	<b>2,398</b>	-
B	Net Worth			
	a) Equity share capital	1,753	1,438	[•]
	b) Reserves & Surplus	(1,359)	(3,077)	[•]
	Total Equity (Net Worth)	<b>394</b>	<b>(1,638)</b>	[•]
C	Long term Debt/Equity	<b>5.75</b>	<b>-1.46</b>	[•]

## Dindigul Farm Product Limited

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### Note 40 : Statement of Tax Shelter

(Rs. In Lakhs)

Particulars	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Normal Corporate tax rates (%)	25.17%	25.17%	30.90%	30.90%
Minimum alternative tax rates	0.00%	0.00%	0.00%	0.00%
Profit before tax as per Restated P/L (A)	589	517	(417)	(462)
Applicable Corporate tax Rate	25.17%	25.17%	30.90%	30.90%
Notional tax as per tax rate on profits	148	130	-	-
Tax Adjustment	-	-	-	-
Permanent Difference	-	-	-	-
Income Exempt from Income Tax	-	-	-	-
Income Exempt from Income Tax u/s 10B	-	-	-	-
Disallowance as per section 43B / 14A	-	-	-	-
Donations u/s 80G	-	-	-	-
(Profit)/ Loss on Sale of Fixed Assets	-	-	-	-
Income Considered under other Heads of Income	-	-	-	-
Total Permanent Difference (B)	-	-	-	-
Timing Difference				
Difference in Depreciation as Per Books and Income Tax Act	-	-	-	-
Closing Modvat U/s 145A				
Provision for Leave Encashment				
Total Timing Difference (C)	-	-	-	-
Business Losses not set off in past years (D)	(1,344)	(2,489)	(2,489)	(2,331)
Total Adjustment (E) = (B+C+D)	(1,344)	(2,489)	(2,489)	(2,331)
Tax Expenses / (Saving) thereon (F) = (E)* Tax rate				
Income From Other Sources (G)	-	-	-	-
Taxable Income / (Loss) H = (A+E+G)	(1,195)	(2,359)	(2,489)	(2,331)
Tax Rate as per normal provisions	25.17%	25.17%	30.90%	30.90%
Tax payable as per normal provisions (other than 115JB) of the Act (G)	-	-	-	-
Taxable income as per MAT	-	-	-	-
MAT Tax rate (H)	0.00%	0.00%	0.00%	0.00%
Tax under MAT (I)	-	-	-	-
Tax payable for the year maximum of (G) or (I)	-	-	-	-
Interest as per Income tax	-	-	-	-
Total Tax as per Return	-	-	-	-

## **Dindigul Farm Product Limited**

CIN: U15200TZ2010PLC016407

No. 2/52-3, Pillaiyarnatham, Pithalaipatty Post, Dindigul – 624 002

### **Note 41 : Additional regulatory information**

- 1 There are no Intangible assets under development as on December 23, 2023.
- 2 No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder
- 3 The Company is not declared willful defaulter by any bank or financial institution or other lender.
- 4 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- 5 The Company donot any subsidiaries or associate company till the siging date and it has been complying all requirements of Clause (87) of Section 2 of the Companies Act, 2013 and related rules.
- 6 No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

## OTHER FINANCIAL INFORMATION

Key ratios	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Earnings per share (Pre sub-division)	40.95	35.92	(28.97)	(32.12)
Earnings per share (Post sub-division)	4.09	3.59	(2.90)	(3.21)
EBITDA Margin	13.60%	11.37%	0.69%	-4.76%
Net Assets Value per share (Pre sub-division)	22.90	(113.92)	(150.38)	(121.17)
Net Assets Value per share (Post sub-division)	2.29	(11.39)	(15.04)	(12.12)
Return on Net worth	149.36%	N.A.	Negative	Negative
Number of Equity share outstanding at the end of the year/ period (Post sub-division)	17204000	14,382,000	14,382,000	14,382,000
Net profit after tax	588	526	(420)	(461)

$$\text{Earnings Per Share} = \frac{\text{Net profit after tax}}{\text{No of equity shares outstanding at the end of the year}}$$

$$\text{Net Assets value per share} = \frac{\text{Net worth excluding Revaluation reserve}}{\text{No of Equity shares outstanding at the end of the year}}$$

$$\text{Return on Net Worth} = \frac{\text{Net profit after tax}}{\text{Net worth Equity excluding revaluation reserve}}$$

$$\text{EBITDA Margin} = \frac{\text{PBT} + \text{Depreciation} + \text{Finance Cost} - \text{Other Income}}{\text{Net worth Equity excluding revaluation reserve}}$$

### Notes

The figures disclosed above are based on the Restated Financial Statements of the Company

## 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 Red Herring Prospectus. You should also read the section entitled “Risk Factors” beginning on page 28, 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 requirements of the Companies Act and Ind AS and restated in accordance with the SEBI Regulations which differ in certain.*

*material respects from IFRS, U.S. GAAP and GAAP in other countries. 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 Ind AS and U.S. GAAP or IFRS as applied to our restated financial statements. 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.*

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 28 and 17 respectively, and elsewhere in this Red Herring Prospectus Accordingly, the degree to which the financial statements in this Red Herring 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 15 of this Red Herring Prospectus

### BUSINESS OVERVIEW

Established in 2010, we are primarily engaged in processing of whole milk and skimmed milk to make dairy ingredients including, milk protein concentrates, skimmed milk powder, dairy whitener, whey protein concentrate, milk whey powder, casein, unbranded cream, butter and fat filled powders for infant milk formula. Our processing facility is situated at Dindigul and is spread over 15 acres. Our management system has been assessed and determined to comply with the requirements of FSSC 22000. We also follow and comply with requirements of various relevant authorities in our industry such as FSSAI, Halal, Kosher, Export Import Council of India, Europe Regulations in respect of certain of our products. We have also obtained registration cum membership certificate from APEDA.

Our procurement operations consist of an average procurement of approximately 50,000 litres per day of milk directly from farmers and around 30,000-1,00,000 litres per day of whole milk from open market or third-party suppliers. As on the date of the DRHP, we have built a network of more than 150 village collection centers, with direct access to more than 4,000 farmers and more than 50 dairy farms. We procure whole milk either directly from the farmers and through third party suppliers. The skimmed milk is procured by us from third party suppliers, majorly from our Group Company A R Dairy Food Private Limited.

We place significant emphasis on quality control and assurance processes across the business model ensuring and setting the right customer expectation and assurance models. The whole milk procured by us is tested by automatic Milk analysers placed at Village Level Milk Collection centers and a combined quality and sampling methods at Chilling Center Level. Our key products have received and tested in regular intervals by NABL approved food testing labs to comply the requirements of the above stated quality certifying / assuring / inspection authorities Like FSSC etc. Quality food safety forms a part of our policy and we believe is one of the main drivers of our business. We have well defined documented quality system and Standard Operating procedures (SOPs) which is monitored at various stages of procurement and processing.

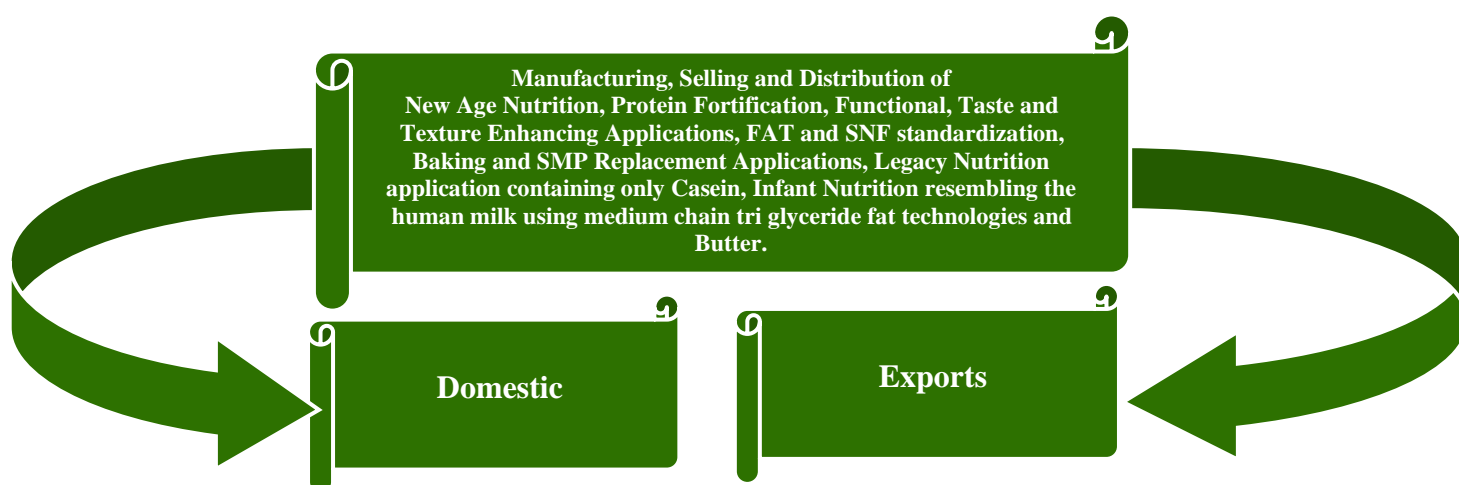
### FINANCIAL KPIs OF COMPANY

The financial performance of the company for last three years and for the stub period ended on December 23, 2023 as per Restated Financial Statement:

Particulars	For the Period / Year ended on			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Revenue from Operations (₹ in Lakhs)	6,874.75	8,157.74	2,831.88	1,763.13
Growth in Revenue from Operations (%)	-	188.07%	60.62%	-
Gross Profit (₹ in Lakhs)	2,369.60	2,155.88	574.01	408.67
Gross Profit Margin (%)	34.47%	26.43%	20.27%	23.18%

Particulars	For the Period / Year ended on			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
EBITDA (₹ in Lakhs)	934.76	927.28	-153.34	-83.93
EBITDA Margin (%)	13.60%	11.37%	-5.41%	-4.76%
Profit After Tax (₹ in Lakhs)	588.89	516.67	-416.58	-462.02
PAT Margin (%)	8.57%	6.33%	-14.71%	-26.20%
Net Fixed Asset Turnover (In Times)	5.62	6.57	2.17	1.19
Operating Cash Flows (₹ in Lakhs)	112.06	630.30	97.63	306.21

## OUR BUSINESS MODEL



## 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 financial statements disclosed in this Red Herring Prospectus, except those mentioned below, there have not arisen any circumstance that materially and adversely affect or are likely to affect the business activities 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 mentioned below;

**Note:**

Our company has allotted 7,75,280 Equity Shares on the basis of Right Issue on December 28, 2023, having face value of ₹ 10/- each for issue price of ₹ 50/- each (including premium of ₹ 40/- each).

## FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- COVID-19 Pandemic;
- Natural Calamities e.g. Tsunami, flood, earthquake and etc.
- Global GDP growth and seaborne trade growth
- Prevailing commercial freight rates;
- Changes in laws or regulations
- Political Stability of the Country;
- Competition from existing players;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;

- Failure to adapt to the changing technology in our industry of operation may adversely affect our business and financial condition;
- Occurrence of Environmental Problems & Uninsured Losses;
- Conflicts of interest with affiliated companies, the promoter group and other related parties;
- The performance of the financial markets in India and globally;
- Our ability to expand our geographical area of operation;
- Concentration of ownership among our Promoters.

#### OUR SIGNIFICANT ACCOUNTING POLICIES:

The discussion and analysis of our financial condition and results of operations is based on the Restated Financial Statements. For details of significant accounting policies followed by us while preparing our financial statements, see “Restated Financial Information” on page 178.

#### FINANCIAL PERFORMANCE FOR THE STUB PERIOD ENDED ON DECEMBER 23, 2023

The following table sets forth detailed total income data from our Restated Statement of Profit and Loss for the stub period ended on December 23, 2023, the components of which are also expressed as a percentage of total revenue from operations for such period.

Particular	23-Dec-23	
	₹ in Lakhs	% of Total Income
Revenue from operations	6,874.75	99.97%
Other Income	1.90	0.03%
<b>Total Income</b>	<b>6,876.65</b>	<b>100.00%</b>
<b>Expenses</b>		
Cost of material consumed	4,774.94	69.44%
Changes in inventories of finished goods and work-in-progress	(269.79)	(3.92%)
Employee benefits expense	311.86	4.54%
Depreciation and amortization expenses	158.27	2.30%
Finance Costs	189.50	2.76%
Other Expenses	1,122.98	16.33%
<b>Total Expenses</b>	<b>6,287.76</b>	<b>91.44%</b>
<b>Profit/(Loss) Before Extra-Ordinary Items and Tax</b>	<b>588.89</b>	<b>8.56%</b>
Exceptional Items	0.00	0.00%
Profit before Tax	588.89	8.56%
Total tax expense	0.00	0.00%
<b>Profit and Loss for the Year as Restated</b>	<b>588.89</b>	<b>8.56%</b>

#### REVENUE:

##### Revenue from operations

Our company is primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. The Total Revenue from operations for the period ended on December 23, 2023 was ₹ 6,874.75 Lakhs which is 99.97% of total Income of the company.

##### Particulars of Revenue Segment wise

(Amt. in Rs. Lakhs)

Sale of Products	23- Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
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Export Sales	97.97	579.08	161.59	5.55
Domestic Sales	6,607.47	7,496.53	2,533.55	1,569.48
Other Operating Income	9.44	16.05	3.55	0.52
<b>Total (A)</b>	<b>6,714.88</b>	<b>8,091.66</b>	<b>2,698.70</b>	<b>1,575.55</b>
<b>Sale of Services</b>				
Processing Charges	159.87	66.09	133.18	187.57
<b>Total (B)</b>	<b>159.87</b>	<b>66.09</b>	<b>133.18</b>	<b>187.57</b>
<b>Grand Total (A+B)</b>	<b>6,874.75</b>	<b>8,157.74</b>	<b>2,831.88</b>	<b>1,763.13</b>

#### Other Income:

Other income of the company was ₹ 1.90 lakhs for the period ended on December 23, 2023 constituting 0.03% of our total income. Other Income consists of Interest income, Discount received, Exchange income and other miscellaneous income.

#### EXPENDITURE:

##### Cost of material consumed

Our cost of material consumed for the period ended on December 23, 2023 was ₹ 4,774.94 lakhs representing 69.44% of our total income.

##### Changes in inventories of Finished goods and Work in Progress and Stock-in Trade

Our stock as at April 01, 2023 of finished goods and Work in Progress was ₹ 809.45 lakhs, while our stock of finished goods and Work in Progress was ₹ 1,079.24 lakhs as at December 23, 2023. The changes in inventories of finished goods were ₹ (269.79) lakhs representing (3.92%) of our total income for the period ended on December 23, 2023.

##### Employee Benefit Expenses

Employee Benefit expenses was ₹ 311.86 lakhs representing 4.54% of our total income for the period ended on December 23, 2023. Employee Benefit Expenses mainly includes Salary and wages, Contributions to Provident and other funds, contribution to gratuity, staff welfare expenses.

##### Finance Cost

Finance expense were ₹ 189.50 lakhs representing 2.76% of our total income for the period ended on December 23, 2023. Finance Cost mainly includes Interest Paid on borrowings and others.

##### Depreciation and amortisation expenses

The Depreciation and amortization expense for the period ended on December 23, 2023 was ₹ 158.27 lakh representing 2.30% of our total income. Depreciation represents depreciation on our Building, plant and equipment, furniture and fixtures, vehicles, Electrical Installation, ETP machinery, Preparatory Machinery, Tools equipment, computer and accessories and Office equipment.

##### Other Expenses

Other Expenses was ₹ 1,122.98 lakhs representing 16.33% of our total income for the period ended on December 23, 2023. Other expense mainly includes power and fuel, Freight charges, statutory duties, license and fees, repairs and maintenance, commission and consulting charges, sales promotion expense and other operating expense.

##### Profit before Extra-Ordinary Items and Tax

The Profit before Extra-Ordinary Items and Tax for the period ended on December 23, 2023 was ₹ 588.89 lakhs which was 8.56% of the total income.

##### Profit after Tax (PAT)

PAT was ₹ 588.89 lakhs representing 8.56% of our total income for the period ended December 23, 2023. Profit after tax was increased mainly on account of reduction in cost of material consumed and other expenses such as repair and maintenances and power and fuel expenses during December 23, 2023.

