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NFP SAMPOORNA FOODS LIMITED
(Formerly Known as M/s. Nut and Food Processor)
CIN: U10793HR2023PLC117207

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
C/O Ashok Gupta Nathupur, P.S.Rai, Sonipat, Haryana, India, 131029.	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015	Yashita Vasan Company Secretary and Compliance Officer	E-mail: compliance@sampoornanuts.com Ph. No.- +91 9643829587	www.sampoornanuts.com

PROMOTERS OF THE COMPANY

Praveen Goel, Anju Goel and Yash Vardhan Goel are the Promoters of the Company.

DETAILS OF THE ISSUE

TYPE	FRESH ISSUE SIZE(IN ₹ LAKHS)	TOTAL ISSUE SIZE	ELIGIBILITY
Fresh Issue	Issue of upto 24,41,115 equity shares upto ₹[•] Lakhs	₹ [•] Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI (ICDR) Regulations. As the Company's post issue paid up capital is less than or equal to ten crore rupees

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, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “**Basis for Issue Price**” beginning on page 72, should not be considered 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus.


ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.


LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge platform of National Stock Exchange of India Limited (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principal Approval Letter dated [•] from NSE Emerge for using its name in this offer document for listing of our shares on the NSE Emerge. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 3DIMENSION CAPITAL SERVICES LIMITED	Pankaj Khetan	Ph. No.: +91 9999883792 E-mail: delhi@3dcs.com

REGISTRAR TO THE ISSUE

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
 SKYLINE FINANCIAL SERVICES PRIVATE LIMITED	Anuj rana	Telephone: 011 2681 2683 E-mail: ipo@skylinerta.com

ISSUE PROGRAMME

ANCHOR INVESTOR BID/ISSUE PERIOD*: [•]	BID/ISSUE OPENS ON*: [•]	BID/ISSUE CLOSES ON**:[•]***
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*Our Company may in consultation with the BRLM may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

**Our Company may, in consultation with the BRLM, 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.

***The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.



NFP SAMPOORNA FOODS LIMITED
(Formerly Known as M/s. Nut and Food Processor)
CIN: U10793HR2023PLC117207

Our Company was incorporated as NFP Sampoorna Foods Limited is registered under the Companies Act, 2013 vide Certificate of Incorporation dated December 13, 2023 bearing Corporate Identification Number U10793HR2023PLC117207 issued by the Registrar of Companies, Central Registration Centre. Prior to this, we operated as a partnership firm named “M/s Nut and Food Processor”, registered as a partnership firm under the Partnership Act, 1932 (“Partnership Act”) Subsequently, our Partnership was converted into a public limited Company pursuant to resolution passed by our Partners at the Meeting held on October 28, 2023 and consequently the name of our Company was changed to “NFP Sampoorna Foods Limited”. Please refer to chapter titled “**History and Corporate Structure**” beginning on page no. 131 of this Draft Red Herring Prospectus.

Registered office: C/O Ashok Gupta Nathupur Sonipat P.S Rai, Sonipat, Haryana, 131029, India.

Corporate office: Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015.

Ph. No. - +91 9643829587; **Website:** www.sampoornanuts.com; **E-Mail:** compliance@sampoornanuts.com

Contact Person: Yashita Vasani, Company Secretary and Compliance Officer

Promoters of our Company: Praveen Goel, Anju Goel and Yash Vardhan Goel.

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 24,41,115 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF NFP SAMPOORNA FOODS LIMITED (“OUR COMPANY” OR “NFP” OR “NSFL” OR “THE ISSUER”) AT AN ISSUE PRICE OF ₹[•] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹[•] LAKHS (“PUBLIC ISSUE”) OUT OF WHICH [•] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[•] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [•] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[•] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[•] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [•] AND [•] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [•] EDITION OF [•] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [•] EDITION OF [•] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND HARYANA EDITION OF [•], REGIONAL NEWSPAPER (HINDI BEING THE REGIONAL LANGUAGE OF HARYANA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (“NSE EMERGE”) FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 214 OF THIS DRAFT RED HERRING PROSPECTUS.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, 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 website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”, the “QIB Portion”), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net 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. However, if the aggregate demand from Mutual Funds is less than 5% 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% 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 ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount (“ASBA”) process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Issue Procedure” beginning on page 227 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “**Basis for Issue Price**” beginning on page 72 should not be considered 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 nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Equity Shares offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited i.e., NSE Emerge. Our Company has received ‘In-principle’ approval from the NSE Emerge for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated [•]. For the purpose of the Issue, the Designated Stock Exchange shall be National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER



3DIMENSION CAPITAL SERVICES LIMITED
K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, South Delhi, New Delhi, Delhi-110048
Ph. No.: +91 9999883792
Email: delhi@3dcs1.com
Investor Grievances Email id- grievance@3dcs1.com
Website: www.3dcs1.com
SEBI Registration: INM000012528
Contact Person: Pankaj Khetan

REGISTRAR TO THE ISSUE



SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153 A, 1st Floor Okhla Industrial Area, Phase-I New Delhi – 110020 Delhi, India
Tel No.: 011 2681 2683
Fax: 011 2681 2682
Website: www.skylinerta.com
E-Mail: ipo@skylinerta.com
Investor Grievance Email: grievances@skylinerta.com
Contact Person: Anuj Rana
SEBI Reg. No.: INR000003241

ISSUE PROGRAMME

ANCHOR INVESTOR BID/ISSUE PERIOD: [•]*

BID/ISSUE OPENS ON: [•]*

BID/ISSUE CLOSES ON: [•]**

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

**Our Company may, in consultation with the BRLM, 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.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms not defined but used in the chapters titled **“Statement of Possible Tax Benefits”**, **“Restated Financial Statements”**, **“Outstanding Litigations and Material Developments”**, **“Key Industry Regulations”** and section titled **“Main Provisions of the Articles of Association”** beginning on page 80, 157, 195, 122 and 257 respectively of this Draft Red Herring Prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
“NFP”, “NSFL”, “NFP Sampoorna”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”.	NFP Sampoorna Foods Limited, a public limited company incorporated under the Companies Act, 2013 and having Registered Office at C/O Ashok Gupta Nathupur Sonipat P.S. Rai, P.S. Rai, Haryana, India, 131029 and Corporate Office at Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015.
We/ us/ our / Group	Unless the context otherwise indicates or implies, refers to our Company.
You/ your or yours	Prospective Investors in this Issue.
Our Promoters	Praveen Goel, Anju Goel and Yash Vardhan Goel.
Promoter Group	Companies, Individuals and entities (other than companies) as defined under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 which is provided in the chapter titled “Our Promoters and Promoter’s Group” .