Particular	31-Mar-23	31-Mar-22	31-Mar-21
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	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income	₹ in Lakhs	% of Total Income
Revenue from operations	8,157.74	99.49%	2,831.88	99.54%	1,763.13	95.78%
Other Income	41.60	0.51%	13.20	0.46%	77.59	4.22%
<b>Total Income</b>	<b>8,199.34</b>	<b>100.00%</b>	<b>2,845.07</b>	<b>100.00%</b>	<b>1,840.72</b>	<b>100.00%</b>
<b>Expenses</b>						
Cost of material consumed	6,454.38	78.72%	2,046.07	71.92%	1,330.52	72.28%
Purchase of stock-in-trade	0.00	0.00%	0.00	0.00%	0.00	0.00%
Changes in inventories of finished goods and work-in-progress	(452.51)	(5.52%)	211.80	7.44%	23.94	1.30%
Employee benefits expense	324.89	3.96%	259.47	9.12%	250.82	13.63%
Depreciation and amortisation expenses	194.20	2.37%	203.15	7.14%	235.76	12.81%
Finance Costs	258.01	3.15%	246.23	8.65%	219.92	11.95%
Other Expenses	903.70	11.02%	467.88	16.45%	241.78	13.14%
<b>Total Expenses</b>	<b>7,682.67</b>	<b>93.70%</b>	<b>3,434.59</b>	<b>120.72%</b>	<b>2,302.74</b>	<b>125.10%</b>
<b>Profit/(Loss) Before Extra-Ordinary Items and Tax</b>	<b>516.67</b>	<b>6.30%</b>	<b>(589.52)</b>	<b>(20.72%)</b>	<b>(462.02)</b>	<b>(25.10%)</b>
Exceptional Items	0.00	0.00%	172.94	6.08%	0.00	0.00%
Profit before Tax	516.67	6.30%	(416.58)	(14.64%)	(462.02)	(25.10%)
Total tax expense	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Profit and Loss for the Year as Restated</b>	<b>516.67</b>	<b>6.30%</b>	<b>(416.58)</b>	<b>(14.64%)</b>	<b>(462.02)</b>	<b>(25.10%)</b>

#### COMPARISON OF FY 2022-23 WITH FY 2021-22:

##### REVENUE:

##### Revenue from operations

Our company is primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. The Total Revenue from operations for the year ended on FY 2022-23 was ₹ 8,157.74 Lakh as compared to ₹ 2,831.88 Lakh during the FY 2021-22 showing an increase of 188.07%. Revenue from Operations mainly includes revenue from Sale of Products and Sale of Services. Sale of Product consists of 99.19% of the Total Revenue from operations in FY 2022-23 as compared to 95.30% in FY 2021-22 showing increase of 3.89%. While Sale of services consists of 0.81% of the Total Revenue from operations in FY 2022-23 as compared to 4.70% in FY 2021-22 showing decrease of 3.89%. Under Sale of Products, we sell Products for New Age Nutrition, Protein Fortification, Functional, Taste and Texture Enhancing Applications, Products for FAT and SNF standardisation, Products for Baking and SMP Replacement Applications, Products for Legacy Nutrition application containing only Casein and Products for Infant Nutrition resembling the human milk using medium chain tri glyceride fat technologies. While our Domestic market constitutes 91.89% of the Total Revenue from operations in FY 2022-23 compared to 89.47% in FY 2021-22, Export market contributes 7.10% of the Total Revenue from operations in FY 2022-23 compared to 5.71% in FY 2021-22. Revenue from operation increased mainly on account of increase in our capacity utilization i.e. from 951.63 MT in FY 2021-22 to 2,055.65 MT showing an increase of 116.01% in FY 2022-23. In addition, We have added new milk purchasing busses such as milk chilling centers (3 Nos) and village level milk collection centers (150 Nos) to have sustainable raw material source. Before this We were 100 % Dependent on the Bulk Milk Market. This gives an Advantage of Consistent Milk Supply and Pricing., Supporting Better Realization and Product Continuum.

Sale of Products	31-Mar-23	Percentage (%)	31-Mar-22	Percentage (%)
Export Sales	579.08	7.10%	161.59	5.71%
Domestic Sales	7,496.53	91.89%	2,533.55	89.47%
Other Operating Income	16.05	0.20%	3.55	0.13%
<b>Total (A)</b>	<b>8,091.66</b>	<b>99.19%</b>	<b>2,698.70</b>	<b>95.30%</b>

<b>Sale of Services</b>				
Processing Charges	66.09	0.81%	133.18	4.70%
<b>Total (B)</b>	<b>66.09</b>	<b>0.81%</b>	<b>133.18</b>	<b>4.70%</b>
<b>Grand Total (A+B)</b>	<b>8,157.74</b>	<b>100.00%</b>	<b>2,831.88</b>	<b>100.00%</b>

#### **Other Income:**

Other income of our company was ₹ 41.60 lakhs and ₹ 13.20 lakhs for FY 2022-23 and FY 2021-22 respectively. Other Income mainly includes Interest Income, Discount Received, Profit Share from Partnership Firm, Other financial Liabilities carried at amortised cost (Ind AS 109 Impact), Exchange income, Miscellaneous Income. Other income of our company increases mainly on account of other financial Liabilities carried at amortised cost (Ind AS 109 Impact) in FY 2022-23 of ₹ 18.23 lakhs and increase in Profit Share from Partnership Firm of ₹ 5.67 lakhs.

#### **EXPENDITURE:**

##### **Cost of Material Consumed**

Our Cost of Material Consumed increased by 215.45% to ₹ 6,454.38 lakhs in FY 2022-23 from ₹ 2,046.07 lakhs in FY 2021-22. Cost of Material Consumed were in line with Revenue from operation. Cost of Material Consumed mainly includes whole milk and skimmed milk. Increase in Cost of Material consumed was in proportion of increase in our revenue from operation.

##### **Changes in inventories of Finished Goods and work-in-progress**

Our opening stock of Work-in-progress was ₹ 32.16 lakhs as at April 1, 2022, while it was ₹ 11.55 lakhs as at April 1, 2021. Our closing stock of Work-in-progress was ₹ 56.29 lakhs as at March 31, 2023, while it was ₹ 32.16 lakhs as at March 31, 2022. While, our opening stock of Finished Goods was ₹ 324.77 lakhs as at April 1, 2022 compared to ₹ 557.18 lakhs as at April 1, 2021. Our closing stock of Finished Goods was ₹ 753.15 lakhs as at March 31, 2023, while it was ₹ 324.77 lakhs as at March 31, 2022. The changes in inventories of finished goods and work-in-progress decreased to ₹ (452.51) lakhs in FY 2022-23 from ₹ 211.80 lakhs in FY 2021-22.

##### **Employee Benefit Expenses**

Employee Benefit expenses increased to ₹ 324.89 lakhs in FY 2022-23 from ₹ 259.47 lakhs in FY 2021-22 showing an increase of 25.21%. Employee Benefit Expenses mainly includes Salaries and Wages, Contribution to Provident and other funds, Contribution to Gratuity, Staff Welfare Expenses. The increase was mainly attributable to an increase in the number of employees during the year to support the greater scale of our business.

##### **Finance Cost**

Finance expense were ₹ 258.01 lakhs in FY 2022-23 as against ₹ 246.23 lakhs in FY 2021-22 showing increase of 4.79%. Finance costs include interest expense on borrowings and others.

##### **Depreciation and Amortization**

The Depreciation and amortization expense for FY 2022-23 was ₹ 194.20 lakh as against ₹ 203.15 lakhs for FY 2021-22 showing a decrease of 4.41%. Depreciation represents depreciation on Buildings, Plant & Machinery, Furniture & Fixtures, Vehicles, Electrical Installation, ETP Machinery, Preparatory Machinery, Tools and equipment, Computer & Accessories and Office Equipments. Depreciation represents depreciation on Buildings, Plant & Machinery, Furniture & Fixtures, Vehicles, Electrical Installation, ETP Machinery, Preparatory Machinery, Tools and equipment, Computer & Accessories and Office Equipments.

##### **Other Expenses**

Other expenses increased to ₹ 903.70 lakhs in FY 2022-23 from ₹ 467.88 lakhs in FY 2021-22 showing increase of 93.15%. Other expense mainly increased due to includes Power and Fuel expenses amounting to ₹ 541.26 lakhs for FY 2022-23 compared to ₹ 340.36 lakhs in FY 2021-22 showing an increase of 59.03%. Apart from Power and fuel expenses, Other operating expenses consists of ₹ 205.94 lakhs of total other expenses for FY 2022-23 compared to ₹ 5.52 lakhs in FY 2021-22 showing an increase of 3628.91%.

##### **Profit before Extra-Ordinary Items and Tax**

Due to reasons mentioned above, The Profit before Extra-Ordinary Items and Tax for the FY 2022-23 was 6.30% of the total income and it was (20.72%) of total income for the FY 2021-22. The Profit before Extra-Ordinary Items and Tax has increased to ₹ 516.67 lakhs in FY 2022-23 from ₹ (589.52) lakhs in FY 2021-22.

### Exceptional Items

There were no exceptional items in FY 2022-23 as compared to ₹ 172.94 lakhs consisting of Profit on sale of property and investments in FY 2021-22.

### Profit after Tax (PAT)

Due to reasons mentioned above, PAT increased to ₹ 516.67 lakhs in FY 2022-23 from ₹ (416.58) lakhs in the FY 2021-22. PAT was 6.30% and (14.64%) of Total Income of our company for the year ended on March 31, 2023 and March 31, 2022 respectively. The increase in Profit After Tax mainly contributes to decrease in expenses which were 93.70% of the Total income for the FY 2022-23 decreasing from 120.72% of the Total income for the FY 2021-22.

### COMPARISON OF FY 2021-22 WITH FY 2020-21:

#### REVENUE:

#### Revenue from operations

Our company is primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. The Total Revenue from operations for the year ended on FY 2021-22 was ₹ 2,831.88 Lakh as compared to ₹ 1,763.13 Lakh during the FY 2020-21 showing an increase of 60.62%. Revenue from Operations mainly includes revenue from Sale of Products and Sale of Services. Sale of Product consists of 95.30% of the Total Revenue from operations in FY 2021-22 as compared to 89.36% in FY 2020-21 showing increase of 5.94%. While Sale of services consists of 4.70% of the Total Revenue from operations in FY 2021-22 as compared to 10.64% in FY 2020-21 showing decrease of 5.94%. Under Sale of Products, we sell Products for New Age Nutrition, Protein Fortification, Functional, Taste and Texture Enhancing Applications, Products for FAT and SNF standardisation, Products for Baking and SMP Replacement Applications, Products for Legacy Nutrition application containing only Casein and Products for Infant Nutrition resembling the human milk using medium chain tri glyceride fat technologies. While our Domestic market constitutes 89.47% of the Total Revenue from operations in FY 2021-22 compared to 89.02% in FY 2020-21, Export market contributes 5.71% of the Total Revenue from operations in FY 2021-22 compared to 0.31% in FY 2020-21. Increase in Revenue from operation is mainly attributable to increase in production of WHEY Powder A from 73.43 MT in FY 2020-21 to 206.00 MT in FY 2021-22.

Sale of Products	31-Mar-22	Percentage (%)	31-Mar-21	Percentage (%)
Export Sales	161.59	5.71%	5.55	0.31%
Domestic Sales	2,533.55	89.47%	1,569.48	89.02%
Other Operating Income	3.55	0.13%	0.52	0.03%
<b>Total (A)</b>	<b>2,698.70</b>	<b>95.30%</b>	<b>1,575.55</b>	<b>89.36%</b>
Sale of Services				
Processing Charges	133.18	4.70%	187.57	10.64%
<b>Total (B)</b>	<b>133.18</b>	<b>4.70%</b>	<b>187.57</b>	<b>10.64%</b>
<b>Grand Total (A+B)</b>	<b>2,831.88</b>	<b>100.00%</b>	<b>1,763.13</b>	<b>100.00%</b>

#### Other Income:

Other income of our company was ₹ 13.20 lakhs and ₹ 77.59 lakhs for FY 2021-22 and FY 2020-21 respectively. Other Income mainly includes Interest Income, Discount Received, Profit Share from Partnership Firm, Exchange income, Miscellaneous Income. Other income of our company decreases mainly on account of other financial Liabilities carried at amortised cost (Ind AS 109 Impact) in FY 2021-22 by ₹ 68.51 lakhs.

#### EXPENDITURE:

#### Cost of Material Consumed

Our Cost of Material Consumed increased by 53.78% to 2,046.07 lakhs in FY 2021-22 from ₹ 1,330.52 lakhs in FY 2020-22 Cost of Material Consumed were in line with Revenue from operation. Cost of Material Consumed mainly includes whole milk and skimmed milk.

#### Changes in inventories of Finished Goods and work-in-progress

Our opening stock of Work-in-progress was ₹ 11.55 lakhs as at April 1, 2021, while it was ₹ 19.29 lakhs as at April 1, 2020. Our closing stock of Work-in-progress was ₹ 32.16 lakhs as at March 31, 2022, while it was ₹ 11.55 lakhs as at

March 31, 2021. While, our opening stock of Finished Goods was ₹ 557.18 lakhs as at April 1, 2021 as compared to ₹ 573.38 lakhs as at April 1, 2020. Our closing stock of Finished Goods was ₹ 324.77 lakhs as at March 31, 2022 compared to ₹ 557.18 lakhs as at March 31, 2021. The changes in inventories of finished goods and work-in-progress increased to ₹ 211.80 lakhs in FY 2021-22 from ₹ 23.94 lakhs in FY 2020-21.

#### **Employee Benefit Expenses**

Employee Benefit expenses increased to ₹ 259.47 lakhs in FY 2021-22 from ₹ 250.82 lakhs in FY 2020-21 showing an increase of 3.45%. Employee Benefit Expenses mainly includes Salaries and Wages, Contribution to Provident and other funds, Contribution to Gratuity, Staff Welfare Expenses.

#### **Finance Cost**

Finance expense were ₹ 246.23 lakhs in FY 2021-22 as against ₹ 219.92 lakhs in FY 2020-21 showing increase of 11.96%. Finance costs include interest expense on borrowings and others.

#### **Depreciation and Amortization**

The Depreciation and amortization expense for FY 2021-22 was ₹ 203.15 lakh as against ₹ 235.76 lakhs for FY 2020-21 showing a decrease of 13.83%. Depreciation represents depreciation on Buildings, Plant & Machinery, Furniture & Fixtures, Vehicles, Electrical Installation, ETP Machinery, Preparatory Machinery, Tools and equipment, Computer & Accessories and Office Equipments.

#### **Other Expenses**

Other expenses increased to ₹ 467.88 lakhs in FY 2021-22 from ₹ 241.78 lakhs in FY 2020-21 showing increase of 93.52%. Other expense mainly increased due to includes Power and Fuel expenses amounting to ₹ 340.36 lakhs for FY 2021-22 compared to ₹ 151.28 lakhs in FY 2020-21 showing an increase of 124.98%. Apart from Power and fuel expenses, Repairs and maintenance consists of ₹ 46.35 lakhs of total other expenses for FY 2021-22 compared to ₹ 30.63 lakhs in FY 2020-21 showing an increase of 51.31%.

#### **Profit before Extra-Ordinary Items and Tax**

Due to reasons mentioned above, The Profit before Extra-Ordinary Items and Tax for the FY 2021-22 was (20.72%) of the total income and it was (25.10%) of total income for the FY 2020-21. The Profit before Extra-Ordinary Items and Tax has increased to ₹ (589.52) lakhs in FY 2021-22 from ₹ (462.02) lakhs in FY 2020-21.

#### **Exceptional Items**

There were exceptional items amounting to ₹ 172.94 in FY 2021-22 consisting of Profit on sale of property and investments.

#### **Profit after Tax (PAT)**

Due to reasons mentioned above, Company occurred Net Loss of (416.58) Lakhs in FY 2021-22 compared to Net Loss of (462.02) Lakhs in FY 2020-21, reducing the loss by 45.44 Lakhs.

### **RELATED PARTY TRANSACTIONS**

For further information please refer “Annexure – 36 - Related Party Transaction” under section “Restated Financial Information” beginning from page no. 178 of this Red Herring Prospectus.

### **FINANCIAL MARKET RISKS**

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

#### **INTEREST RATE RISK**

We are currently exposed to interest 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 Red Herring 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. 28 of the Red Herring Prospectus. To our knowledge, except as we have described in the Red Herring 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. 28 in this Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**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, both of the end products/services as well as the raw materials, government policies and other economic factors.

**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.**

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. Increases in revenues are by and large linked to increases in size of contracts and also dependent on the price realization on our services.

**6. Total turnover of each major industry segment in which the issuer company operated.**

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. Relevant Industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page no. 114 of this Red Herring Prospectus.

**7. Status of any publicly announced new products or business segment.**

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders Except as disclosed elsewhere in the Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

**8. The extent to which business is seasonal.**

We are primarily engaged in processing of milk proteins, dairy ingredients and infant milk formulae including, milk protein concentrates, skimmed milk powder, dairy whitener, whey powder, milk whey powder, acid casein, sodium caseinate, fat filled powders and infant milk powders. Our Company’s business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers.**

The percentage of contribution of our Company’s Supplier vis-à-vis the Purchases respectively as on December 31, 2023, FY 2023, 2022 and 2021 is as follows:

Particulars	Top Suppliers as a percentage (%) of Purchase			
	23-Dec-23	31-Mar-23	31-Mar-22	31-Mar-21
Top 1	22.78%	67.15%	58.47%	92.51%
Top 3	23.99%	68.56%	70.02%	93.25%
Top 5	24.62%	69.24%	76.89%	94.52%
Top 10	25.15%	69.96%	88.50%	97.22%

<b>TOP SUPPLIERS FOR PERIOD ENDED DECEMBER 23, 2023</b>			
<b>Sr. No.</b>	<b>Name of Suppliers</b>	<b>Taxable Amount</b>	<b>%</b>
1.	A.R. Dairy Food Private Limited	1,095.86	22.78%
2.	Nandhini Multi-Packs	34.78	0.72%
3.	Sri Murugan Agro Products	23.40	0.49%
4.	Sharon Industry, Chennai	22.82	0.47%
5.	Asia Crystal Commodity LLP	7.58	0.16%
6.	Indras Agencies Private Limited	6.79	0.14%
7.	Sree Venkateswara Maligai	5.48	0.11%
8.	SM Oil Mills - tiruppur	5.33	0.11%
9.	Mass Packaging Private Limited	5.30	0.11%
10.	Nilkamal Limited	2.61	0.05%
<b>TOTAL</b>		<b>1,209.95</b>	<b>25.15%</b>

<b>TOP SUPPLIERS FOR FY 2022-23</b>			
<b>Sr. No.</b>	<b>Name of Suppliers</b>	<b>Taxable Amount</b>	<b>%</b>
1	A.R. Dairy Food Private Limited	4,293.10	67.15%
2	Sharon Industry, Chennai	51.56	0.81%
3	Nandhini Multi-Packs	38.10	0.60%
4	SM Oil Mills - Tiruppur	23.55	0.37%
5	Sri Suriya Agencies	19.55	0.31%
6	Shri Sathya Dyes & Chemicals, Theni	11.55	0.18%
7	Mass Packaging Privtae Limited	10.36	0.16%
8	Hangzhou Shuidun Technology Co., Ltd, China	9.37	0.15%
9	Nilkamal Limited	8.31	0.13%
10	Asia Crystal Commodity LLP	7.51	0.12%
<b>TOTAL</b>		<b>4,472.97</b>	<b>69.96%</b>

<b>TOP SUPPLIERS FOR FY 2021-22</b>			
<b>Sr. No.</b>	<b>Name of Supplier</b>	<b>Taxable Amount</b>	<b>%</b>
1	A.R. Dairy Food Private Limited	1,179.67	58.47%
2	The Tiruchirappalli District Co Op Milk Producers Union Ltd	116.94	5.80%
3	Shanthigram Dairy Promotion-Natham	116.06	5.75%
4	B & Y Marcom	75.08	3.72%
5	Arcot Milk Transport Operators	63.55	3.15%
6	The Madurai District Co operative Milk Producers Union Limited	62.38	3.09%
7	The Salem Dist. Cooperative Milk Producers' Union Ltd.	54.68	2.71%
8	The Tanjavur Dist Co op Milk Producers Union Ltd.	51.47	2.55%
9	Sri Suriya Agencies	34.80	1.72%
10	Nature Delight Dairy & Dairy Products Pvt. Ltd.	30.78	1.53%
<b>TOTAL</b>		<b>1,785.40</b>	<b>88.50%</b>

<b>TOP SUPPLIERS FOR FY 2020-21</b>			
<b>Sr. No.</b>	<b>Name of Supplier</b>	<b>Taxable Amount</b>	<b>%</b>
1	A.R. Dairy Food Private Limited	1,089.72	92.51%
2	Nandhini Multi-Packs	13.03	1.11%
3	SM Oil Mills - Tiruppur	8.77	0.74%
4	AEL Chem Enterprises	7.65	0.65%
5	Sai Lakshme Milk Products	7.25	0.62%

<b>TOP SUPPLIERS FOR FY 2020-21</b>			
<b>Sr. No.</b>	<b>Name of Supplier</b>	<b>Taxable Amount</b>	<b>%</b>
6	GMS Milk Dairy	5.03	0.43%
7	Kamadhenu Dairy Farm	3.62	0.31%
8	PRV Allied Products LLP.	3.54	0.30%
9	Cavinkare Private Limited	3.39	0.29%
10	Shri Sathya Dyes & Chemicals	3.16	0.27%
<b>TOTAL</b>		<b>1,145.16</b>	<b>97.22%</b>

The % of contribution of our Company's Customers vis-à-vis the total Revenue from Operation respectively as on December 31, 2023, FY 2023, 2022 and 2021 is as follows:

<b>Particulars</b>	<b>Top Customers as a percentage (%) of revenues</b>			
	<b>23-Dec-23</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
Top 1	26.55%	16.22%	15.56%	14.24%
Top 3	42.38%	43.10%	36.49%	42.52%
Top 5	53.13%	56.44%	50.07%	59.47%
Top 10	70.56%	79.36%	73.11%	74.87%

<b>TOP CUSTOMERS FOR PERIOD ENDED DECEMBER 23, 2023</b>			
<b>Sr. No.</b>	<b>Name of Customers</b>	<b>Taxable Amount</b>	<b>%</b>
1	Sre Ram and Co	1,825.01	26.55%
2	Milkyfarm Nutrition Private Limited	573.06	8.34%
3	Siva Selvi Dairy Farm	515.21	7.49%
4	Zeon Biosys (A Unit Of Zeon Lifesciences)	442.20	6.43%
5	Harbansh Lal Foods Pvt Ltd.,	296.90	4.32%
6	A.R. Dairy Food Private Limited	286.35	4.17%
9	Symega Food Ingredients Limited - Savoury	275.47	4.01%
7	Praviga International	247.08	3.59%
8	Serval India Animal Nutrition Pvt Ltd.	224.90	3.27%
10	Enerlife (India) Private Limited	164.47	2.39%
<b>TOTAL</b>		<b>4,850.65</b>	<b>70.56%</b>

<b>TOP CUSTOMERS FOR FY 2022-23</b>			
<b>Sr. No.</b>	<b>Name of Customers</b>	<b>Amount</b>	<b>Turnover (%)</b>
1	Milkyfarm Nutrition Private Limited	1,323.01	16.22%
2	Zeon Biosys (A Unit Of Zeon Lifesciences)	1,184.30	14.52%
3	Sre Ram And Co	1,008.51	12.36%
4	Clarion Casein Ltd	558.47	6.85%
5	Praviga International	529.65	6.49%
6	Agrocomplex Spółka Z Oo	517.84	6.35%
7	Charotar Casein Company	470.50	5.77%
8	Symega Food Ingredients Limited - Savoury	333.61	4.09%
9	A.R. Dairy Food Private Limited	274.69	3.37%
10	Avani Food Product	273.66	3.35%
<b>TOTAL</b>		<b>6,474.24</b>	<b>79.36%</b>

<b>TOP CUSTOMERS FOR FY 2021-22</b>			
<b>Sr No.</b>	<b>Name of Customers</b>	<b>Amount</b>	<b>Turnover (%)</b>
1	Zeon Biosys (A Unit Of Zeon Lifesciences)	440.54	15.56%
2	Symega Food Ingredients Limited - Savoury	368.66	13.02%
3	A.R. Dairy Food Private Limited	224.13	7.91%
4	Drums Food International Pvt Ltd	213.53	7.54%

<b>TOP CUSTOMERS FOR FY 2021-22</b>			
<b>Sr No.</b>	<b>Name of Customers</b>	<b>Amount</b>	<b>Turnover (%)</b>
5	Amrit Dairy Products (Farm)	171.00	6.04%
6	Zenova Bio Nutrition Pvt Ltd	162.12	5.72%
7	Peter Emming Agrarkontor -Und-Handel Gmbh & Co.Kg	161.59	5.71%
8	Maruti Trading	140.00	4.94%
9	Praviga International	125.93	4.45%
10	Vedam Milk Product	62.99	2.22%
<b>TOTAL</b>		<b>2,070.48</b>	<b>73.11%</b>

<b>TOP CUSTOMERS FOR FY 2020-21</b>			
<b>Sr No.</b>	<b>Name of Customers</b>	<b>Amount</b>	<b>Turnover (%)</b>
1	A.R. Dairy Food Private Limited	248.29	14.24%
2	Symega Food Ingredients Limited - Savoury	246.79	14.15%
3	Schriebier Dynamix Dairies Pvt Ltd	246.28	14.12%
4	Zenova Bio Nutrition Pvt Ltd	163.70	9.39%
5	Drums Food International Pvt Ltd	131.90	7.56%
6	Amrit Dairy Products (Farm)	75.10	4.31%
7	Zeon Biosys (A Unit Of Zeon Lifesciences)	66.15	3.79%
8	Srinithi Enterprises Private Limited	52.50	3.01%
9	Pristine Organics Pvt Ltd	42.52	2.44%
10	Samesky Confectionaries India Pvt Ltd	32.34	1.85%
<b>TOTAL</b>		<b>1,305.57</b>	<b>74.87%</b>

#### **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. 126 of this Red Herring Prospectus.



### CAPITALIZATION STATEMENT

(Rs. In Lakhs)

S No	Particulars	For the period ended 23rd December, 2023	For the year ended 31st March, 2023	As adjusted for the proposed Issue
A	Debt			
	a) Short - term debt	465	437	[•]
	b) Long - term debt	1,799	1,961	[•]
	<b>Total Debt</b>	<b>2,264</b>	<b>2,398</b>	-
B	Net Worth			
	a) Equity share capital	1,753	1,438	[•]
	b) Reserves & Surplus	(1,359)	(3,077)	[•]
	<b>Total Equity (Net Worth)</b>	<b>394</b>	<b>(1,638)</b>	[•]
C	Long term Debt/Equity	<b>5.75</b>	<b>-1.46</b>	[•]

## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held on December 28, 2023 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 5% of annual turnover of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the last restated financial statements.*

#### A. LITIGATION INVOLVING THE COMPANY

##### (a) Criminal proceedings against the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### (b) Criminal proceedings filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### (c) Other pending material litigations against the Company

As on the date of this Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

##### (d) Other pending material litigations filed by the Company

As on the date of this Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

##### (e) Actions by statutory and regulatory authorities against the Company

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

#### B. LITIGATIONS INVOLVING THE PROMOTER & DIRECTORS OF THE COMPANY

##### (a) Criminal proceedings against the Promoter & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

##### (b) Criminal proceedings filed by the Promoter & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoter & Directors of the Company.

##### (c) Other pending material litigations against the Promoter & Directors of the company

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated against the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations filed by the Promoter & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding litigations initiated by the Promoter & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the Promoter & Directors of the company**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by statutory and regulatory authorities against the Promoter & Directors of the Company.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action**

As on the date of this Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoter, nor any penalties have been imposed in the last five years.

**C. LITIGATIONS INVOLVING THE GROUP COMPANY OF THE COMPANY**

1. Our Group Company A R Dairy Private Limited has filed a Memorandum of Criminal Original Petition Number CrI.O.P.(M.D) No.1299 of 2023, in the High Court of Judicature Madras at Madurai Bench, against the Food Safety Officer, Palani, Distt. Dindigul praying for quashing of the Complaint No. STC 291 of 2021 on the file of Judicial Magistrate Palani. The Food Safety Officer had filed a Charge Sheet on the basis of a report of a Food Analyst stating that the Sample of water collected from their factory was substandard and unsafe. The Charge Sheet was filed with procedural flaws as the samples were analyzed after the 'Best Before Dates' as per Food Safety Standards Rules, 2006. The sample 'Raaj' Packaged Drinking Water had a product shelf life of 30 days. The product was packed on January 21, 2017 and the Best Before Date was February 20, 2017. As per the FSS Act the Sample should have been analyzed and the results should have been sent to the Petitioner within 14 Days of time from the Date of sample received. The Report of the Food Analyst stated that the Product was analyzed from June 19, 2017 to June 27, 2017 whereas the Packaged Drinking water had crossed its Best Before Date on February 20, 2017. The Petitioner had availed the opportunity of appeal under section 46(4) of FSSAI Act and the Sample was again sent to the Referral lab. It was alleged by the Petitioner that the Sample which was already expired was again analyzed from November 17, 2017 to November 28, 2017. The Referral Lab Report confirmed the earlier report and opined it to be unsafe for human consumption as per the FSSAI Act. Further, as per FSSAI Rules under Section 77 the trial court should have taken the cognizance of the offence within one year from the alleged date of occurrence which was February 02, 2017 and the prosecution was filed on March 29, 2021 which was beyond the period of limitation and the cognizance taken was unsustainable. The Petitioner had therefore prayed to quash the complaint in STC No. 291 of 2021 on the file of Judicial Magistrate Court, Palani
2. Our Group Company A R Dairy Private Limited has filed a Writ Petition Number WP(MD) No. 21172 of 2018, in the High Court of Judicature Madras at Madurai Bench, against the Food Safety Officer, Dindigul and another, praying for quashing of the report of Food analyst stating that the Sample of water which was collected from their premises on August 18, 2017 was substandard and unsafe. The sample 'Raaj' Packaged Drinking Water had a product shelf life of Six Months. The product was packed on August 16, 2017 and the Best Before Date was February 16, 2018. The Group Company received the Analysis Report of Food Analyst, Madurai stating that out of 11 parameters 2 parameters exceeded the permissible limit under regulation 2.10.8 of FSS Regulations 2011 and the Sample was unsafe. The designated officer issued a letter on December 09, 2017 which was received by Group Company through Registered Post on December 19, 2017 giving an opportunity for appeal. The Petitioner had availed the opportunity of appeal under section 46(4) of FSSAI Act and the Sample was again sent to the Referral lab, Thanjavur. The Petitioner alleged that they received the analysis report of the Director IIFPT, Thanjavur dated July 16, 2018 which was against the Rule 2.4.2 (5) of The FSS Rules 2011 as it stipulated that the analysis should be done within 14 days of the receipt of the sample. Therefore the analysis done at the first instance and at the stage of appeal were not in conformity with the provisions of FSS Act 2006 and FSS Rules, 2011. Therefore, the captioned Writ Petition was filed seeking a Writ of Certiorari to call for the records pertaining to the impugned analysis report and to quash the same as illegal.

#### D. TAX PROCEEDINGS

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)
<b>Of the Company</b>		
Direct Tax (Income Tax)	NIL	NIL
(e-proceedings)	21	Amount unascertainable
Direct Tax (TDS)	1	4.16
Indirect Tax (GST)	NIL	NIL
<b>Of the Group Entities:</b>		
A.R. Dairy Food Private Limited		
(Income Tax)	3	71.70
(Income Tax e-proceedings)	NIL	NIL
TDS	13	32.50
GST2	18	Amount Unascertainable
<b>Of the Promoters and Directors:(Income Tax)</b>		
1.Ravi Rajappan	1	.01
2. Raju Rajasekaran	2	21.27

1 A notice dated May 06, 2022 was issued requesting the company to file Specified Financial Transactions/ Specified Reportable Account for the FYs 2016-2017, 2017-2018, 2018-2019, 2019-20, 2020-2021 & 2021-2022.

A notice dated February 21, 2019 for AY 2018-29 was issued u/s 143(1)(a) of Income Tax Act, 1961, for proposed adjustment amounting to Rs 64,74,093.