COMPANY RELATED TERMS

Term	Description
Articles / Articles of Association / AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of our Company, constituted on June 13, 2024 in accordance with Section 177 of the Companies Act, 2013, For details refer section titled “Our Management” beginning on page 135 of this Draft Red Herring Prospectus.
Auditor of our Company / Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being M/s Ajay K. Kapoor & Company, Chartered Accountants holding a valid peer review certificate as mentioned in the section titled “General Information” beginning on page 44 of this Draft Red Herring Prospectus.
Bankers to the Company	HDFC Bank Ltd
Board of Directors / Board / BOD	The Board of Directors of NFP Sampoorna Foods Limited unless otherwise specified.
Companies Act	The Companies Act, 2013, as amended from time to time.
Corporate Office	Office at Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015

Term	Description
CIN	Corporate Identification Number of our Company i.e. U10793HR2023PLC117207.
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Anil Kumar Gupta.
Company Secretary and Company Officer	The Company Secretary and Company Officer of our Company, being Yashita Vasani.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of Our Company.
ED	Executive Director
Group Company	Group Company as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, "Group Company shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in "Our Group Company" beginning on page 154 of this Draft Red Herring Prospectus.
Independent Director	A Non-Executive Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	INE0T1501010
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" beginning on page 135 of this Draft Red Herring Prospectus.
Key Performance Indicators" or "KPIs"	Key financial and operational performance indicators of our Company, as included in "Basis for Issue Price" beginning on page 98 of this Draft Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board on June 13, 2024 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MD	Managing Director.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee, constituted on June 13, 2024 in accordance with Section 178 of the Companies Act, 2013. For details refer section titled "Our Management" beginning on page 135 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRI/ Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Regulation, 2000.
Peer Review Auditors	Auditor having a valid Peer Review certificate in our case being M/s. Ajay K. Kapoor & Company, Chartered Accountants, as mentioned in the section titled "General Information" beginning on page 44 of this Draft Red Herring Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	Shall mean promoters of our Company i.e., Praveen Goel, Anju Goel and Yash Vardhan Goel. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page 148 of this Draft Red Herring Prospectus.

Term	Description
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoters and Promoter Group” beginning on page 148 of this Draft Red Herring Prospectus.
Registered Office	The Registered office of our Company located at C/O Ashok Gupta Nathupur Sonipat P.S. Rai, P.S. Rai, Haryana, India, 131029.
Restated Financial Statements	The Restated Financial Statements of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period ended 31 st March, 2024 and 20 th December 2023 and for the year ended on March 31, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC/Registrar of Companies	Registrar of Companies, NCT of Delhi & Haryana.
Shareholders	Shareholders of our Company.
Stock Exchange	Unless the context requires otherwise, refers to, NSE Limited.
Subscriber to MOA/Initial Promoters	Initial Subscriber to MOA & AOA/Initial Promoters being Praveen Goel, Anju Goel and Yash Vardhan Goel.
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee, constituted on June 13, 2024 in accordance with Section 178 of the Companies Act, 2013. For details refer section titled “Our Management” beginning on page 135 of this Draft Red Herring Prospectus.
WTD	Whole-Time Director of our Company, being Anju Goel

KEY PERFORMANCE INDICATORS

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Return on Equity Ratio	Return on equity (ROE) is a measure of financial performance.
Return on Capital Employed	Return on capital employed is a financial ratio that measures our company’s profitability in terms of all of its capital.
Net fixed asset turnover ratio	Net fixed asset turnover ratio is indicator of the efficiency with which our company is able to leverage its assets to generate revenue from operations.
Current Ratio	The current ratio is a liquidity ratio that measures our company’s ability to pay short-term obligations or those due within one year.
Net profit ratio	Net Profit Margin (also known as “Profit Margin” or “Net Profit Margin Ratio”) is a financial ratio used to calculate the percentage of profit our company produces from its total revenue.

ISSUE RELATED TERMS

Term	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Red Herring Prospectus.
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf.

Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹200 Lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/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 RedHerring Prospectus and the Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	The date one Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price 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 the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Basis of Allotment	The basis on which equity shares will be allotted to successful applicants under the Issue and which is described in the section “ Issue Procedure - Basis of allotment ” beginning on page 227 of this Draft Red Herring Prospectus.
Bankers to the Issue, Sponsor and Refund Banker	[●].
Bidding Centers	Centers at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centers for Registered Brokers, Designated RTALocations for RTAs and Designated CDP Locations for CDPs.

Bid	An indication to make an Issue during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
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 [●], all editions of Hindi national newspaper [●] and Haryana edition of Regional newspaper [●] 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 BRLM, may, consider closing the Bid/Issue Period for QIBs One Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p>
Bid/ Issue Opening Date	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 [●], all editions of Hindi national newspaper [●] and Haryana edition of Regional newspaper [●] 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.
Bid/ Issue Period	<p>Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR, Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.</p> <p>Our Company, in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.</p> <p>In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.</p>
Bidder/ Investor	Any prospective investor who makes a bid for Equity Shares in terms of this Draft Red Herring Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.

Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, And which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being 3Dimesnsion Capital Services Limited. SEBI Registered Category I Merchant Banker.
Bidding	The process of making a Bid.
Business Day	Monday to Friday (except public holidays).
Broker Centers	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut-off Price	The Issue Price, finalised by our Company in consultation with the Book Running Lead Managers, 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 and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Draft Red Herring Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com .
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com .
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father / husband, investor status, occupation and Bank Account details.

Designated Intermediaries/ Collecting Agent	The members of the Syndicate, sub-syndicate / agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
DP ID	Depository Participant's Identity Number.
Designated Market Maker	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated August 29, 2024 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited ("NSE EMERGE")
Engagement Letter	The Engagement letter dated January 16, 2024 executed between Issuer and BRLM.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Equity Shares	Equity Shares of our Company of face value ₹10.00 each.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of NSE	The EmERGE Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE EmERGE on October 14, 2011.
Escrow Account	Accounts opened with the Banker to the Issue.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) 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.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI.
GIR Number	General Index Registry Number.

Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering.
Issue / Issue Size /Public Issue	Public issue of upto 24,41,115 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 and [●] Equity Shares of face value ₹10 each for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs will be reserved for the subscription by the Market Maker.
Issue Closing Date	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●].
Issue Opening Date	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●].
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Red Herring Prospectus, being ₹[●] (including share premium of ₹[●] per Equity Share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 65 of this Draft Red Herring Prospectus.
BRLM /Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being 3Dimension Capital Services Limited.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of NSE Emerge.
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹[●] each aggregating to ₹[●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹10 each at ₹[●] per Equity Share including share premium of ₹[●] per Equity Share aggregating to ₹[●] Lakhs by NFP Sampoorna Foods Limited.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10.00 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 proceeds from the Issue less the Issue related expenses applicable to the Fresh Issue.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors/ Applicant	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than ₹2,00,000/-.
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all Retail payments in India. It has been set up with the guidance and support of the Reserve Bank of

	India (RBI) and Indian Banks Association (IBA).
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
Non-Retail Portion including Qualified Institution Buyers(NRII)	The remaining portion of the Net Offer, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBIICDR Regulations.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Price Band	<p>The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof.</p> <p>The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Book Running Lead Managers, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and regional edition of [●], where our Registered and Corporate Office is located, each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.</p>
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors
Qualified Institutional Buyers/ QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Refund Account (s)	Account(s) opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited.
Registrar Agreement	The agreement dated June 29, 2024 entered into between our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.

Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹2,00,000/-
Registered Broker	Stock-brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI;
Retail Portion	The portion of the Net Issue at least 35% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). 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 can revise their Bid during the Issue Period or withdraw their Bids until Bid / Issue Closing Date.
SEBI SCORES	SEBI Complaints Redress System, a centralized web-based complaints redressal system launched by SEBI.
SEBI Master Circular	The SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations interms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Issue Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Self-Certified Syndicate Bank(s) /SCSB(s)	<p>The banks registered with SEBI, offering services, (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to ASBA through the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.</p> <p>In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively, as updated from time to time.</p>

SME Exchange/NSE EMERGE	SME Platform of the NSE i.e. NSE EMERGE. SME Platform of NSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations.
Specified Locations	The Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs only ASBA Forms with UPI.
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi.
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	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 a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time. i.e. 3Dimension Capital Services Limited.
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●].
Unified Payments Interface (UPI)	Unified payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion, and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹500,000 in the Non-Institutional Portion. 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 the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a Syndicate Member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).

UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI 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 any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Willful Defaulter or Fraudulent	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial
Borrower	Institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Draft RedHerring Prospectus are open for business: 1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
APEDA	Agricultural and Processed Food Products Export Development Authority
BSM	Buyer-Seller Meet
B2B	Business-to-Business
B2C	Business-to-Consumer
CEPCI	Cashew Export Promotion Council of India
CNSL	Cashew Nutshell Liquid
DAC&FW	Department of Agriculture, Cooperation and Farmers Welfare
DCCD	Directorate of Cashew nut & Cocoa Development
DFTP	Duty-Free Tariff Preference
DW	Dessert wholes cashew
LDC	Least Developed Countries

MT	Million Tonnes
MAI	Market Access Initiative
NHB	National Horticulture Board
RCN	Raw Cashew Nut
RKVY	Rashtriya Krishi Vikas Yojana
SION	Standard Inputs Output Norms
SW	Scorched Wholes

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATION

Term	Description
A/c	Account.
Act or Companies Act	Companies Act, 2013, as amended from time to time.
AGM	Annual General Meeting.
AIF	Alternative Investment Fund
AO	Assessing Officer.
ASBA	Application Supported by Blocked Amount.
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
AY	Assessment Year.
BG	Bank Guarantee.
CAGR	Compounded Annual Growth Rate.
CAN	Confirmation Allocation Note.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
CIT	Commissioner of Income Tax.
CRR	Cash Reserve Ratio.
Depositories	NSDL and CDSL.
Depositories Act	The Depositories Act, 1996 as amended from time to time.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
DIN	Director's identification number.
DP/ Depository Participant	A Depository Participant as defined under the Depository Participant Act, 1996.
DP ID	Depository Participant's Identification.
DPIIT	Department for Promotion of Industry and Internal Trade
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization.
ECS	Electronic Clearing System.
EGM	Extra-ordinary General Meeting.
EPS	Earnings Per Share i.e., profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year.
Financial Year / Fiscal Year / FY	The period of twelve months ended March 31 of that particular year.
FCNR	Foreign Currency Non-Resident Accounts
FDI	Foreign Direct Investment.
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder and as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended.
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board.
FPI	Foreign Portfolio Investment
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.

GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product.
GIR Number	General Index Registry Number.
Gov/ Government/GoI	Government of India.
HUF	Hindu Undivided Family.
IFRS	International Financial Reporting Standard.
ICSI	Institute of Company Secretaries of India.
ICAI	Institute of Chartered Accountants of India.
Indian GAAP	Generally Accepted Accounting Principles in India.
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
I.T. Act	Income Tax Act, 1961, as amended from time to time.
ITAT	Income Tax Appellate Tribunal.
INR/ Rs. / Rupees / ₹	Indian Rupees, the legal currency of the Republic of India.
Ltd.	Limited.
Pvt. Ltd.	Private Limited.
MCA	Ministry of Corporate Affairs.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 as amended.
MOF	Ministry of Finance, Government of India.
MOU	Memorandum of Understanding.
NA	Not Applicable.
NAV	Net Asset Value.
NEFT	National Electronic Fund Transfer.
NOC	No Objection Certificate.
NR/ Non-Residents	Non-Resident.
NRE Account	Non-Resident External Account.
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations.
NRO Account	Non-Resident Ordinary Account.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
P.A.	Per annum.
P/E Ratio	Price/ Earnings Ratio.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PIO	Person of Indian Origin.
PLR	Prime Lending Rate.
R & D	Research and Development.
RBI	Reserve Bank of India.
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time.
RoNW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SAT	Security appellate Tribunal.
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCSBs	Self-Certified Syndicate Banks.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI LODR Regulations/ SEBI LODR / LODR	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time.
Sec.	Section.
Securities Act	The U.S. Securities Act of 1933, as amended.
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprises.
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time.
State Government	The Government of a State of India.
Stock Exchanges	Unless the context requires otherwise, refers to, the NSE EMERGE
STT	Securities Transaction Tax.
TDS	Tax Deducted at Source.
TIN	Tax payer Identification Number.
TRS	Transaction Registration Slip.
UIN	Unique Identification Number.
U.S. GAAP	Generally accepted accounting principles in the United States of America.
VCFs	Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations. In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.

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

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association of Our Company*”, “*Statement of Possible Tax Benefits*”, “*Industry Overview*”, “*Regulations and Policies*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*”, will have the meaning ascribed to such terms in these respective sections.

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("IST").

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

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

FINANCIAL DATA

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated audited financial statements for the period ended 31st March, 2024 and 20th December 2023 and for the year ended on March 31, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in the Draft Red Herring Prospectus, and set out in the section titled "**Restated Financial Statements**" beginning on page 157 of the Draft Red Herring Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

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

Any percentage amounts, as set forth in the sections / chapters titled "**Risk Factors**", "**Business Overview**" and "**Management's Discussion And Analysis Of Financial Position And Results Of Operations**" beginning on page 25, 95 and 191 respectively of this Draft Red Herring Prospectus and elsewhere in the Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

CURRENCY AND UNITS OF PRESENTATION

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

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

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

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

been, or can be converted into Indian Rupees, at any particular rate.

INDUSTRY AND MARKET DATA

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

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

EXCHANGE RATES

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

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

Currency	Exchange Rate as on March 31, 2024*	Exchange Rate as on March 31, 2023	Exchange Rate as on March 31, 2022
1 USD	83.37	82.22	75.81
1 Euro	90.22	89.61	84.66

* Note: The exchange rates for March 31, 2024, and March 30, 2024, are unavailable due to the weekend (Saturday and Sunday, respectively). Since March 29, 2024, was a public holiday, we will use the exchange rate as on March 28, 2024 for all relevant references.

Note:

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

Source: www.fbil.org.in.

DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 257 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

FORWARD LOOKING STATEMENTS

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

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

- The overall economic conditions in the markets where we operate, including local, regional, national, and international economies, can impact our business;
- Existing and new competitors might negatively affect our revenue and profitability;
- Political instability or changes in government could impact the economic situation in India and potentially affect our business;
- Our business performance heavily relies on the market demand and supply for our products or services;
- Changes in regulations or policies by national, state, or local governments in India could negatively impact our business performance;
- If India's debt rating is downgraded by any rating agency, it could harm our business and investment returns;
- Changes in government policies or the political landscape in India could adversely affect our company's business and operations;
- Natural or man-made disasters could negatively impact our financial results and overall condition;
- Our ability to expand our geographical area of operation;

For further discussion of factors that could cause the actual results to differ from the expectations, see the sections/chapters “*Risk Factors*”, “*Business Overview*” and “*Management's Discussion and Analysis of Financial Position and Results of Operations*” beginning on page 25, 95 and 191 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

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

SECTION II - SUMMARY OF ISSUE DOCUMENT

The following is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Business Overview”, “Our Promoters and Promoter Group”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Outstanding Litigation and Material Developments”, “Issue Procedure” and “Main Provisions of The Articles Of Association” beginning on pages 25, 39, 55, 65, 84, 95, 148, 157, 191, 195, 227 and 257 respectively.

SUMMARY OF OUR BUSINESS

NFP Sampoorna Foods Limited, incorporated on December 13, 2023, under the Companies Act, 2013, converted from a partnership firm named M/s Nut and Food Processor, established in 2019. The company processes raw cashew nuts into finished cashew kernels of various grades, importing raw materials from Africa and also supplying cashew husk to other customers. It maintains stringent quality control, holding ISO 9001:2015 and ISO 22000:2018 certifications. The company trades cashews in both B2B and B2C markets, selling to wholesalers and consumers, and focuses on procuring high-quality raw cashew nuts to provide top-quality products.

For more details, please refer chapter titled “Business Overview” beginning on page 95 of this Draft Red Herring Prospectus.

SUMMARY OF OUR INDUSTRY

CASHEW INDUSTRY

The global cashew market, valued at USD 7.82 billion in 2024, is projected to reach USD 9.20 billion by 2029, growing at a 3.31% CAGR. India's cashew market, a significant subset, is expected to grow from USD 2.40 billion to USD 2.9 billion in the same period at a 3.80% CAGR. Driven by health consciousness and plant-based diet trends, cashews are gaining popularity as nutritious snacks and ingredients. Global production reached 3.85 million metric tons in 2022, with Côte d'Ivoire, India, and Vietnam leading. India cultivates cashews on 0.7 million hectares, producing 0.8 million tons annually. The industry employs 1.5 million people in India and contributes significantly to foreign exchange. Recent trends include a shift towards flavored and value-added cashew products, with innovations in milk substitutes and vegan alternatives, despite challenges from cheaper snack options.

For more details, please refer chapter titled “Industry Overview” beginning on page 84 of this Draft Red Herring Prospectus.

OUR PROMOTERS

The Promoters of our company is Praveen Goel, Anju Goel and Yash Vardhan Goel. For detailed information on our Promoter and Promoter group, please refer to Chapter titled “Our Promoter and Promoter’s Group” on page no. 148 of this Draft Red Herring Prospectus.

SIZE OF ISSUE

The following table summarizes the details of the Issue. For further details, see “The Issue” and “Issue Structure” beginning on page 39 and 222 respectively.

Issue of Equity Shares	Up to 24,41,115 Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹[●] Lakhs.
Out Of which:	
(i) Fresh Issue ⁽¹⁾	Up to 24,41,115 Equity Shares aggregating up to ₹ [●] Lakhs.
Of which:	
Market Maker Reservation Portion	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity shares aggregating to ₹ [●] Lakhs.
Net Issue	Up to [●] Equity shares of ₹10/- each for cash at a price of ₹[●] per Equity shares aggregating to ₹ [●] Lakhs.

⁽¹⁾ The Issue including the Fresh Issue only and has been authorized by our Board pursuant to resolutions passed at its meetings held on July 05, 2024 and by our Shareholders pursuant to a special resolution passed at their meetings held on July 08, 2024. The Issue and Net Issue shall constitute [●] % and [●] % of the post-issue paid-up Equity Share capital of our Company.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

(₹ in Lakhs)			
Sr. No	Particulars	Amount	% of Total Issue Size
1.	Working capital requirement	1140.75	[●]
2.	General Corporate Expenses	[●]	[●]
3.	Issue Expenses	[●]	[●]
Total*		[●]	100%

*To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 65 of this Draft Red Herring Prospectus.

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

Set forth is the Pre-Issue and Post- Issue shareholding of Our Promoters, Promoter group as a percentage of the paid-up share capital of the Company:

Category of Promoters	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post- Issue Capital
Promoters				
Praveen Goel	31,12,470	50.20%	31,12,470	[●]%
Yash Vardhan Goel	30,87,030	49.79%	30,87,030	[●]%
Anju Goel	100	Negligible	100	[●]%
Promoter Group				
-	-	-	-	-
Total	61,99,600	99.99%	61,99,600	[●]%

SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details of Restated Financials are as follows:

Particulars	For Period ended		As at March 2023	As at March 2022
	21 st December, 2023 to 31 st March, 2024	1 st April 2023 to 20 th December, 2024		
Share Capital	620.00	-	-	-
Net worth ⁽¹⁾	637.10	514.11	854.90	638.78
Total Revenue ⁽²⁾	599.66	1731.25	1674.69	748.69
Profit After Tax (PAT)	17.10	86.64	41.59	(6.39)
Earnings per share (Basic) (In ₹) ⁽³⁾ #	0.99	-	-	-
Earnings per share (Diluted) (In ₹) ⁽³⁾	0.99	-	-	-
Net Asset Value per Equity Share (₹) ⁽⁴⁾	10.28	-	-	-
Total borrowings [^]	853.31	1036.91	-	144.34

⁽¹⁾ **Net Worth** = Restated Equity Share Capital plus Restated Reserves & Surplus.

⁽²⁾ **Total Revenue** = Restated Revenue from operations plus Restated Other Income.

⁽³⁾ **Earnings per share (Basic & Diluted)** = Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period.

(Note: EPS is for the period 20/12/2023 to 31/03/2024) after conversion form partnership to Company.

⁽⁴⁾ **Net Asset Value per Equity Share** = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period.

[^]**Total Borrowings** = Restated Long-Term Borrowings Plus Restated Short-Term Borrowings.

Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

QUALIFICATIONS OF AUDITORS

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, our Promoters, our Directors and our Group Company as on the date of this Draft Red Herring Prospectus is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	NA	NA
Directors						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
Promoters						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	NA	NA	NA	NA	NA
Subsidiary						
By Subsidiary	NA	NA	NA	NA	NA	NA
Against Subsidiary	NA	NA	NA	NA	NA	NA
Group Company						
By Group Company	NA	NA	NA	NA	NA	NA
Against Group Company	NA	NA	NA	NA	NA	NA

For further details, please refer chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 195 of this Draft Red Herring Prospectus.

RISK FACTOR

For details relating to risk factors, please refer section titled “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements for the years ended on March 31, 2022, March 31, 2023 and for the period ended December 20, 2023 and March 31, 2024, no contingent liability exists.