2 The seven DRC-01 issued against the Group Company 'A R Dairy Food' are Show Cause Notices for demand of Tax and penalties as per the discrepancies found in various FYs and the Audits conducted by the Department of Rs. 89,60,834.

There following are details of the ten ASMT-10 issued against the Group Company 'A R Dairy Food' for discrepancies in the return filed:

1. There are four notices dated March 09, 2023 for FY 2022-23, FY 2020-21, FY 2019-20 and FY 2018-19 for wrongly availed CGST & SGST for credit related to motor vehicle repair/ maintenance, goods for personal consumption and non-business purposes for the year 2020-21 for amounts of Rs. 8,050, Rs. 16,852, Rs. 4,02,830 and Rs. 15,88,606 respectively.
2. Notice dated September 09, 2023 for FY 2021-22 for reversal of wrongly availed ineligible CGST & SGST for an amount of Rs. 19,108.
3. Notice dated December 23, 2022 for FY 2018-19 for discrepancies of turnover mismatch, wrong payment of RCM and excess availment of input tax credit of an amount of Rs. 62,23,178.24.
4. Notice dated July 19, 2022 for FY 2021-22 for discrepancies of belated payment of Tax of an amount of Rs. 18,262.
5. Notice dated July 19, 2022 for FY 2020-21 for discrepancies of belated filing of monthly return of an amount of Rs. 6,321.
6. Notice dated July 19, 2022 for FY 2019-20 for discrepancies of belated filing of monthly return of an amount of Rs. 7,752.
7. Notice dated April 01, 2022 for FY 2019-20 for discrepancies of ITC mismatch and interest on delayed filing of an amount of Rs. 9,53,193.92.
8. Notice dated December 14, 2021 for FY 2018-19 for discrepancies of ITC mismatch of GSTR1 and GSTR3B of an amount of Rs. 7,10,363.

#### E. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

In accordance with our Company's materiality policy dated December 28, 2023, below are the details of the Creditors where there are outstanding amounts as on December 23, 2023:

(₹ in lakhs)		
Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	NIL	NIL
B. Other Creditors	109	2,248.04
<b>Total (A+B)</b>	109	2,248.04
C. Material Creditors	1	1978.04

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 180 of this Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

## GOVERNMENT APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*Following statements set out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.*

*The Main Objects clause of the Memorandum of Association enables our Company to undertake its present business activities.*

The Company has obtained following Approvals/Licences/consents and permissions from the Government and various Government Agencies required for its present business:

### I. APPROVALS FOR THE ISSUE

#### 1. Corporate Approvals

- a. Our Board of Directors pursuant to a Board Resolution passed in its meeting held on December 28, 2023 authorised the issue subject to the approval of the shareholders of our Company under Section 62(1) (c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 in an Annual General Meeting (AGM)/Extraordinary General Meeting (EGM) held on December 29, 2023.

#### 2. Lender's Consent

Our Company has received the consent letters from the following Lenders:

1. NOC for IPO from SBI in letter dated December 26, 2023 vide letter number SBI/Adv/2023-2024/IPO-01.
2. NOC for IPO from Piramal Capital & Housing Finance Limited in letter dated March 14, 2024.

#### 3. Approvals from Stock Exchange

In-Principle approval letter dated May 24, 2024 from BSE SME for the listing of equity shares issued by our Company pursuant to the Issue.

#### 4. Agreement with NSDL and CDSL

- a. The company has entered into an agreement dated December 06, 2023 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited for the dematerialization of its shares.
- b. The Company has entered into an agreement dated December 21, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Link Intime India Private Limited for the dematerialization of its shares.
- c. The Company's International Securities Identification Number ("ISIN") is INE0S6R01027.

### II. INCORPORATION RELATED APPROVALS

Sr. No.	Nature of License / Registration/Approval	CIN	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
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1.	Certificate of Incorporation	U15200TZ2010PTC016407	Companies Act, 1956	Registrar of Companies, Chennai	September 29, 2010	One Time
2.	Fresh Certificate of Incorporation upon conversion to public company	U15200TZ2010PLC016407	Companies Act, 2013	Registrar of Companies, Coimbatore	December 27, 2023	One Time Registration

### III. TAX RELATED APPROVALS

Sr. No.	Description	Registration Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number ("PAN")*	AADCD6589M	Income Tax Act, 1961	Income Tax Department	September 29, 2010	One Time Registration
2.	Tax Deduction Account Number ("TAN") *	MRID01260A	Income Tax Act, 1961	Income Tax Department	October 12, 2011	One Time Registration
3.	Receipt of Payment for Profession Tax *	2023-2024/22/5/18/4/188	State Tax on Professions, Trades, Callings and Employment Rules, 1979	Sendurai Village Panchayat, Natham Block, Dindigul Distt.	NA	Valid until cancelled
5.	Certificate of Registration for GST (for Registered Office at 2/52-2, Raaj Kundil, Pillaiyarnatham, Dindigul Distt., Tamil Nadu, 624002) *	33AADCD6589M1Z4	Goods and Services Tax Act. 2017	Assistant Commissioner of Taxes Government of Tamil Nadu	July 01, 2017	Valid until cancelled

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

### IV. BUSINESS RELATED APPROVALS

Sr. No.	Description	Registration Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Udyam Registration Certificate*	TN06C0002388	MSME Development Act, 2006	MSME (Ministry of Micro, Small & Medium Enterprises)	September 4, 2013	Valid until cancelled
2.	Certificate of approval *	05/22/MP/18	Export of Milk and Milk products (Quality Control, Inspection and Monitoring) Rules, 2020	Export Inspection Council, Ministry of Commerce and Industry	August 26, 2021	July 16, 2026

3.	Import Export Code (IEC)*	3510010183	The Foreign trade (Development and Regulation) Act, 1992	Ministry of Commerce and Industry, Government of India, Additional Director General of Foreign Trade	February 17, 2011	Valid until cancelled
4.	FSSAI License under Form C*	10013042001183	FSS Act, 2006	Food Safety and Standards Authority of India	April 25, 2023	October 14, 2024
5.	Registration-cum-Membership Certificate of APEDA Chennai	173224	Foreign Trade Policy, Government of India	Agricultural and Processed Food Products Export Development Authority	April 09, 2024	October 14, 2024

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

#### V. FACTORY RELATED APPROVALS AND LICENCES

Sr. No.	Description	Registration/ Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory Licence – Survey No. 767/1A, 1B, 2 Part, 768/3, 4A,4B, 5, 769/1,2,3, Karuthanaickenpatty Road, Sendurai Village, Natham, Taluk, Dindigul Distt. 624403*	DGL01357	Factories Act, 1948 and Rules thereunder	Government of Tamil Nadu, Directorate of Industrial Safety and Health	October 17, 2023	December 31, 2024
2.	Consent to Operate (Air)	Consent Order No. 2408256924250	Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 as amended	Tamil Nadu Pollution Control Board	May 13, 2024	March 31, 2026
3.	Consent to Operate (Water)	Consent Order No. 2408156924250	Section 25 of the Water (Prevention and Control of Pollution) Act, 1974 as	Tamil Nadu Pollution Control Board	May 13, 2024	March 31, 2026



Sr. No.	Description	Registration/ Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
			amended			
4.	Permission for energisation by electricity*	27160000	Electricity Act	Tamil Nadu Generation and Distribution Corporation Ltd.	NA	NA
5.	Fire Service License*	753/2023	Section 13 of the Tamil Nadu Fire Services Act, 1985	Tamil Nadu Fire Rescue Services	August 25, 2023	August 24, 2024
6.	Verification Certificate of Non-Automatic Weighing Instruments – Electronic Class III (Upto 200 KG)*	Punch and Plier No. TN544	Sch. 8 Rule 15(3), 21(4),22 of Tamil Nadu Enforcement Rules – 2011 Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 Legal Metrology Act, 2009	Office of Inspector of Legal Metrology	September 5, 2023	September 6, 2024
7.	Verification Certificate of Non-Automatic Weighing Instruments – Electronic Class III (Upto 100 KG)*	Punch and Plier No. TN544	Sch. 8 Rule 15(3), 21(4),22 of Tamil Nadu Enforcement Rules – 2011 Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 Legal Metrology Act, 2009	Office of Inspector of Legal Metrology	February 28, 2023	March 06, 2025
8.	Verification Certificate of Non-Automatic Weighing Instruments – Electronic Class III (Upto 60t)*	Punch No. TN275 Plier No. 132	Sch. 8 Rule 15(3), 21(4),22 of Tamil Nadu Enforcement Rules – 2011 Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 Legal Metrology Act, 2009	Office of Inspector of Legal Metrology	September 5, 2023	September 14, 2024
9.	Verification Certificate of	Punch No. TN544 Plier No. 544	Sch. 8 Rule 15(3), 21(4),22	Office of Inspector	November 09, 2022	November 08, 2024

Sr. No.	Description	Registration/ Licence Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
	Cylindrical Knob Type Weights – 10KG*		of Tamil Nadu Enforcement Rules – 2011 Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 Legal Metrology Act, 2009	of Legal Metrology		
10.	Certificate of Stability*	Letter dated 31 Oct.	Rule 12b (3) Factories Rule 1950	Director, Industrial Safety and Health, Chennai – Competent Person Thiru. A. Arul Gnanaprasam	October 31, 2023	October 31, 2026
11.	Registration-cum- Membership Certificate*	173224	Foreign Trade Policy, Govt. of India	Agriculture and Processed Food Products, Export Development Authority, Ministry of Trade and Commerce	October 6, 2023	October 14, 2024
12.	NOC for Extraction of Ground Water	Lr.No.DD(G)/OT09/A G-3/169/Renewal NOC/Madurai/2024/dated:25.03.2024	Groundwater (Regulation) Act Public Work Department Ground Water Division	State Ground & Surface Water Resources Data Centre Tharamani, Chennai 600113	March 25, 2024	July 29, 2024

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

## VI. LABOUR RELATED APPROVALS

Sr. No.	Description	Registration Number	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration under ESI (M/s. Thiruvenghadham Ramanujam-	57000771940001099	Employees State Insurance Act, 1948	Employee State Insurance Corporation, Madurai	Nov. 25, 2019	Valid Until Cancelled

	Labour Contractor)*					
2.	Registration under ESI*	57000810140000002	Employees State Insurance Act, 1948	Employee State Insurance Corporation, Madurai	December 9, 2022	Valid Until Cancelled
3.	Registration under Employees' Provident Funds (M/s. Thiruvenghadham Ramanujam-Labour Contractor)*	MDMDU2017131000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees Provident Fund Organization.	Nov. 23, 2019	One Time
4.	Registration under Employees' Provident Funds*	MDMDU1010067	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees Provident Fund Organization.	February 9, 2015	One Time
5.	Group Gratuity Scheme*	12339/1	Payment of Gratuity Act, 1972	Life Insurance Corporation of India, Pension and Group Schemes Department	December 7, 2023 (with effect from Dec. 1, 2023)	One time
6.	Certificate of Registration*	CLA/R/DGL01357	Rule 18(1) of Tamil Nadu Contract Labour (Regulation and Abolition) Rules, 1975	Directorate of Industrial Safety and Health, Tamil Nadu	June 15, 2020	Valid until cancelled
7.	Certificate of Registration (Form II)*	IMA/R/DGL01357	Rule 4(1) of the Inter-state Migrant Workmen (Regulation of Employment and Conditions of Service) (Tamil Nadu) Rules, 1983	Directorate of Industrial Safety and Health, Tamil Nadu	August 8, 2023	Valid Until Cancelled

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

#### VII. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of Registration for Trade Mark "ENNUTRICA"*	No. 3544878	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of	May 09, 2017	May 08, 2027

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
					Commerce and Industry		
2.	Certificate of Registration for Trade Mark "ICETEX"*	No. 3544879	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	May 09, 2017	May 08, 2027
3.	Certificate of Registration for Trade Mark "BAKETEX"*	No. 3647662	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	September 30, 2017	September 29, 2027
4.	Certificate of Registration for Trade Mark "DAIRYTEX"*	No. 3647663	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	September 30, 2017	September 29, 2027
5.	Certificate of Registration for Trade Mark "ACTIVDAY"*	No. 3647664	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	September 30, 2017	September 29, 2027
6.	Certificate of Registration for Trade Mark "ENNUTRICA"*	No. 3719493	5	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	January 04, 2018	January 03, 2028
7.	Certificate of Registration for Trade Mark "ENNUTRICA"*	No. 3719494	5	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	January 04, 2018	January 03, 2028
8.	Certificate of Registration for Trade Mark "ENNUTRICA INSTA MILK"*	No. 3719495	29	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	January 04, 2018	January 03, 2028
9.	Certificate of Registration for Trade Mark "ENNUTRICA"*	No. 3719496	30	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of	January 04, 2018	January 03, 2028

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
					Commerce and Industry		
10.	Certificate of Registration for Trade Mark "ENNUTRICA"*	No. 3719497	32	Trade Marks Act 2009	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry	January 04, 2018	January 03, 2028

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

#### VIII. QUALITY AND OTHER CERTIFICATIONS

Sr. No.	Description	Registration/ Certificate Number	Issuing Authority/Agency/Company	Date of Issue	Date of Expiry
1.	Certification under Food Safety System 22000 for manufacture of acid casein, skimmed milk and other dairy products*	205411-2016-FSMS-IND-RvA	DNV – Business Assurance B.V, Zwolseweg, Netherlands	June 9, 2022	August 29, 2025
2.	Kosher Certificate*	DFP1251KCJ	Kosher Certification Agency, Jerusalem	October 14, 2021	June 09, 2024
3.	Halal India Certificate*	HIP28090119	Halal India (in accordance with Shariah Islamic Board Guidelines)	January 22, 2022	January 21, 2025

\* All the approvals are in the name of Dindigul Farm Product Private Limited.

#### IX. DOMAIN NAME REGISTERED IN THE NAME OF THE COMPANY

Sr. No.	Domain Name	IANA ID / Registrar Name	Creation Date	Expiry Date
1.	ennutrica.com	1647/ Hosting Concepts B.V.	April 04, 2017	March 31, 2025

#### X. MATERIAL LICENCES / APPROVALS OUR COMPANY HAS APPLIED FOR

NIL

## SECTION XI – INFORMATION WITH RESPECT TO GROUP COMPANIES / ENTITIES

In terms of the SEBI ICDR Regulations, the term “group companies”, includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which the relevant issuer company had related party transactions, during the period for which financial information is disclosed in the offer document, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (except subsidiaries) with which the Company had related party transactions during the period covered in the Restated Financial Information included in the offer document, as covered under the applicable accounting standards, shall be considered as ‘group companies’ of the Company in terms of the SEBI ICDR Regulations.

Further, for (ii) above, the Board pursuant to the Materiality Policy, has determined that a company (other than the companies covered under the schedule of related party transactions as per the Restated Financial Information included in the offer document) shall be considered “material” and will be disclosed as a ‘group company’ in the offer documents, if it is a member of the Promoter Group (companies) (other than the Promoters, in case the Promoters are companies) in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, and the Company has entered into one or more transactions with such company during the last completed fiscal year (or relevant sub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company for the last completed fiscal year and the relevant stub period, as applicable, as per the Restated Financial Information.

Accordingly, in terms of the Materiality Policy, the Board has identified following company as our Group Companies:

1. A R Dairy Food Private Limited
2. Nellai Farm Product Private Limited

### **Details of our Group Companies**

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Companies, for the last three years shall be hosted on the website of our Company:

- reserves (excluding revaluation reserve)
- sales
- profit after tax
- basic earnings per share
- diluted earnings per share and
- net asset value per share

### **A R Dairy Food Private Limited**

#### ***Registered Office***

The registered office of A R Dairy Food Private Limited is situated at 10/5-C, Madurai Road, Begumpur Post, Dindigul-624002, Tamil Nadu.

#### ***Financial Information***

The financial information derived from the audited financial statements of A R Dairy Food Private Limited for the last three financial years, as required by the SEBI ICDR Regulations, are available on <https://ennutrica.com/investor/>

### **Nellai Farm Product Private Limited**

#### ***Registered Office***

The registered office of Nellai Farm Product Private Limited is situated at 2/52-3, Pillaiyarnatham Pithalaipatty Post, Dindigul, Dindigul, Tamil Nadu, India, 624002.

#### ***Financial Information***

The financial information derived from the audited financial statements of Nellai Farm Product Private Limited for the last three financial years, as required by the SEBI ICDR Regulations, are available on <https://ennutrica.com/investor/>

It is clarified that such details available on the websites of our Company do not form part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including the websites of our Group Companies, would be doing so at their own risk.

#### **Litigation which has a material impact on our Company**

There is no pending litigation involving our Group Companies which has or will have a material impact on our Company.

#### **Nature and extent of interest of Group Companies**

a. ***Interest in the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company.

b. ***Interest in the properties acquired by our Company in the preceding three years before filing of this Red Herring Prospectus or proposed to be acquired by our Company.***

Our Group Companies are not interested in the properties acquired by our Company in the three preceding years before the filing of this Red Herring Prospectus or proposed to be acquired by our Company.

c. ***Interest in transactions for acquisition of land, construction of building and supply of machinery***

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

#### **Common pursuits**

Our Group Companies are authorised by their constitutional documents to engage in similar line of business. At present, our Group Company M/s. A R Dairy Private Limited and our Company have butter, skimmed milk powder as their common products. As a result, there may be conflict of interests in allocating business opportunities between us and our Group Company. Further we have not executed any Non-Compete Agreement with such Group Company undertaking not to engage in businesses similar to that of our Company. As and when conflicts arise, we will examine viable solutions under applicable law and as determined by our Board of Directors

#### **Related Business Transactions within the group and significance on the financial performance of our Company**

Currently, we are procuring skimmed milk, one of our major raw material from M/s. A R Dairy Private Limited. Further other than the transactions disclosed in the section “*Financial Information – Restated Financial Information – Note 36*” on page 178, there are no other business transactions between our Company and Group Companies which are significant to the financial performance of our Company.

#### **Business interests or other interests**

Except in the ordinary course of business and as disclosed in section “*Financial Information – Restated Financial Information - Note 36- Related Party Transactions*” on page 178, our Group Companies do not have any business interest in our Company.

#### **Other Confirmations**

Our Group Company do not have any securities listed on a stock exchange. Further, our Group Companies have not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Red Herring Prospectus.

## SECTION XII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Offer

#### *Corporate Approvals*

The Board of Directors, pursuant to a resolution passed at their meeting held on December 28, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on May 10, 2024 authorized the Issue.

#### *In-principle Listing Approvals*

Our Company has obtained in-principal approval from the BSE for using its name in this Red Herring Prospectus/ Prospectus pursuant to an approval letter dated May 24, 2024, BSE which is the Designated Stock Exchange.

### Prohibition by SEBI or other Governmental Authorities

As on date of this Red Herring Prospectus, we confirm that our Company, our Promoters, our Promoter Group, our directors, person(s) in control of the promoter or the natural person(s) in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities.

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as wilful defaulter or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

### Directors associated with the Securities Market

None of our Directors are associated with securities market related business. There are no outstanding actions initiated by SEBI in the last five years preceding the date of the Red Herring Prospectus against our Directors.

### Confirmation under the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to them, as on the date of this Red Herring Prospectus.

### Eligibility for the Issue

Our Company is eligible in terms of Regulations 230 of SEBI (ICDR) Regulations for this Issue.

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this issue is an Initial Public Offer in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than ten crore rupees and upto twenty five crore rupees and therefore we may issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange of BSE in this case being the "BSE SME".

### We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the total Issue Size. For further details pertaining to said underwriting please refer to section titled "General Information - Underwriting" beginning on page 59 of this Red Herring Prospectus.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or Equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8)



Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus/Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (BSE SME)). For further details of the arrangement of market making please refer to section titled "General Information-Details of the Market Making Arrangements for this Issue" beginning on page 59 of this Red Herring Prospectus.
5. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or a fraudulent borrower.
6. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
7. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE (BSE SME), as BSE Ltd. is the Designated Stock Exchange.
8. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
9. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully paid up.
10. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form..
11. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated December 5, 2023, and National Securities Depository Limited (NSDL) dated December 21, 2023 for establishing connectivity.
12. Our Company has a website i.e., [www.ennutrica.com](http://www.ennutrica.com)
13. There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE SME Platform.

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, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the BSE SME Platform:

1. Our Company was incorporated as 'Dindigul Farm Product Private Limited' under the Companies Act, 1956, pursuant to the certificate of incorporation issued by the RoC, Tamil Nadu, Coimbatore on September 29, 2010. The name of our Company was subsequently changed to 'Dindigul Farm Product Limited', upon conversion into a public company, pursuant to a board resolution dated November 18, 2023 and a shareholder resolution dated December 1, 2023, and a fresh certificate of change of name was issued on December 27, 2023 by ROC, Coimbatore. Our CIN is U15200TZ2010PLC016407

2. The post issue paid up capital of the company will be 2,44,29,280 shares of face value of ₹10/- aggregating up to 24.43 Crores which is less than ₹ 25 Crores.
3. The Company has a track record of at least 3 years as on the date of filing of Red Herring Prospectus.
4. As on December 23, 2023 the Company has net tangible assets of ₹ 393.94 lakhs.
5. The Company confirms that it has operating profits (earnings before depreciation and tax and other income from operations) from operations for at least 1 financial year out of preceding three financial years and its net-worth as on December 23, 2023 is positive.

(₹ In Lakhs)

Particulars	For the period ended on	For the year ended on		
	December 23, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Operating Profit (Earnings before depreciation and tax and other income from operations)	934.76	927.28	-153.34	-83.93
Net-worth as per Restated Financials Statements	393.94	-1638.46	-2162.72	-1742.64

#### SEBI DISCLAIMER CLAUSE

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED 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 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 BOOK RUNNING LEAD MANAGER, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 30, 2023 AND JUNE 12, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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 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, TAMIL NADU AT COIMBATORE, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.**

#### DISCLAIMER CLAUSE OF THE BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to the BSE SME. The Disclaimer Clause as intimated by the BSE SME to us, post scrutiny of the Draft Red Herring Prospectus is as under:

BSE Limited ("BSE") has vide its letter dated May 24, 2024 given permission to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

#### **DISCLAIMER FROM OUR COMPANY, THE DIRECTORS AND THE LEAD MANAGER**

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.ennutrica.com](http://www.ennutrica.com) or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Book Running Lead Manager, Beeline Capital Advisors Private Limited and our Company dated December 29, 2023 and the Underwriting Agreement dated December 29, 2023 between the Underwriters and our Company and the Market Making Agreement dated December 29, 2023 entered into among the Market Maker, Spread X Securities Private Limited and our Company.

All information shall be made available by us and BRLM 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 Book Running 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 Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our company.

None among our Company or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, 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 Red Herring 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 Red Herring 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 issued or sold, directly or indirectly, and Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Red Herring 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 RED HERRING PROSPECTUS/RED HERRING PROSPECTUS/ PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES**

The Draft Red Herring Prospectus is being filed with BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a

copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of Red Herring Prospectus will be available on website of the company [www.ennutrica.com](http://www.ennutrica.com), Book Running Lead Manager [www.beelinemb.com](http://www.beelinemb.com) and stock exchange [www.bsesme.com](http://www.bsesme.com).

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to the RoC Office situated at The Registrar of Companies, Coimbatore, No. 7, Phase II, Coimbatore, 1st Floor, Avinashi Road, Civil Aerodrome Post, Tamil Nadu 641014, India, and the same will also be available on the website of the company [www.ennutrica.com](http://www.ennutrica.com), for inspection.

## 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 May 24, 2024 from BSE for using its name in this issue 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.

If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period in accordance with applicable law.

## 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 and 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 Book Running 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 Red Herring Prospectus and the Prospectus with the ROC, as required under Sections 26 and 32 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. Venkatesh & Co., Chartered Accountants have provided their written consent to act as Expert, Statutory and Peer review Auditor to the company dated December 29, 2023 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated December 29, 2023 and disclosure made in chapter titled “*Objects of the Issue*” beginning on Page No. 86 of this Red Herring Prospectus; 2) M/s. Zenith India Lawyers, Advocate has provided their written consent to act as Legal Advisor to the issue dated December 29, 2023 for chapters titled “*Key Industry Regulations*”, “*Government Approvals*” and “*Outstanding Litigations and Material Developments*” beginning on Page Nos. 143, 197 and 193 of this Red Herring Prospectus;

Further, such consents and reports have not been withdrawn up to the time of delivery of this Red Herring Prospectus.

#### EXPERT OPINION

Except for Statutory Auditors’ reports on the Restated Financial Statement, Statement of Tax Benefits, Fund deployment certificate issued by M/s Venkatesh & Co., Chartered Accountants and Legal Advisor Certificate on litigation matter issued by M/s. Zenith India Lawyers we have not obtained any other expert opinions.

#### PREVIOUS PUBLIC OR RIGHTS ISSUE

We are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

Except as disclosed in Chapter titled “Capital Structure” on page 71 of Red Herring Prospectus, our Company has not made any rights issue.

#### 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 ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 71 of Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue handled by Beeline Capital Advisors 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.	Rajgor Castor Derivatives	47.81	50.00	October 31, 2023	59.00	-0.80% (+5.33%)	-3.20% (+11.91%)	(-17.5%) (+17.50%)

2.	Sheetal Universal Limited	23.80	70.00	December 11, 2023	75.00	22.14% (+2.61%)	0.14 (+5.42%)	(-15.07%) (10.92%)
3.	Benchmark Computer Solutions Limited	12.24	66.00	December 21, 2023	80.00	8.14% (+1.15)	-13.64% (+1.62%)	N.A.
4.	Indifra Limited	14.04	65.00	December 29, 2023	72.00	(-21.54%) (-1.74%)	-49.78% (+1.80%)	N.A.
5.	Australian Premium Solar (India) Limited	28.08	54.00	January 18, 2024	147.00	343.70% (+2.70%)	+320.00% (+3.19%)	N.A.
6.	Konstelec Engineers Limited	28.70	70.00	January 30, 2024	210.00	210.71% (+1.91%)	+148.93% (+4.17%)	N.A.
7.	Fonebox Retail Limited	20.37	70.00	February 02, 2024	200.00	145.00% (+2.40%)	+118.57% (+3.44%)	N.A.
8.	Rudra Gas Enterprise Limited	14.16	63.00	February 15, 2024	119.70	150.75% (+0.50%)	+204.21% (+1.46%)	N.A.
9.	VR Infraspace Limited	20.40	85.00	March 12, 2024	90.00	29.94% (+1.87%)	66.18% (+4.27%)	N.A.
10.	Pratham EPC Projects Limited	36.00	75.00	March 18, 2024	113.30	139.80% (+0.42%)	N.A.	N.A.
11.	KP Green Engineering Limited	189.50	144.00	March 22, 2024	200.00	234.24% (+0.35%)	N.A.	N.A.
12.	TAC Infosec Limited	29.99	106.00	April 05, 2024	290.00	491.27% (-0.17%)	N.A.	N.A.
13.	Greenhitech Ventures Limited	6.30	50.00	April 22, 2024	95.00	170.00% (+0.41%)	N.A.	N.A.
14.	Emmforce Autotech Limited	53.90	98.00	April 30, 2024	186.20	92.14% (+0.03%)	N.A.	N.A.
15.	Winsol Engineers Limited	23.36	75.00	May 14, 2024	365.00	380.00% (+4.97%)	N.A.	N.A.
16.	Piotex Industries Limited	14.47	94.00	May 17, 2024	109.00	N.A.	N.A.	N.A.
17.	Rulka Electricals Limited	26.40	235.00	May 24, 2024	525.00	N.A.	N.A.	N.A.
18.	Beacon Trusteeship Limited	32.52	60.00	June 04, 2024	90.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### **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			

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Issues) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

**Note:**

1. The S&P BSE 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.

**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	7	186.94	-	-	-	4	-	-	-	-	-	-	-	-
2023-24	21	770.18	-	-	3	13	3	2	-	-	2	9	1	2
2022-23	12	232.94	-	1	2	3	2	4	-	1	1	3	2	5
2021-22	N.A.													

**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-	NIL													



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 %
23														
2021-22	N.A													

**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 immediately 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.

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

**TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: [www.beelinemb.com](http://www.beelinemb.com)

**PROMISE VIS-A-VIS PERFORMANCE**

Except as disclosed in the chapter titled “Capital Structure” on page 71, neither our Company nor our Promoters and Promoters’ Group Companies/Entities have made any previous rights or public issues during last five years.

**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 retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the Bidders to approach the Registrar to the Issue for redressal of their grievances. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay

exceeding four Working Days from the Bid / issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 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 in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/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 BRLMs shall compensate the investors at the rate higher of ₹100 or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchange till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Manager shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In

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

For helpline details of the Book Running Lead Manager pursuant to the SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see “*General Information – Book Running Lead Manager*” on page 59 of this Red Herring Prospectus.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Anchor Investors are required to address all grievances in relation to the Issue to the BRLM.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned herein.

Our Company has also appointed Mr. Gurunathan Uma Kanth Narayanan, Company Secretary and Compliance officer for the Issue. For details, see “*General Information*” beginning on page 59 of this Red Herring Prospectus.

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 /Red Herring Prospectus/ Prospectus.

#### DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the 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:

Sr. No.	Name of Member	Designation	Nature of Directorship
1.	N M Ranganathan	Chairman	Independent Director
2.	B N Padmaja Priyadarshini	Member	Independent Director
3.	Rajappan Ravi	Member	Non Executive & Non-Independent Director

Our Company has appointed Gurunathan Uma Kanth Narayanan as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

Mr. Gurunathan Uma Kanth Narayanan

2/52-3, Pillaiyarnatham,  
Pithalaipatty Post, Dindigul,  
Tamil Nadu – 624002

**Telephone:** +91 94980 99930

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

**E-mail:** [cs@ennutrica.com](mailto:cs@ennutrica.com)

Till date of this Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

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

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

#### **Other confirmations**

No person connected with the Issue shall issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

## SECTION XIII – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Red Herring Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

#### **Authority for the Issue**

This Issue has been authorized by a resolution of the Board passed at their meeting held on December 28, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on May 10, 2024.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and other applicable laws in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled “Dividend Policy” beginning on Page No. 177 of this Red Herring Prospectus.

#### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and Tamil Nadu Edition of Regional newspaper Dinamalar where the registered office of the company is situated, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchange.

The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on Page No. 99 of this Red Herring Prospectus.

#### **Compliance with the disclosure and accounting norms**

Our Company shall comply with all the applicable disclosure and accounting norms as specified by the SEBI from time to time.

#### **Rights of the Equity Shareholder**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI (LODR), 2015 and the Memorandum and Articles of Association of the Company.

#### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Red Herring Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated December 21, 2023.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated December 05, 2023.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of an issuer shall be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited 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 Shares 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**

Further in accordance with the Regulation 268(1) of the SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Issue.

#### **Joint Holders**

Where 2 (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.

#### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Nomination Facility to the Investor**

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" beginning on Page No. 71 of this Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer chapter titled "*Description of Equity Shares and terms of the articles of association*" beginning on Page No. 259 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the

Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the registration of Red Herring Prospectus/ Prospectus with RoC. If our Company in consultation with BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

## ISSUE PROGRAM

Events	Indicative Dates
Bid/Issue Opening Date	Thursday, June 20, 2024
Bid/Issue Closing Date	Monday, June 24, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, June 25, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Wednesday, June 26, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Wednesday, June 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, June 27, 2024

*\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date*

*\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company and the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+2 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

### Submission of Bids

#### Bid/Issue Period (except the Bid/Issue Closing Date)



Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))

#### **Bid/Issue Closing Date**

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST

#### **On the Bid/Issue Closing Date, the Bids shall be uploaded until:**

- i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our

Company shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹ 1,00,000/- (Rupees One Lakh only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### Migration to Main Board

*Our company may migrate to the main board of BSE Limited at a later date subject to the following:*

#### **Eligibility Criteria for Migration of SME Companies to BSE Main Board**

*Our company may migrate to the main board of BSE Limited at a later date subject to the following:*

<b>Eligibility Criteria</b>	<b>Details</b>
<b>Paid up capital and market capitalization</b>	<p>Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores</p> <p><i>(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)</i></p>
<b>Promoter holding</b>	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
<b>Financial Parameters</b>	<ul style="list-style-type: none"> <li>The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.</li> <li>The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.</li> </ul>
<b>Track record of the company in terms of listing/ regulatory actions, etc</b>	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for at least 3 years.