For details, please refer to Section titled “*Restated Financial Statements*” beginning on page 157 of this Draft Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Annexure - 39: Restated Statement of Related Party Disclosures

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

Financial Statements

A. List of Related Parties where Control exists and Relationships

Name of the Related	For the period		For Year Ended	
	21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	31.03.2023	31.03.2022
Deepak Gupta	-	-	-	Partner
Nitish Gupta	-	-	-	Partner
Praveen Goel	Director	Partner	Partner	Partner
Yash Vardhan Goel	Managing Director	Partner	Partner	Partner
Anil Kumar Gupta	-	Partner	-	-
Nisha Gupta	-	Partner	-	-
Sanjay Kumar Garg	-	Partner	-	-
Sudhanshu Shekhar Thakur	-	Partner	-	-
Anju Goel	Whole Time Director	Partner	-	-
Anil Kumar Gupta	CFO	-	-	-
Rajesh Arora	Director	-	-	-
Ankur Sharma	Director	-	-	-
Yashvardhan Foods Industries (Partnership Firm)	Partnership in which directors are partners (Yashvardhan Goel & Praveen Goel)	Partnership in which directors are partners (Yashvardhan Goel & Praveen Goel)	Partnership in which directors are partners (Yashvardhan Goel & Praveen Goel)	-

B. Transaction with Related Parties

(Rs. in lakhs)

Particulars	Name of the Related Parties	For the period		For Year Ended	
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	31.03.2023	31.03.2022
Remuneration	Yash Vardhan Goel	-	-	6.00	-
Remuneration	Anju Goel	0.61	2.17	-	-
Sales	Yashvardhan Foods Industries	294.63	806.33	994.53	-
Purchases	Yashvardhan Foods Industries	52.49	30.69	18.44	-
Loan taken	Praveen Goel	-	410.00	-	-
Loan taken	Yash Vardhan Goel	-	16.18	-	-

Related Party Outstanding Balance as at end:					
Particulars	Name of the Related Parties	For the period		For Year Ended	
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	31.03.2023	31.03.2022
Debtors	YASHVARDHAN FOODS INDUSTRIES	-	286.44	119.52	-
Partner's Remuneration Payable	YASH VARDHAN GOEL	-	-	6.00	-
Directors's Remuneration Payable	ANJU GOEL	0.21	0.14	-	-
Partner Loan	PRAVEEN GOEL	69.12	410.00	-	-
Partner Loan	YASH VARDHAN GOEL	16.18	16.18	-	-
Advance From Customers	YASHVARDHAN FOODS INDUSTRIES	67.75	-	-	-

For details, please refer to chapter titled “**Restated Financial Statements**” beginning on page 157 of this Draft Red Herring Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus set forth in the table below:

Sr. No.	Name of Promoters	No. of Shares acquired in last one year	Weighted Average Cost of Acquisition (in ₹) *
1.	Praveen Goel	31,12,470	10.00
2.	Yash Vardhan Goel	30,87,030	10.00
3.	Anju Goel	100	10.00

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

*As certified by M/s Ajay K. Kapoor & Co., Chartered Accountants vide the certificate dated July 4, 2024.

AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of Promoters	No of Equity Shares held	Average Cost of Acquisition (in ₹) *
1.	Praveen Goel	31,12,470	10.00
2.	Yash Vardhan Goel	30,87,030	10.00
3.	Anju Goel	100	10.00

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

*As certified by M/s Ajay K Kapoor & Co., Chartered Accountants vide the certificate dated July 4, 2024.

DETAILS OF PRE-IPO PLACEMENT

Our Company has not undertaken a pre-IPO placement.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Except as set out below, we have not issued any Equity Shares for consideration other than cash in the last one year.

- 1. Initial Subscribers to the Memorandum of Association of our company- 51,41,152 Equity Shares of face value of ₹10/- each issued.**

Date of Allotment	Face Value (Rs.)	Issue Price (Rs.)	Name of Allottees	No. of Shares Allotted	Nature of Allotment
December 13, 2023	10	10	Praveen Goel	20,53,622	On Subscription to MOA*
December 13, 2023	10	10	Anju Goel	100	On Subscription to MOA*
December 13, 2023	10	10	Yash Vardhan Goel	30,87,030	On Subscription to MOA*
December 13, 2023	10	10	Nisha Gupta	100	On Subscription to MOA*
December 13, 2023	10	10	Anil Kumar Gupta	100	On Subscription to MOA*
December 13, 2023	10	10	Sudhanshu Shekhar Thakur	100	On Subscription to MOA*
December 13, 2023	10	10	Sanjay Kumar Garg	100	On Subscription to MOA*

**Note: M/s Nut and Food Processor" was converted into the public company NFP Sampoorna Foods Limited.*

- 2. Further Allotment on conversion of loan pursuant to conversion of unsecured debt as on February 05, 2024 of 10,58,848 Equity Shares of face value of ₹ 10 each fully paid up at par as per the details given below:**

Date of Allotment	Face Value (Rs.)	Issue Price (Rs.)	Name of Allottees	No. of Shares Allotted	Nature of Allotment
February 5, 2024	10	10	Praveen Goel	10,58,848	By Conversion of Loan into Equity

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in last one year.

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

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

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a better understanding, you should read this section together with “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 95 and 191 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

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

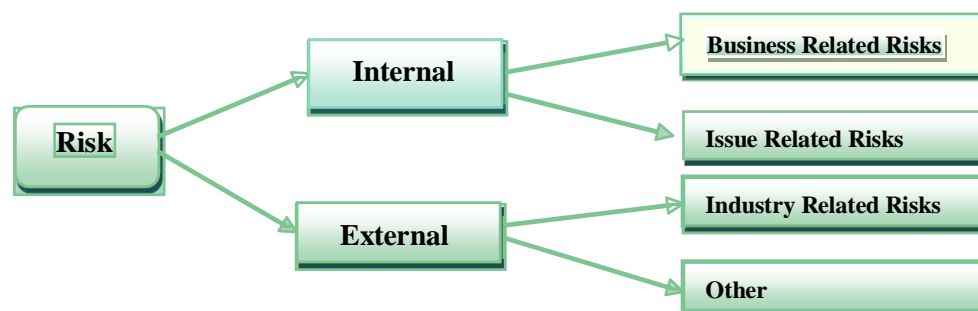
This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere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

In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” beginning on page 25 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 191 respectively of this Draft Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Financial Information of the Company**” prepared in accordance with the Accounting Standards (AS).

MATERIALITY

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

- Some risks may not be material individually but may be found material when considered collectively
- Some risks may not be material at present but may have a material impact in the near future.
- Some risks may have material impact qualitatively and not quantitatively and vice-versa.



INTERNAL RISK FACTORS:

- 1. Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.**

We operate through a single manufacturing facility, exposing us to various operating risks, including equipment breakdowns, industrial accidents, severe weather, and natural disasters. Any significant malfunction or breakdown of our machinery, equipment, or systems may result in costly repairs, delays, and potential suspension of operations until replacement or repair. While we haven't experienced such instances in the last three financial years, we can't guarantee that our Manufacturing Assets won't fail in the future. Our operations also depend on labor availability and good labor relations. As of this Draft Red Herring Prospectus, our employees aren't part of any organized labor unions. However, strikes, lockouts, or labor disputes could still occur, disrupting our operations and potentially harming our business, financial condition, and results. We may also face manufacturing disruptions due to regulatory approval contraventions, requiring us to cease or limit production until disputes are resolved. While we haven't experienced disruptions in the past, we can't assure that our operations won't be disrupted in the future. Our inability to effectively respond to and rectify disruptions in a timely and cost-effective manner could lead to operational slowdowns or shutdowns, under-utilization of facilities, and adverse effects on our business, financial condition, and results.