<b>Regulatory action</b>	<ul style="list-style-type: none"> <li>• No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.</li> <li>• No Debarment of company, promoters/promoter group, subsidiary company by SEBI.</li> <li>• No Disqualification/Debarment of directors of the company by any regulatory authority.</li> <li>• The applicant company has not received any winding up petition admitted by a NCLT.</li> </ul>
<b>Public Shareholder</b>	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
<b>Other parameters like No. of shareholders, utilization of funds</b>	<ul style="list-style-type: none"> <li>• No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.</li> <li>• No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.</li> <li>• The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.</li> <li>• The applicant company has no pending investor complaints.</li> </ul>

### Market Making

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE. For further details of the market making arrangement, please refer to chapter titled “*General Information*” beginning on Page No. 59 of this Red Herring Prospectus.

### Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, 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 Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the section titled “*Capital Structure*” beginning on Page No. 71 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the 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.

### Application by eligible NRIs, FPIs/FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or 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.

#### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further it is mandatory for the investor to furnish the details of his/her depository account, & if for any reasons, details of the account are incomplete or incorrect, the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

#### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ₹ 10 crores and upto ₹ 25 crores, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SEM Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page No. 220 and 231 respectively of this Red Herring Prospectus.

This public issue comprises of 64,50,000 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. The Issue and the Net Issue will constitute 26.40 % and 25.07 %, respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process<sup>(1)</sup>:

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	3,26,000 Equity Shares	Not more than 30,60,000 Equity Shares.	Not less than 9,20,000 Equity Shares	Not less than 21,44,000 Equity Shares
Percentage of issue size available for allocation	5.05% of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment <sup>(3)</sup>	Firm Allotment	Proportionate as follows: a) [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual	Proportionate	Proportionate

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
		Funds receiving allocation as per (a) above.		
Mode of Bid	Only through the ASBA process.	Only through the ASBA process.	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity shares in multiple of [●] Equity shares that Bid size exceeds ₹ 2,00,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed ₹ 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Only through the ASBA process			

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

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

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

#### WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

## BID/ISSUE PROGRAMME

Events	Indicative Dates
Bid/Issue Opening Date	Thursday, June 20, 2024
Bid/Issue Closing Date	Monday, June 24, 2024
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, June 25, 2024
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Wednesday, June 26, 2024
Credit of Equity Shares to Demat accounts of Allottees	On or before Wednesday, June 26, 2024
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, June 27, 2024

*\*\*Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Issue Opening Date*

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days (“**UPI Phase I**”). The UPI Phase I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE Limited (“**BSE SME**”) to act as intermediaries for submitting Application Forms are provided on



<https://www.bsesme.com> For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of BSE Limited (“BSE SME”).

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. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application 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 Red Herring Prospectus and the Prospectus.

Further, the Company and the BRLM are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.

### **BOOK BUILDING PROCEDURE**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.**

**Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by the Central Board of Direct Taxes and the press release dated June 25, 2021.**

### **AVAILABILITY OF RED HERRING PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. <https://www.bsesme.com>. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the

systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Book Running Lead Manager.

### **Bid cum Application Form**

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (<https://www.bsesme.com>) at least one day prior to the Bid/Issue Opening Date

All Bidders shall mandatorily participate in the Issue only through the ASBA process. The RIs Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

RIBs Bidding in the Retail Portion using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
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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

**Note:** *Electronic Bid Cum Application Forms will also be available for download on the website of the BSE (<https://www.bsesme.com>).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called "Designated Intermediaries"):

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum 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 Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.
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Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus and/or Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders 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, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers 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 BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

**WHO CAN BID?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, 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. Bidders are requested to refer to this Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders 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 Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;

- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **APPLICATIONS NOT TO BE MADE BY**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing 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 138 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 by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

##### **2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder 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 Bidders, 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.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders 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.**

## **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Tamil Nadu Edition of Regional newspaper Dinamalar where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper Jansatta and Tamil Nadu Edition of Regional newspaper Dinamalar where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- e) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum 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 Bidders 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.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM 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 BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants

whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIS**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid



Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, please refer chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on Page No. 257 of this Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilise the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (“Operational FPI Guidelines”), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids (“MIM Bids”). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that

utilise the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as “MIM Structure”). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

#### **BIDS BY SEBI-REGISTERED AIFS, VCFs AND FVCIS**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

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.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with 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 Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank’s own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company’s interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company’s paid up share capital engaged in non-financial services. However, this cap doesn’t apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank’s paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer chapter titled “Key Industry Regulations” beginning on Page No. 126 of this Red Herring Prospectus.

#### **BIDS BY SCSBS**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 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 operates: 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.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

## **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

## **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 lakhs, 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 along with the Bid cum Application Form. Failing this, our, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

## **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the

Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID

S. No.	Details*
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details

for applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centers during the Bid/ Issue Period.

### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

### **Illustration of the Book Building and Price Discovery Process:**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **GENERAL INSTRUCTIONS**

***Do's:***

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the 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;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;



17. 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;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer the section entitled “*General Information*” and “*Our Management*” beginning on Page No. 59 and 157 of this Red Herring Prospectus, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer the section titled “*General Information*” beginning on Page No. 59 of this Red Herring Prospectus.

#### **GROUNDINGS FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than ₹ 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer section titled “*General Information*” beginning on Page No. 59 of this Red Herring Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB

Category is not available for subscription to other categories.

- c) In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

## ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable.

## BASIS OF ALLOTMENT

### a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### c. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in

multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.

- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**c) Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) 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 oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders 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).
- c) For Bids where the proportionate allotment works out to less than [●] Equity Shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] Equity Shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.

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 BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running 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

**Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of

shares to the successful Bidders 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 shall transfers 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 4 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. <https://www.bsesme.com>. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. <https://www.bsesme.com>.

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder 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.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **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 Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof 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.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. 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; and
3. 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.

#### **BASIS OF ALLOTMENT**

Allotment will be made in consultation BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

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 drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
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 subject to a minimum allotment 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.

#### **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 100.00% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the 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.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

**Equity Shares in Dematerialised Form with NSDL/CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on June 05, 2023.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on May 09, 2023.
- c) The Company's Equity shares bear an **ISIN- INE0S6R01027**.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- 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.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- 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.
- 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.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper each with wide circulation) and editions of Tamil Nadu (a widely circulated Regional language daily newspaper) (Tamil being the regional language of Tamilnadu, where our Registered Office is located).

In the Pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

#### **IMPERSONATION**

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

*"Any person who:*

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*



- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 10/- Lakhs or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 10/- lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 50/- Lakhs or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the stock exchange.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- all monies received out of the Fresh 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;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. 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) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded 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. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 231 of this Red Herring Prospectus.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (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 SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. For more details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 231 of this Red Herring Prospectus.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, 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 Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar

amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Issue Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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 BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

**SECTION XIV - DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION**

**(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF  
DINDIGUL FARM PRODUCT LIMITED**

Title of Articles	Article Number	Content
<b>CONSTITUTION OF THE COMPANY</b>	<b>1.</b>	The Regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company, except to the extent they conflict with the Articles set out hereunder
<b>DEFINITIONS</b>	<b>2.</b>	<p>In these Articles, unless repugnant to the subject or context, the following terms shall have the meaning ascribed to them as under:</p> <ul style="list-style-type: none"> <li>(i) <b>The 'Act'</b> means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force, read with the subsisting provisions of the Companies Act, 1956 in force. Any reference to the Act in these Articles shall be construed as a reference to the applicable provisions of the said Act which relates to the Article in which the said term has been used in these Articles;</li> <li>(ii) <b>"Articles"</b> means these articles of association of the Company, as amended from time to time in accordance with the provisions of the Act;</li> <li>(iii) <b>'Board'</b> or the <b>'Board of Directors'</b> means the collective body of the Directors of the Company;</li> <li>(iv) <b>'Company 'means</b> Dindigul Farm Product Limited';</li> <li>(v) <b>"Rules"</b> means the applicable rules for the time being in force as prescribed under relevant sections of the Act;</li> </ul>
<b>INTERPRETATION</b>	<b>3.</b>	<p>In these Articles, unless repugnant to the subject or context:</p> <ul style="list-style-type: none"> <li>(i) Words importing the singular shall include the plural and words importing the plural shall include the singular.</li> <li>(ii) Words importing the masculine gender shall include the feminine and neuter gender and vice-versa.</li> <li>(iii) Headings and marginal notes, if any, have been inserted for convenience of reference and shall not affect the construction and interpretation of these Articles.</li> <li>(iv) Words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.</li> </ul>
<b>GENERAL AUTHORITY</b>	<b>4.</b>	Subject to these Articles, wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case, by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, and to carry out such transactions as have been permitted by the Act, without there being any separate regulations being contained in these Articles on that behalf. Without limiting the general authority conferred under this Article, the Company shall have full right, privilege and authority to carry out the transactions as set out below under the relevant sections

		<p>of the Act:</p> <ul style="list-style-type: none"> <li>(i) 40 - To pay commission in connection with subscription to its securities</li> <li>(ii) 43 - To issue shares with differential rights as to dividend, voting or otherwise</li> <li>(iii) 48 - To alter the rights of shareholders.</li> <li>(iv) 50 - To accept unpaid share capital although not called up.</li> <li>(v) 51 - To pay dividend in proportion to amount paid-up.</li> <li>(vi) 54 - To issue sweat equity shares</li> <li>(vii) 55- To issue redeemable, cumulative, convertible preference shares.</li> <li>(viii) 61- To alter the share capital of the Company.</li> <li>(ix) 66 - To reduce the share capital of the Company (read with Section 100 of the Companies Act, 1956)</li> <li>(x) 68 - To buy back its shares</li> </ul>
<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>	<b>5.</b>	<p><b>Share Capital</b></p> <ul style="list-style-type: none"> <li>(i) The Authorized Share Capital of the Company shall be as given in the Clause V of the Memorandum of Association of the Company.</li> <li>(ii) The Company shall in accordance with these Articles, have the power to increase or reduce its capital and to sub-divide the shares in the capital for the time being into shares of smaller denominations or divide them into several class(s) of shares and to attach thereto respectively, such preferential rights or privileges or conditions as may be determined by or in accordance with the Articles of the Company.</li> </ul>
	<b>6.</b>	<p><b>Shares under control of Board</b></p> <p>Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same to such persons in such proportion, on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit</p>
	<b>7.</b>	<p><b>Directors may allot shares otherwise than for cash</b></p> <p>Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business. Any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be</p>
	<b>8.</b>	<p><b>Kinds of Share Capital</b></p> <p>The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:</p> <ul style="list-style-type: none"> <li>(i) Equity share capital: <ul style="list-style-type: none"> <li>a. with voting rights; and / or</li> </ul> </li> </ul>

		<p>b. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</p> <p>(ii) Preference share capital</p>
	<b>9.</b>	<p><b>Further issue of capital</b></p> <p>(i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to:</p> <ol style="list-style-type: none"> <li>a. Persons who, at the date of offer, are holders of equity shares of the Company. Such offer 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; or</li> <li>b. Employees under any scheme of employees' stock option; or</li> <li>c. Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.</li> </ol> <p>(ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules</p>
	<b>10.</b>	<p><b>Power to issue redeemable preference shares</b></p> <p>Subject to the provisions of the Act, the Company shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.</p>
	<b>11.</b>	<p><b>Issue of certificates</b></p> <p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive:</p> <ol style="list-style-type: none"> <li>a. one certificate for all his shares without payment of any charges;</li> <li>b. several certificates, each for one or more of his shares, subject to such conditions and upon payment of such charges as specified by the Board from time to time.</li> </ol> <p>(ii) Every share certificate shall specify the shares to which it relates and the amount paid thereon.</p> <p>(iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one or several joint holders shall be sufficient delivery to all such holders.</p>
	<b>12.</b>	<p><b>Shares dealt in Depository Mode</b></p> <p>Notwithstanding anything contained in these Articles, a person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the shares to enable the depository to enter in its records the name of such person as the</p>

		beneficial owner of that share.
	<b>13.</b>	<p><b>Issue of new certificate in place of those lost or destroyed.</b></p> <p>If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued subject to such conditions and upon payment of such charges as specified by the Board from time to time.</p>
	<b>14.</b>	<p><b>Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debentures etc.</b></p> <p>The provisions of foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.</p>
	<b>15.</b>	<p><b>Trust not Recognized</b></p> <p>Except as otherwise required by law or provided under these Articles, or as ordered by a Court of competent jurisdiction, the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
	<b>16.</b>	<p><b>Commission for Placing Shares</b></p> <p>(i) The Company may exercise the powers of paying commission conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.</p> <p>(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed under the Act or Rules thereunder.</p> <p>(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way or partly in the other.</p>
	<b>17.</b>	<p><b>Variation of Rights</b></p> <p>(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed under the Act.</p>

		(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
	<b>18.</b>	<p><b>Issue of further shares not to affect rights of existing members.</b></p> <p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking <i>paripassu</i> therewith.</p>
<b>LIEN</b>	<b>19.</b>	<p><b>Company's lien on shares</b></p> <p>(i) The Company shall have a first and paramount lien:</p> <ul style="list-style-type: none"> <li>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</li> <li>(b) on all shares (not being fully paid shares) standing, registered in the name of a member, for all monies presently payable by him or his estate to the Company:</li> </ul> <p>Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The Company's lien, if any on a share shall extend to all the dividends payable and bonuses declared from time to time in respect of such shares.</p>
	<b>20.</b>	<p><b>Enforcing Lien by Sale</b></p> <p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <ul style="list-style-type: none"> <li>(a) unless a sum in respect of which the lien exists is presently payable; or</li> <li>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.</li> </ul>
	<b>21.</b>	<p><b>Authority to Transfer</b></p> <p>(i) To give effect to such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.</p> <p><b>Purchaser to be registered holder</b></p> <p>(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p>



		<p><b>Purchaser not Affected</b></p> <p>(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
	<b>22.</b>	<p><b>Application of Proceeds of Sale</b></p> <p>(i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>
	<b>23.</b>	<p>The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
<b>CALLS ON SHARES</b>	<b>24.</b>	<p><b>Calls</b></p> <p>(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.</p> <p>(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.</p> <p>(iii) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstance.</p> <p>(iv) A call may be revoked or postponed at the discretion of the Board.</p>
	<b>25.</b>	<p>(i) The Board of Directors, may when making a call by resolution determine the date on which such call shall be deemed to have been made not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no such date as aforesaid is fixed the call shall be deemed to have been made on the date on which the resolution of the Board making the call was passed.</p> <p>(ii) A call may be required to be paid by instalments.</p>
	<b>26.</b>	<p><b>Liability of Joint Holders</b></p> <p>The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>
	<b>27.</b>	<p><b>Interest on call</b></p> <p>(i) If a sum called in respect of the shares is not paid before or on the</p>

		<p>day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the date appointed for payment thereof to the time of actual payment at such rate as may be fixed by the Board.</p> <p>(ii) The Board shall be at liberty to waive payment of that interest wholly or in part.</p>
	<b>28.</b>	<p><b>Sums deemed to be calls</b></p> <p>(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p><b>Effect of non-payment of sums</b></p> <p>(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
	<b>29.</b>	<p><b>Payment of calls in Advance</b></p> <p>The Board:</p> <p>(a) may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends; or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.</p>
	<b>30.</b>	<p><b>Part payment not to preclude forfeiture</b></p> <p>Neither a judgment nor a decree in favor 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 share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided in these Articles.</p>
	<b>31.</b>	<p><b>Provisions as to calls to apply</b></p> <p>The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.</p>
<b>TRANSFER OF SHARES</b>	<b>32.</b>	<p><b>Instrument of transfer</b></p>

		<p>(i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.</p> <p>(ii) The transferor shall be deemed to remain a holder of the shares until the name of the transferee is entered in the register of members in respect thereof.</p>
	<b>33.</b>	<p><b>Board may decline to register transfer</b></p> <p>The Board may, subject to the right of appeal conferred by the Act decline to register:</p> <p>(a) the transfer of a share, whether fully paid or not, to a person of whom they do not approve; or,</p> <p>(b) any transfer of shares on which the Company has a lien.</p>
	<b>34.</b>	<p>In case of shares held in physical form, the Board of Directors may also decline to recognize any instrument of transfer unless:</p> <p>(a) the instrument of transfer is in the form and complies with other requirements as prescribed under the Act and Rules thereunder;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p>
	<b>35.</b>	<p>The registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended beyond such period as allowed under the provisions of the Act and Rules thereunder.</p>
	<b>36.</b>	<p>The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
<b>TRANSMISSION OF SHARES</b>	<b>37.</b>	<p><b>Title to shares on death of a member</b></p> <p>(i) In the event of the death of any sole holder, the nominee(s) or legal representatives of such person legally entitled to the shares alone shall be entitled to be recognized by the Company as having any title to the interest of the deceased shareholder(s) in the shares.</p> <p>In the event of death of any one or more of several joint holders, the survivor or survivors alone shall be entitled to be recognized by the Company as having any title to the interest of the deceased shareholder(s) in the shares.</p> <p>Provided that on production of such evidence as to title on such indemnity or other terms as the Board may deem sufficient any person may be recognized as having title to the shares as nominee or legal</p>

		<p>representative of the deceased shareholder.</p> <p>(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
	<b>38.</b>	<p><b>Rights of such persons</b></p> <p>(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject to as hereinafter provided, elect, either:</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(ii) The Board shall, in either case, have the same rights to decline or suspend registration as it would have had if the deceased or insolvent Member had transferred the share before his death or insolvency.</p>
	<b>39.</b>	<p><b>Indemnity to the Company</b></p> <p>The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.</p>
	<b>40.</b>	<p><b>Notice of election by such person</b></p> <p>(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.</p> <p>(ii) If the person aforesaid shall elect to transfer the shares, he shall testify his election by executing a proper instrument of transfer of the share.</p> <p>(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
	<b>41.</b>	<p><b>Rights to dividend etc.</b></p> <p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings or postal ballot resolutions of the Company.</p>

		<p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.</p>
	<b>42.</b>	<p><b>Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures etc.</b></p> <p>The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
	<b>43.</b>	<p><b>Provisions of Articles to apply to shares held in a depository</b></p> <p>Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares, transfer and transmission of shares shall be applicable to shares held in a depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996 or such other regulations for the time being in force.</p>
<b>FORFEITURE OF SHARES</b>	<b>44.</b>	<p><b>Notice may be given non-payment of call or installment</b></p> <p>If a member fails to pay any call, or installment of a call, or any money due in respect of any share on the day appointed for the payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.</p>
	<b>45.</b>	<p><b>Form of notice.</b></p> <p>The notice aforesaid shall:</p> <p>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>(b) shall state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.</p>
	<b>46.</b>	<p><b>Forfeiture of Shares</b></p> <p>If the requirements of any such notice as aforementioned are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.</p>

	47.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
	48.	<p><b>Forfeited shares to be sold etc.</b></p> <p>(i) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.</p> <p>(ii) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
	49.	<p><b>Liability after forfeiture</b></p> <p>(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited share, but shall, notwithstanding the forfeiture, remain liable to pay to the Company, and shall forthwith pay, all monies which at the date of forfeiture were presently payable by him to the Company in respect of the shares, together with interest and other costs in accordance with these Articles.</p> <p>(ii) The liability of such person shall cease if and when the Company receives payment in full of all such monies in respect of the shares.</p> <p>(iii) The Board may, if they think fit, remit the payment of such interest or any part thereof.</p>
	50.	<p><b>Declaration</b></p> <p>(i) A duly verified declaration in writing that the declarant is a Director, manager or secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</p> <p>(ii) The Company may receive the consideration, if any, given for the share on the sale, re-allotment or disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The said transfer shall constitute a good title to the share, in favour of the person to whom the share is sold or disposed of;</p> <p>(iii) The transferee shall thereupon be registered as the holder of the share; and</p> <p>(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.</p>

	<b>51.</b>	<p><b>Non-payment of sums payable at fixed times.</b></p> <p>The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum, which by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.</p>
	<b>52.</b>	<p><b>Set off money</b></p> <p>Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payments of any money due from him, either alone or jointly with any other person to the Company in respect of calls or otherwise.</p>
	<b>53.</b>	<p><b>Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures etc.</b></p> <p>The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>
<b>ALTERATION OF CAPITAL</b>	<b>54.</b>	<p><b>Power to alter share capital</b></p> <p>Subject to the provisions of the Act, the Company may, by ordinary resolution:</p> <ul style="list-style-type: none"> <li>(a) Increase its share capital by such amount as it thinks expedient;</li> <li>(b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum;</li> <li>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
	<b>55.</b>	<p><b>Rights of stockholders</b></p> <p>Where shares are converted into stock:</p> <ul style="list-style-type: none"> <li>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:</li> </ul> <p>Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p>

		<p>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;</p> <p>(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder / member” in these Articles shall include “stock” and “stock-holder” respectively.</p>
	<b>56.</b>	<p><b>Reduction of capital</b></p> <p>The Company may, by resolution as prescribed under the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules:</p> <p>(a) its share capital;</p> <p>(b) any capital redemption reserve account;</p> <p>(c) any securities premium account;</p> <p>(d) any other reserve in the nature of share capital.</p>
	<b>57.</b>	<p><b>Fractional Entitlements</b></p> <p>Whereas a result of any corporate action with respect to the share capital of the Company, including any consolidation of shares of the Company, any member(s) would become entitled to a fraction of a share of the Company, such fractions shall be consolidated (to the extent possible) and the shares resulting therefrom shall be held by any Director(s) or person(s) or Trust(s) or Company(ies) or Partnership Firms or LLP nominated (hereinafter referred as “Trustee”) by the Board in this behalf, in trust for the members so entitled to the said fractions in proportion to their respective entitlements. Fractional share arising from such consolidation will not be rounded off to the nearest whole number. The Trustee may, acting on behalf of the members, sell the shares resulting from consolidation of such fractional entitlements of members, at such price and on such terms and to such person as the Board may deem fit and distribute the net proceeds of the sale in due proportion amongst the members entitled. The Trustee shall be authorized to execute any instrument, deed, document etc. for transfer of shares to the purchaser, or in accordance with the directions of the purchaser. No member shall be entitled to a fraction of a share except in the manner and to the extent stated hereinbefore, and the Company shall not issue any certificate or coupon in respect of such fractional shares.</p>
<b>CAPITALISATION OF PROFITS</b>	<b>58.</b>	<p><b>Capitalisation</b></p> <p>(i) The Company in general meeting may, on the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalise any part of the amount for the</p>



		<p>time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss Account or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in sub-clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividends and in the same proportion.</p> <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in sub-clause (iii) either in or towards:</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up, in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).</p> <p>(iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;</p> <p>(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>
	<p><b>59.</b></p>	<p><b>Powers of the Board for capitalization</b></p> <p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:</p> <p>(a) make all appropriations and applications of the amounts resolved to be capitalised, thereby, and all allotments and issues of fully paid shares or other securities, if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have full power:</p> <p>(a) to make such provisions, by the issue of fractional certificates / coupons or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto</p>

		<p>of their respective proportions of the profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on the existing shares.</p> <p>(iii) Any agreement made under such authority shall be effective and binding on all such members.</p>
<b>BUY BACK OF SHARES OR OTHER SECURITIES</b>	<b>60.</b>	<p><b>Buy-back of shares or other securities</b></p> <p>Notwithstanding anything contained in these articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.</p>
<b>GENERAL MEETINGS</b>	<b>61.</b>	<p><b>Extraordinary general meeting</b></p> <p>All general meetings other than annual general meeting shall be called extraordinary general meeting.</p>
	<b>62.</b>	<p><b>Powers of Board to call an extraordinary general meeting</b></p> <p>(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
<b>PROCEEDINGS AT GENERAL MEETING</b>	<b>63.</b>	<p><b>Quorum</b></p> <p>(i) No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>(ii) The quorum for a general meeting shall be as provided in the Act.</p>
	<b>64.</b>	<p><b>Chairperson</b></p> <p>(i) The Chairperson, if any, of the Board of Directors, shall preside as Chairperson at every general meeting of the Company.</p> <p>(ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.</p>
	<b>65.</b>	<p><b>Directors to elect a Chairperson</b></p> <p>If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.</p>
	<b>66.</b>	<p><b>Members to elect Chairperson</b></p> <p>If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their</p>

		members to be Chairperson of the meeting.
	<b>67.</b>	<p><b>Casting vote of Chairperson in general meetings</b></p> <p>In case of an equality of vote, whether on show of hands or on a poll, the Chairman of the meeting shall have a casting vote in addition to the vote or votes to which he may be entitled as a member.</p>
<b>ADJOURNMENT OF MEETING</b>	<b>68.</b>	<p><b>Adjournment of meeting</b></p> <p>(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting.</p> <p>(iv) Save as aforesaid, and as provided under the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
<b>VOTING RIGHTS</b>	<b>69.</b>	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares:</p> <p>(a) On a show of hands, every member present in person shall have one vote;</p> <p>(b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.</p>
	<b>70.</b>	<p><b>Voting through electronic means</b></p> <p>A member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act and shall vote only once.</p>
	<b>71.</b>	<p><b>Joint Holders</b></p> <p>In the case of joint holders, the vote of the first named of such joint holders who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p>
	<b>72.</b>	<p><b>Members of unsound mind</b></p> <p>A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share(s) shall be cast by his guardian or any of his guardians.</p>
	<b>73.</b>	<p><b>Business may proceed notwithstanding demand for poll</b></p> <p>A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</p>

	<b>74.</b>	<b>Members not entitled to vote</b>  No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid, or in regard to which the Company has exercised any right of lien.
<b>PROXY</b>	<b>75.</b>	<b>Member may vote in person or otherwise</b>  (i) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf. (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
	<b>76.</b>	<b>Form of proxy</b>  An instrument appointing a proxy shall be in such form as prescribed under the Rules.
	<b>77.</b>	<b>Proxy valid after death</b>  A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or of the authority under which the proxy was executed, or revocation of the proxy or transfer of the share in respect of which the proxy is given.  Provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>BOARD OF DIRECTORS</b>	<b>78.</b>	<b>Directors not liable to retire by rotation</b>  The Managing Director or Whole-Time Directors of the Company shall not be liable to retire by rotation, so long as he holds the said office. The Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement by rotation.
	<b>79.</b>	<b>Remuneration of Directors</b>  (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.  (ii) The remuneration payable to the Directors, including any managing or Whole-Time Director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by the Board of Directors / shareholders of Company as

		<p>applicable.</p> <p>(iii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them:</p> <p>(a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>(b) In connection with the business of the Company.</p>
	<b>80.</b>	<p><b>Execution of negotiable instruments</b></p> <p>All cheques, promissory notes, drafts, <i>hundis</i>, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>
	<b>81.</b>	<p><b>Additional Directors</b></p> <p>(i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided that the number of Directors and additional Directors together shall not exceed the maximum strength of the Board in accordance with the provisions of the Act.</p> <p>(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act.</p>
	<b>82.</b>	<p><b>Alternate Directors</b></p> <p>(i) The Board may appoint an alternate Director to act for a Director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate Director for an independent Director unless under the provisions of the Act.</p> <p>(ii) An alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.</p> <p>(iii) If the term of the Original Director is determined before he returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the alternate Director.</p>
	<b>83.</b>	<p><b>Casual Vacancy</b></p> <p>(i) If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.</p>

		(ii) 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 it had not been vacated.
<b>POWERS OF THE BOARD</b>	<b>84.</b>	<p><b>General powers of the Company vested with the Board</b></p> <p>Subject to the provisions of the Act, these Articles and any regulations as may be made by the members in a General Meeting, the general management and control of the Company shall vest in the Board, which may exercise all powers and carry out all acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and which are not by these Articles or by the Act or by the Memorandum or otherwise directed or required to be exercised or done by the Company in general meeting. The Board shall, however, exercise its powers subject to the provisions of the Act, the Memorandum and these Articles and any regulations not inconsistent therewith and duly made thereunder by the Company, but 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>85.</b>	<p><b>Borrowing powers</b></p> <p>Without limiting the foregoing, the Board may from time to time, at their discretion, exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stocks, and other securities whether out-right or as security for any debts, liability or obligation of the Company. Any debentures, debenture-stock, and other securities may be issued at a discount, premium or otherwise and may be issued on condition that the same shall be convertible into shares of any denomination and with any privileges and conditions as to security, redemption, surrender, drawing, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the right of conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting in accordance with the provisions of the Act.</p>
	<b>86.</b>	<p><b>Nominee Director</b></p> <p>A Director nominated or appointed by the Government of India, State Government or any finance or credit Corporation, or financing body or Company (hereinafter referred as “<b>Financial Institution</b>”) under these Articles shall be entitled to attend the General Meetings of the Company as well as the board meetings and the meetings of any committee of which he is a member and shall be entitled to receive all notices of such meetings as also the minutes thereof.</p> <p>The Financial Institution shall have a right to appoint from time to time, any person or persons as a non-executive Director or Directors(which Director or Directors is/are hereinafter referred to as “<b>Nominee Director/s</b>”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.</p> <p>The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the</p>

		<p>Financial Institution, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Financial Institution, such Nominee Director/s shall not be liable to retire by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same, rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Financial Institution and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money's owing by the Company to the Financial Institution are paid off.</p> <p>The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Financial Institution shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the Financial Institution and same shall accordingly be paid by the Company directly to the Financial Institution. Any expenses that may be incurred by the Financial Institution on such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Financial Institution or, as the case may be, to such Nominee Director/s.</p> <p>Provided that if any such Nominee Director/s is an officer of the Financial Institution, the sitting fees, in relation to such Nominee Director/s shall also accrue to the Financial Institution and the same shall accordingly be paid by the Company directly to the Financial Institution.</p>
	<p><b>87.</b></p>	<p><b>Meeting through videoconferencing</b></p> <p>The participation of the Directors in a meeting of the Board may be either in person or through video conferencing or audiovisual means or teleconferencing, or any other means as may be prescribed by the Rules or permitted by law.</p>
	<p><b>88.</b></p>	<p><b>**Appointment of Director by Holding Company</b></p> <p>The shareholders of the Company acknowledge that, notwithstanding anything to the contrary, Indrayani Biotech Limited (Holding Company) has the right, but not an obligation, to appoint majority of the Directors to the Board and may remove or substitute any Director appointed under this Clause at any time and from time to time in its sole discretion, with or without cause. For the avoidance of doubt, a Director appointed under this Clause shall only be removed by Indrayani Biotech Limited, being the shareholder who appointed that Director.</p> <p>The shareholders agree and undertake to exercise their voting rights at any general meeting or Board meeting so as to give effect to the provisions of this Clause.</p>

		<p><b>** The Appointment of Director by holding company clause as mentioned above is passed vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 29<sup>th</sup> December 2023.</b></p>
<b>PROCEEDINGS OF THE BOARD</b>	<b>89.</b>	<p><b>Convening etc. of meetings of the Board</b></p> <ul style="list-style-type: none"> <li>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</li> <li>(ii) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.</li> <li>(iii) The quorum for a Board meeting shall be as provided in the Act.</li> <li>(iv) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing, or such other means as may be prescribed by the Rules or permitted by law.</li> </ul>
	<b>90.</b>	<p><b>Questions how decided</b></p> <ul style="list-style-type: none"> <li>(i) Save as otherwise expressly provided in the Act, any question arising at any meeting of the Board shall be decided by a majority of votes.</li> <li>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</li> </ul>
	<b>91.</b>	<p><b>Directors not to act when number falls below minimum</b></p> <p>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 Actor a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company but for no other purpose.</p>
	<b>92.</b>	<p><b>Election of Chairperson of the Board</b></p> <ul style="list-style-type: none"> <li>(i) The Board may from time to time and at any time appoint one of their body to be the Chairperson of the Board of Directors and determine the period for which he is to hold the said office.</li> <li>(ii) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director, Whole-Time Director or Chief Executive Officer of the Company.</li> <li>(iii) If no such Chairperson is elected or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.</li> </ul>
	<b>93.</b>	<p><b>Delegation of powers</b></p> <ul style="list-style-type: none"> <li>(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. The Board may from time to</li> </ul>