- 2. We do not own corporate office and Warehouse from which we operate.**

Our Company operates from Leased and rented premises, with our corporate office and warehouse. Our corporate office is situated at Plot No 70 B-3A & B-3B, Ground Floor, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015, while our Warehouse is located at Kila No. 16/19/2/1, Main- road Nathupur, Sonipat P.S. Rai, Sonipat, Haryana 131029. rented premises. We have entered into a lease agreement for the corporate office premises for a period of 36 months commencing from April 01, 2024 for rent of Rs. 85,000 per month. However, there can be no assurance that the lease deed will be continued or renewed for a further period.

Similarly, our warehouse is also located at rented premises, with a separate rent agreement for 24 months w.e.f. July 01,2023 for a rent of Rs.50,000 per month. Any termination or non-renewal of these agreements may require us to vacate the premises and identify alternative locations, which could result in:

- Loss of business and revenue
- Time overruns and disruptions to our operations
- Increased costs associated with relocating to new premises
- Potential damage to our brand image and reputation.

For details, see “Our Business” beginning on page 95.

- 3. Our factory premises and registered office are on rental basis.**

Our factory and registered office is situated at Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana-131029. We have taken it on rental basis from the owner of the property for a period 11 months w.e.f. February 02, 2024 at a monthly rent of Rs.2,80,000/- p.m., There can be no assurance that the term of the Rent agreements will be either continued or renewed for further period, and in such event the owner/licensor terminates or does not renew the agreements, we may require to vacate the factory premises and registered office and identify alternative premises and enter into fresh rent/lease or leave and license agreement. Such a situation could result in loss of production, business, time overruns and may adversely affect our operations and profitability and Brand image also.

For details, see “Our Business” beginning on page 95.

- 4. If We are not able to procure Quality Raw Material in a timely manner, our business, results of Operations and financial conditions may be adversely affected.**

The main Raw Material required is Raw Cashew Nuts (RCN) for our products. The RCN is agro based product and are subject to price fluctuations as a result of seasonality, weather, demand in local and international market and other factors. We try to keep our raw material cost by timing our purchases and delivery months. We typically do not enter into long term supply arrangements for procurement of raw materials. We enter into short term contracts for procurement of raw material. Several criteria can be used to specify the cashew nuts quality such as colour, Rcn yield,

moisture, shape, brightness, exterior aspect. Our profitability will depend upon on our ability to anticipate and react to changes in the cost of our material and to procure raw material in time. If we are not able to procure the raw material in timely manner, the cost of raw material will increase and we may not be able to get the desired quality of raw material and which will adversely affect our business, results of operation and financial conditions.

5. *The Processing of Raw Cashew nuts involve number of stages and during the process the cashew nuts may get broken.*

Cashew nut processing involves a multi-stage process, including cleaning, boiling and cooling, de-shelling, drying, moistening and peeling, sorting, drying, and grading. It consists of deshelling the raw cashew nutshell to free the kernel, without splitting the precious whole kernel, then various other process is to be done. During the above various stages of process Cashew Nuts may get broken. So whole process is required to be handled with utmost care by trained and skilled workers. If it is not handled with due care, during process the cashew nuts will be broken. If the percentage of such broken nuts are increased, we have to sell the broken cashew nuts at lesser price then what the whole cashew nut gets and it will have adverse effect on our sale and profitability.

6. *We have limited Geographical Presence in the market.*

Our Company generates a significant majority of its revenue from the Delhi NCR region, with operations and supply chains concentrated in this area. Our reliance on the Delhi NCR region for revenue makes us vulnerable to regional risks. In the event of any natural or man-made calamity, or disruptions specific to this region, our entire business operation could come to a standstill. This concentration of revenue in a single region poses a significant risk to our business, revenue, and profitability, limiting our ability to diversify and expand into other regions.

For details, see “Our Business” beginning on page 95.

7. *If we are unable to accurately estimate the demand for our products, our business, financial condition and results of operation may be adversely affected.*

The purchase of raw materials for our products is based primarily on forecasts, projections and requirements prepared by our company. These forecasts are based on past sales as well as anticipated demand, which is based to a certain extent on the subjective assessment by our management team. If we are unable to accurately forecast demand for our products it would lead to excess supply or a shortage in supply of raw materials from our suppliers, which would have a material adverse impact on our business, financial condition and results of operations.

8. *If we are not able to attract and retain sufficient qualified and trained personnel at our processing and packaging units which may adversely affect our business.*

The processing of Raw Cashew nut required skilled employees so that the Company can get less quantity of broken cashew nuts. The company has employed skilled stag for the processing of cashew nuts. The Company has to keep Good Human Resources policy and the incentives to keep the skilled staff for a longer period. There can be no assurance that efficiency rates of our personnel will increase or maintained throughout their working. We have migrated from manual to automation in our plant however we still require Semi skilled Resources to perform the job which are readily available and enough resources are available to train them within our premises. Any significant adverse change efficiency in our personnel could also affect our productivity adversely, which may result in to loss of customers, revenue, profitability etc. If we are not able to replace the required skilled staff in case of labour unrest in timely manner then our business operation may be severely affected, financial condition and results of operations may be adversely affected.

9. *The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price. Our promoter’s average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below.:*

Sr. No.	Name of Promoters	No of Equity Shares held	Weighted Average Cost of Acquisition (in ₹) *
1.	Praveen Goel	31,12,470	10.00
2.	Anju Goel	100	10.00
3.	Yashvardhan Goel	30,87,030	10.00

**The average cost of acquisition of Equity Shares by our Promoter has been calculated by taking into account the*

amount paid by them, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Red Herring Prospectus.

**As Certified by Ajay K. Kapoor & Co., Chartered Accountants vide their certificate dated July 04, 2024.*

10. We are dependent on third party transportation service providers for delivery of raw material to us from our suppliers and delivery of our products to our customers.

The supply of Raw material and delivery of goods in timely manner is the crux for the reputation of the Company, growth of business and retention of the customers. The demand for our products is high during the festival period and the customers want the delivery of goods in time. We have to rely upon third party transportation service providers for the delivery of raw material to us from our suppliers and delivery of our products to the customers. Any default or delay by the third-party transportation service providers in transporting the raw material or to deliver the same to our customers in a timely, efficient and reliable manner could adversely affect our business, results of operations and financial condition. The hike in the fare by the third-party transportation service providers due to change in the Government Policy for fuel and if we are not able to transfer the hike in the price of the Finished Good to the customers the profitability of the Company will be affected.

Further, we have not entered into any agreements or contracts with our transporters and the costs of transportation are generally based on mutual terms and the prevailing market price. In the absence of such agreements, we cannot assure that the transporters services will be always timely available at reasonable rates, which could adversely affect our business, results of operations and financial condition.

For details, see “Our Business” beginning on page 95.

11. Any failure in our quality control and procurement process may adversely affect our business, results of operations and financial condition.

The success of our business depends upon the procurement of qualitative Raw Material from the market. Several criteria can be used to specify the cashew nuts quality such as colour, shape, brightness, exterior aspect. The most important criterion is the quality of the kernel inside the shell. There are four main criteria used to assess the quality of the RCN: the Out-turn, the defective nut rate, the nut count, and moisture. We procure our raw material from the supplier of who are importing from other countries and also, we procure directly from Ghana, Ivory Cost, Benin, Togo, Konakry. We check the quality of RCN before buying from the suppliers. The quality of raw material has a direct impact on the quality of finished products. If we are not able to maintain control on check of quality of raw material then our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations.

12. We have been recently converted into public limited company and any non-compliance with the provisions of Companies Act, 2013 may attract penalties against our Company which could impact our financial and operational performance and reputation.

Our company, NFP Sampoorna Foods Limited, was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center. Previously, our business operated as a partnership firm named M/s Nut and Food Processor. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited. However, consequent to the aforesaid conversion, our Company is required to observe compliance with various provisions pertaining to public limited companies of the Companies Act. Further, our Company is going to the public for further requirement of funds and needs to comply with provisions of SEBI ICDR Regulations and SEBI (LODR) Regulations. Though our Company will take due care to comply with the provisions of the Companies Act and other applicable laws and regulations. Further there is no instances of non-compliance as on the date of draft red herring prospectus.

In case of our inability to timely comply with the requirements or in case of any delay, we may be subject to penal action from the concerned authorities which may have an adverse effect on our financial and operational performance and reputation.

13. Our manufacturing facility is critical to our business operations and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.

Our manufacturing facility is located at Sonipat, Haryana. Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, earthquakes, other natural disasters and industrial accidents and similar events. It is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties.

If our Company experiences delays in production or shutdowns at our facility due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations. As of now no such instances of shutdown of manufacturing unit or operating risks have occurred in our unit.

14. We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business, financial condition and results of operations.

The raw materials we use in our manufacturing process are primarily sourced from third party suppliers in India and parts of Africa. In addition, we usually do not enter into long-term supply contracts/ agreements with any of our raw material suppliers and typically source raw materials from the open market. The absence of long-term contracts/agreements at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our customers, which may reduce our profit margins. We face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure raw materials from alternate suppliers in a timely manner, or on commercially acceptable terms, may adversely affect our business, financial condition and results of operations.

The quality of our products is heavily dependent on the quality of our raw materials. If the quality of these raw materials deteriorates, it will negatively impact the quality of our products, our market reputation, and ultimately, our sales volumes. Furthermore, we cannot guarantee a consistent supply of high-quality raw materials or maintain our current supplier relationships. Any disruptions or deficiencies in our raw material supply chain could have adverse consequences for our business.

Our business relies heavily on maintaining strong relationships with our customers. However, there is no guarantee that we will be able to sustain these relationships or expand our customer base. Failure to maintain existing relationships or develop new ones, whether due to untimely service delivery or inability to meet customer needs, could lead to a decline in customers. This, in turn, could adversely impact our business, prospects, results of operations, and financial condition.

15. The procurement of raw material is subject to seasonal factors. Consequently, our inability to accurately forecast demand for our products, may have an adverse effect on our business, results of operations, cashflows and financial condition.

Raw Cashew nut (RCN) is an agricultural product, its cultivation is seasonal, with cashew nuts being harvested between February and May. This seasonality makes accurate demand forecasting and raw material procurement critical for production. Any misjudgement in procuring raw materials can have significant consequences, including stockouts of raw materials at competitive prices, disrupting production, or surplus stock, which blocks working capital funds and impacts business operations, cash flow, and financial conditions. Effective supply chain management and procurement planning are essential to mitigate these risks and ensure a steady supply of raw materials

16. Our ability to maintain our competitive position and to implement our business strategy is dependent to a significant extent on our senior management team and other key personnel, in particular, our Promoter.

We depend on our current senior management for the implementation of our strategy and the operation of our day-to-day activities. Furthermore, relationships of members of senior management are important to the conduct of our business. Competition for experienced management personnel in the business sectors we operate in is intense, Our success depends heavily upon the continuing services of our Promoter who has been the leader since our inception. Our Promoter currently serves as our Managing Director and his experience and vision have played a key role in obtaining our current market position. If our Promoter is unable or unwilling to continue to serve in his present position, we may not be able to replace him with an executive of similar capacity or at all, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

17. Any failure in our quality control and procurement process may adversely affect our business, results of operations and financial condition.

The success of our business depends upon the procurement of qualitative Raw Material from the market. several criteria can be used to specify the cashew nuts quality such as colour, shape, brightness, exterior aspect. The most important criterion is the quality of the kernel inside the shell. There are four main criteria used to assess the quality of the RCN: The Out-turn, the defective nut rate, the nut count, and moisture. We procure our raw material from various African Countries. We check the quality of RCN before buying from the suppliers. The quality of raw material has a direct impact on the quality of finished products. If we are not able to maintain control on check of quality of raw material then our customers may lose faith in the quality of our products and could in turn refuse to further deal in our products, which could have a severe impact on our revenue and business operations. However, no such instances occurred in the past.

18. Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.

Our business operations require us to obtain and renew certain approvals, licenses, registration and permits from time to time from the different domestic authorities, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. If we fail to maintain such registrations and licenses or comply with applicable conditions, then such respective regulatory can impose fine on our company or suspend and/or cancel the approval/licenses which may affect our business adversely. For more information about the licenses required in our business, please refer section "**Government and other statutory approvals**" beginning on page no. 199 of this Prospectus.

19. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward or that we will be able to meet the expectations of our targeted end customers. Changes in regulations applicable to us and the change of end customers taste may also make it difficult to implement our business strategies. Failure to implement our business strategies successfully would have a material adverse effect on our business and results of operations.

20. We have unsecured loans from promoters, directors and their relatives, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our liquidity and business operations.

As per our restated financial statements, as on March 31, 2024, we have unsecured loan of Rs.85.30 lakhs from promoters, directors which is repayable on demand. Any demand from them for repayment of such unsecured loans, may adversely affect our liquidity and business operations. For further details of these unsecured loans, please refer to Chapter titled "**Restated Financial Statements**" beginning on page 157 of this Prospectus.

21. Our Company is subject to high working capital requirements and our inability to fund these requirements in a timely manner may adversely impact our financial performance.

Our Company is engaged in processing and trading of Cashew Nuts. For the previous year i.e. FY 2023-24 the Company's net working capital requirement is 915.36 lakhs as against the 731.67 lakhs for FY 2022-23 and 565.69 Lakhs for FY 2021-22 and Our net working capital requirement for the FY 2024-25 is estimated at 1115.36 lakhs, As on the date of this Draft re herring Prospectus we meet our working capital requirements in the ordinary course of its business from capital, internal accruals, unsecured and secured, working capital loans from the Banks etc If we are not able to manage the working capital requirement properly then the growth, profitability and business will be adversely affected.

22. Our Company have experienced negative cash flows in the past years and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and result of operations.