		<p>time revoke, add to or vary any powers so delegated by it to said committees.</p> <p>(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p> <p>(iii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, or any other means as may be prescribed by the Rules or permitted by law.</p>
	<b>94.</b>	<p><b>Election of Chairman of the Committee</b></p> <p>(i) A committee may elect a Chairperson of its meetings, unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.</p> <p>(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p>
	<b>95.</b>	<p><b>Meetings of Committees of the Board</b></p> <p>(i) A committee may meet and adjourn as it thinks fit.</p> <p>(ii) The quorum of a committee may be fixed by the Board of Directors and until so fixed shall comprise of two members.</p> <p>(iii) Questions arising at any meeting of a committee shall be determined by a majority of votes of members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
	<b>96.</b>	<p><b>Validity of acts done by Board or committee thereof</b></p> <p>All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it maybe afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director had been duly appointed and was qualified to be a Director.</p>
	<b>97.</b>	<p><b>Passing of resolution by circulation</b></p> <p>Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.</p>
<b>CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, CHIEF FINANCIAL OFFICER OR COMPANY SECRETARY</b>	<b>98.</b>	<p>Subject to the provisions of the Act:</p> <p>(i) A chief executive officer, chief operating officer, chief financial officer or company secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, chief operating officers, company secretary or chief financial officer so appointed</p>

		<p>may be removed by means of resolution of the Board. The Board may appoint one or more chief executive officers for its multiple business as it deems fit.</p> <p>(ii) A Director may be appointed as chief executive officer, chief operating officer, company secretary or chief financial officer.</p>
	<b>99.</b>	<p>A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a Director and chief executive officer, chief operating officer, company secretary or chief financial officer shall not be satisfied by its being done by or to same person acting both as Director and as, or in place of chief executive officer, manager, company secretary or chief financial officer.</p>
<b>MANAGING DIRECTOR OR WHOLE TIME DIRECTOR</b>	<b>100.</b>	<p><b>Appointment of Managing Director or Whole-Time Director:</b></p> <p>The Board may, from time to time, appoint one or more Directors of the Company as Managing Director(s) or Whole-Time Director(s) of the Company for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.</p>
	<b>101.</b>	<p><b>Power of the Managing Director and/or Whole-Time Director</b></p> <p>The Managing Director and/or Whole-Time Director shall, subject to the provisions of the Act. the Memorandum of Association and these Articles and also subject to the superintendence, control and direction of the Board of Directors, have power to do all acts and things which the Managing Director and/or Whole-Time Director shall think usual, necessary or desirable in the management of the affairs of the Company. Without prejudice to their general powers conferred hereby the Managing Director and/or Whole-Time Director shall have the following powers:</p> <p>(a) To delegate any or all of his powers to any one of the Directors or officers of the Company as he may deem necessary for efficient and speedy conduct of the business or for carrying on the management during his absence or leave as the case may be, and in such cases the delegation is subject to cancellation or modification, the powers exercised by the persons to whom such powers were delegated by the Managing Director, shall hold good for all purposes of these articles. All delegations and cancellations made by the Managing Director on this behalf shall be notified to the Board of Directors for information and approval.</p> <p>(b) The business and management of the Company shall be carried on by them subject to the supervision and control of the Board of Directors.</p> <p>(c) To do all acts, matters and things deemed necessary, proper or expedient for carrying on the business concerns of the company including the power to make all purchases and sales and to enter into all contracts and to execute all agreements and other documents on behalf of the company and to do all other acts and things usually, necessary, expedient or desirable in the management of the affairs of the Company or in carrying out its</p>

		<p>objects.</p> <p>(d) To have power to institute, conduct, defend compromise, refer to arbitration and abandon the legal and other proceedings, claims and disputes in which the Company is concerned and he shall have power and authority to appoint all employees for the purpose of the transaction and management of the affairs and business of the Company or otherwise for the purpose thereof and from time to time to suspend and remove all employees of whatsoever description or he shall think proper with such powers and duties and upon such terms as to the duration of office or employment remuneration or otherwise as he shall think it.</p> <p>(e) To have power to draw, accept, endorse, negotiate on behalf of the company and sell all such Bills of exchange, Promissory notes, hundies, cheques, drafts, Government papers and other instruments as shall be necessary proper of expedient or for carrying on the business of the company.</p> <p>(f) Shall have power to sign receipts and to give effectual discharges and to sign cheques on the funds and monies of the Companies at any Bank or Banks with full authority to him to delegate or sub-delegate all or any Of the powers, authorities and duties for the time being vested in him and he shall also have power to pay the cost, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company and also to make all the necessary expenditure and payments that may be incurred in the course of the conduct and management of the business from time to time.</p> <p>(g) To exercise all such powers and do on behalf of the Company, all such acts and things, as the Company is by its Memorandum of Association or by these Articles or otherwise authorised, to exercise and do and as are not hereby or by Law expressly directed or required to be exercised or done by the Company in General Meeting or by the Board of Directors, as such, but subject nevertheless to the provision of any law and of these Articles and to any regulations from time to time made by the Company in General Meeting, but no regulations so made shall invalidate any prior act of the Managing Director or Whole-Time Director which would have been valid if such regulations have not been made.</p> <p>(h) Receipts signed by the Managing Director and/or Whole-Time Director for any monies or goods or property received in the usual course of business of the Company or any monies goods or property lent to or payable or belonging to the Company shall be effectual discharge on behalf and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the person paying any such money shall not be bound to see the application or be answerable of any misapplication thereof.</p> <p>(i) To be the administrative head of the Company.</p>
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<b>DIVIDENDS AND RESERVES</b>	<b>102.</b>	<p><b>Declaration of Dividends</b></p> <ul style="list-style-type: none"> <li>(i) The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.</li> <li>(ii) The Company in general meeting may declare dividend at a rate lesser than that declared by the Board.</li> </ul>
	<b>103.</b>	<p><b>Interim Dividends</b></p> <p>Subject to the provisions of the Act, the Board may, from time to time, pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.</p>
	<b>104.</b>	<p><b>Reserve funds</b></p> <ul style="list-style-type: none"> <li>(i) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums as it thinks proper</li> </ul>

		<p>as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and, pending such application, may at the like discretion, either be employed in the business of the Company, or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> <p>(ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as reserve.</p>
	<p><b>105.</b></p>	<p><b>Division of profits</b></p> <p>(i) 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.</p> <p><b>Payments in advance</b></p> <p>(ii) No amount paid or credited as paid on a share in advance of calls shall be treated, for the purposes of this regulation, as paid on the share.</p> <p><b>Dividends to be apportioned</b></p> <p>(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividends accordingly.</p>
	<p><b>106.</b></p>	<p><b>Deductions or retentions</b></p> <p>(i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares in the Company.</p> <p>(ii) The Board may at its sole discretion and without being obligated to do so, retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.</p>
	<p><b>107.</b></p>	<p><b>Payment by cheque or warrant</b></p> <p>(i) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>(ii) Every such cheque or warrant shall be made payable to the order</p>

		of the person to whom it is sent.
	<b>108.</b>	<p><b>Receipt of Joint holders</b></p> <p>Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses, or other monies payable in respect of such share.</p>
	<b>109.</b>	<p><b>No interest</b></p> <p>No dividend shall bear interest against the Company.</p>
	<b>110.</b>	<p><b>Transfer of shares shall not pass dividends</b></p> <p>Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.</p>
	<b>111.</b>	<p><b>Waiver of dividends</b></p> <p>The waiver in whole or in part of any dividend on any share(s) by any document shall be effective only if such document is signed by all the member(s) entitled to the share(s) (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.</p>
<b>ACCOUNTS</b>	<b>112.</b>	<p><b>Restriction on inspection by members</b></p> <p>No member (not being a Director) shall have any right of inspecting any books of account or books and papers or documents of the Company except as conferred by law or authorized by the Board</p>
<b>STATUTORY REGISTERS ETC. AND INSPECTION THEREOF</b>	<b>113.</b>	<p>(i) The Company shall keep and maintain statutory registers and records such as register of charges, register of members, register of debenture holders, register of any other security holders, annual returns, register of loans, guarantees, security and acquisitions, register of investments not held in its own name, register of contracts and arrangements etc. at the registered office of the Company or at such other place, if allowed by the Act or the Rules thereunder, as may be approved by the Board.</p> <p>(ii) Any statutory register or record which is required to be open for inspection by any member or other person, shall be open for inspection:</p> <p>(a) At the place where they are maintained, or any other place as approved by the Board subject to the provisions of the Act or Rules thereunder;</p> <p>(b) Upon payment of such fees, if allowed to be charged by the provisions of the Act or Rules thereunder, as may be stipulated by the Board from time to time;</p> <p>(c) during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays, unless the Act or the Rules require them to be open for inspection beyond such hours.</p> <p>(iii) Wherever, in accordance with the provisions of the Act or any law in force, a member or other person is entitled to be furnished with</p>

		<p>a copy or extract of any documents, records, registers etc. maintained by the Company, including but not limited to books containing minutes of general meetings of the Company, then, such member shall, upon request, be provided with a copy of extract of such document, record, register etc. upon payment of such amount for each page or part of any page, as specified by the Board of Directors of the Company.</p>
	<b>114.</b>	<p><b>Foreign register</b></p> <p>(i) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it thinks fit respecting the keeping of any such register.</p> <p>(ii) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, <i>mutatis mutandis</i>, as is applicable to the register of members.</p>
<b>SERVICE OF DOCUMENTS AND NOTICE</b>	<b>115.</b>	<p><b>Members duty to notify address</b></p> <p>Each registered holder of shares shall from time to time notify in writing to the Company some place in India to be registered as his address and such registered place or address shall for all purposes be deemed his place of residence.</p>
	<b>116.</b>	<p><b>Notice to joint holders</b></p> <p>A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the Register of Members in respect of the share.</p>
	<b>117.</b>	<p><b>Winding up</b></p> <p>Subject to the provisions of applicable laws:</p> <p>(i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>

<p style="text-align: center;"><b>INDEMNITY</b></p>	<p style="text-align: center;"><b>118.</b></p>	<p><b>Indemnity</b></p> <p>(i) Subject to the provisions of the Act, every Director, manager, secretary, or other officer for the time being of the Company shall be indemnified by the Company against all costs, losses and expenses which any such Director, manager, secretary or other officer may incur or become liable to by reason of any contract entered into or act or deed done, concurred in or omitted in or about the execution of his duty or supposed duty in his office or advise except such (if any) as he shall incur through his own willful neglect or default respectively and no such Director, manager, secretary or officer shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers, or other persons with whom any money or assets belonging to the Company shall or may be lodged or deposited for safe custody or for any loss, misfortune or damage which may happen in the execution of his office or advice in relation thereto unless the same shall happen by or through his own willful neglect or default.</p> <p>(ii) Subject as aforesaid the Director, manager, secretary, or other officer of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application in which relief is given to him by the Court.</p> <p>(iii) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or formers and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>
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## SECTION XV – 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 the Company or entered into more than two years before the date of filing the Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company, copies of which will be attached to the copy of the Red Herring Prospectus/Prospectus, will be delivered to the Registrar of Companies, for registration and will also be available on our website [www.ennutrica.com](http://www.ennutrica.com). Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered Office between 10.00 am and 5.00 pm on all Working Days from the date of Red Herring Prospectus until the Bid/ Issue Closing Date.

#### **A. Material Contracts for the Issue**

1. Memorandum of understanding dated December 29, 2023, executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar Agreement dated December 29, 2023, executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated December 29, 2023, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated May 27, 2024, executed between our Company, Book Running Lead Manager, Syndicate Members, Banker(s) to the Issue and the Registrar to the Issue.
5. Syndicate Agreement dated May 27, 2024 among our Company, the Book Running Lead Manager, the Syndicate Members, and the Registrar to the Issue.
6. Underwriting Agreement dated December 29, 2023, executed between our Company and the Underwriter.
7. Tripartite agreement dated December 21, 2023 entered into among the NSDL, our Company and Registrar to the Issue.
8. Tripartite agreement dated December 5, 2023, entered into among the CDSL, our Company and Registrar to the Issue.

#### **B. Material Documents**

1. Certified copies of updated MoA and AoA, updated from time to time.
2. Certificate of incorporation dated September 29, 2010 issued to our Company by the Registrar of Companies, Tamil Nadu at Coimbatore.
3. Fresh certificate of incorporation dated December 27, 2023 issued to our Company by the Registrar of Companies, Tamil Nadu at Coimbatore pursuant to conversion of our Company from a private limited company to a public limited company and consequential change in our name from '*Dindigul Farm Product Private Limited*' to '*Dindigul Farm Product Limited*'.
4. Resolutions of the Board of Directors December 28, 2023 and Shareholders dated May 10, 2024 respectively in relation to the Issue and other related matters.
5. Copy of Audited Financial Statements for the period ended on December 23, 2023 and the financial year ended on March 2023, 2022 and 2021.

6. Statutory Auditors Report dated December 28, 2023 on the Restated Financial Statements for the period ended December 23, 2023 and financial years ended March 31 2023, March 31, 2022 and March 31, 2021.
7. The statement of possible tax benefits dated May 29, 2024 from our Statutory Auditors.
8. Copy of Certificate from Venkatesh & Co., Chartered Accountants dated May 29, 2024 regarding the source and deployment towards the objects of the Issue.
9. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Bankers to the Company, Legal Advisor to the Issue, the Book Running Lead Manager Registrar to the Issue, Banker to the Issue, Market Maker and Underwriter to the Issue to act in their respective capacities.
10. Certificate on KPI's issued by our statutory auditors namely M/s. Venkatesh & Co. Chartered Accountants dated December 29, 2023.
11. Due Diligence Certificate dated December 30, 2023 for Draft Red Herring Prospectus, and Due Diligence Certificate from Book Running Lead Manager dated June 12, 2024 for Red Herring Prospectus addressed to BSE from the Book Running Lead Manager.
12. Approval from BSE vide letter dated May 24, 2024 to use the name of BSE Limited in the Red Herring Prospectus & Prospectus for listing of Equity Shares on the BSE SME (SME Platform) of the BSE Limited.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## **DECLARATION**

We hereby declare that all relevant provisions of the Companies Act 2013 and the 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 Red Herring 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 Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

A handwritten signature in black ink, appearing to read 'R. Rajasekaran', is written over a horizontal line.

**RAJU RAJASEKARAN**

**(Chairman and Managing Director)**

Place: Dindigul

Date: June 12, 2024

## **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 Red Herring 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 Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**



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**RAJADHARSHINI RAJASEKARAN**

**(Non-Executive Director)**

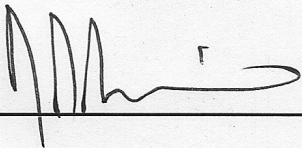
Place: Dindigul

Date: June 12, 2024

## 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 Red Herring 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 Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**



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**Rajappan Ravi**  
**(Non-Executive and Non-Independent Director)**  
Place: Chennai  
Date: June 12, 2024

## 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 Red Herring 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 Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**

*N. M. Ranganathan*

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**Nangavaram Mahadevan Ranganathan**  
**(Independent Director)**

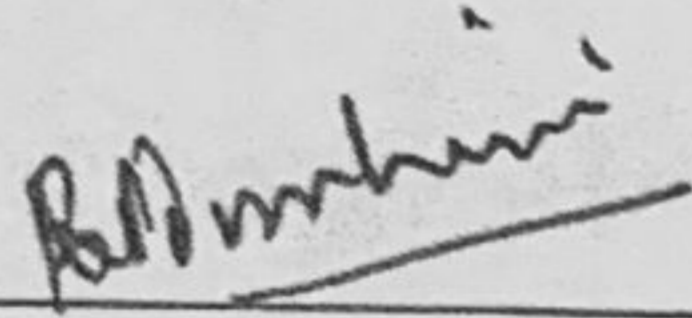
Place: Chennai

Date: June 12, 2024

## 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 Red Herring 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 Red Herring Prospectus are true and correct.

**SIGNED BY DIRECTOR OF OUR COMPANY**



**Bokara Nagarajan Padmaja Priyadarshini**  
**(Independent Director)**

Place: Chennai

Date: June 12, 2024

## 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 Red Herring 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 Red Herring Prospectus are true and correct.

SIGNED BY KMP OF OUR COMPANY



**Ganesan Velvizi**  
**(Chief Financial Officer)**

Place: Dindigul

Date: June 12, 2024



## **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 Red Herring 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 Red Herring Prospectus are true and correct.

### **SIGNED BY CS OF OUR COMPANY**



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**Gurunathan Uma Kanth Narayanan**  
**(Company Secretary and Compliance Officer)**

Place: Dindigul

Date: June 12, 2024