(₹ in Lakhs)

Particulars	Period ended		Year ended	
	21 st December-31 st march 2024	1 st April -20 th dec 2023	2023	2022
Net cash generated from/ (used in) operating activities	142.07	(110.10)	(105.61)	(394.17)

<i>Net cash generated from/ (used in) investing activities</i>	(24.25)	(15.11)	(63.08)	(34.33)
<i>Net cash generated from/ (used in) financing activities</i>	(101.67)	131.39	169.71	417.87

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

For further details, see section titled *“Restated Financial Statements”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* beginning on pages no. 157 and 191, respectively of this Draft Prospectus

23. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties with our Promoter, Promoter Group, Directors, their relatives, and may continue to do so in future. Additionally, our company believe that all our related party transactions have been conducted on an arm’s length basis, but we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer to *“Annexure-39” Related Party Transactions*” beginning on page 183 of Restated Financial Information of this draft red herring Prospectus.

24. *We operate in a competitive market, facing challenges from both domestic and multinational corporations and our inability to compete effectively may have a material adverse impact on our business, financial condition and results of operations.*

We face intense competition in our industry, with competitors challenging us on pricing, customer relationships, product quality, customization, and innovation. Pricing pressures from companies with lower production costs may force them to offer cheaper products, potentially impacting our market share. We cannot guarantee that we can match these prices, which could harm our business, financial condition, and results of operations.

Furthermore, some competitors possess greater financial, research, and technological resources, larger sales teams, and more established reputations. They may be better equipped to:

- Identify market trends and adapt to industry changes
- Innovate and develop new products
- Offer competitive prices due to economies of scale
- Ensure product quality and compliance

This competitive disadvantage could impact our ability to attract and retain customers, maintain market share, and achieve profitability.

25. *We have not identified any alternate source of financing the ‘Objects of the Issue’. If we fail to mobilize resources as per our plans, our growth plans may be affected.*

We have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue which may delay in the implementation schedule and could adversely affect our growth plans. For further details of object of Issue and schedule of implementation please refer to the chapter titled *“Objects of the Issue”* on page 65 of this Draft Red Herring Prospectus.

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

Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the

shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

27. We have not independently verified certain data in this draft red herring Prospectus.

We have not independently verified data from the industry and related data contained in this Draft red herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled 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.

28. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change based on various factors, some of which are beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or another independent agency. Furthermore, in the absence of such independent appraisal, our funding requirements may be change subject to the approval of shareholders by passing special resolution pursuant to section 27 of Companies Act, 2013 through postal ballot or subject to an authority given by the Company in general meeting by way of special resolution and based on various factors which are beyond our control. For further details, please see the section titled “*Objects of the Issue*” beginning on page no. 65 of this Prospectus.

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

Any future issuance of Equity Shares by our Company could dilute the shareholding of the investor. Any such future issuance of our Equity Shares or sales of our Equity Shares by any of our significant shareholders may adversely affect the trading price of our Equity Shares and could impact our ability to raise capital through an offering of our securities. While the entire post-Issue paid-up share capital, held by our Promoters or other shareholders will be locked-in for a period of 1 (one) year and minimum promoter contribution subject to a minimum of 20% of our post-Issue paid-up capital will be locked-in for a period of 3 (three) years from the date of allotment of Equity Shares in the Issue, upon listing of our Equity Shares on the Stock Exchanges. For further information relating to such Equity Shares that will be locked-in, please refer to the section titled “*Capital Structure*” beginning on page 55 of this Prospectus. Any future issuance or sale of the equity shares of our Company by our Promoter or by other significant shareholder(s) or any perception or belief that such sales of Equity Shares might occur may significantly affect the trading price of our Equity Shares.

30. Our Company is exposed to to risk of doing business in foreign countries due to the constantly changing economic, regulatory, social and political conditions in the jurisdictions in which we operate and seek to operate, which could adversely affect our business, financial conditions including margins and results of operations.

Our Company procures majority of the raw materials by way of impot from certain countries and locations namely Ghana, Ivory Coast, Benin, Togo, Konarky and also in new jurisdictions in which we seek to operate. In Fiscal 2024, we procured around 54.05% of our raw materials from import.

Operating in the international markets exposes us to a number of risks, including, but not limited to, compliance with local laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to those laws and regulations are difficult to keep abreast with and the liabilities, penalties, costs, obligations and requirements associated with these laws and regulations can be substantial. Our failure to comply with and adapt to changing international regulations and/or trends may result in us failing to maintain and/or expand our international sales operations, which could adversely affect our business, financial condition and results of operations. In case of any contingencies in the future, due to which we are unable to operate

31. Our Company requires significant amount of working capital for a continuing growth. Increase in business activities may be reflected by an absolute increase in the gap between our trade receivables and trade payables, requiring us to arrange for increased working capital limits. Our inability to meet our working capital requirements may adversely affect our results of operations

Our business requires a significant amount of working capital. In our business, working capital is often required to finance the purchase of raw material and for processing activities. In the event, we are unable to source the required amount of working capital, we might not be able to efficiently satisfy the demand of our customers. Even if we are able to source the required amount of funds, we cannot assure you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

All of these factors, including increase in business activities, may widen the absolute gap between trade receivables and trade payables putting strain on our Company's financial resources and may result in increase in the amount of short-term borrowings/ working capital loans. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

32. Our insurance coverage may be inadequate to satisfy future claims against us.

We maintain insurance coverage which is typical in our industry which we believe to be commercially appropriate for risks. However, such insurance may not cover all our losses or liabilities that may arise from our operations. Our insurance policies contain exclusions and or all limitations on coverage, as a result of which, we may not be able to successfully assert our claims for any liability or loss under the said insurance policies.

Additionally, there may be various other risks and losses, specially arising out of our business agreements, for which we are not insured because such risks are either uninsurable or not insurable on commercially acceptable terms. Furthermore, there can be no assurance that in the future we will be able maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. The occurrence of an event for which we are not insured, where the loss is in excess of insured limits or where we are unable to successfully assert insurance claims from losses, could result in uninsured liabilities. Further, despite such uninsured losses we may remain obligated for any future financial indebtedness or other obligations related to our business. Any such uninsured losses or liabilities could result in an adverse effect on our business operations, financial conditions and results of operations.

33. We have an outstanding indebtedness which includes secured and unsecured loan, which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.

As of march 31st 2024, our secured and unsecured borrowing were ₹ 853.31 Lakhs and we will continue to incur additional indebtedness in the future as deemed appropriate by our Board of directors from time to time. Our level of indebtedness has important consequences to us, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our ability to borrow additional amounts in the future;
- Affecting our capital adequacy requirements;
- Increasing our finance costs.

In the event we breach any financial or other restrictive covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans

34. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

Post this Issue, our Promoters and Promoter Group will collectively own [●] % of our equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our

Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

Sale of shares by our promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

The sale of shares by the promoters or other significant shareholder(s) may significantly affect the trading price of our Equity shares. Further the market price generally may be adversely affected on account of the news about the sale of shares by the promoters. However, the closing of trading windows during the period of financial results may restrict the promoters from selling the shares in the open market.

35. The issue price of the Equity Shares may not be indicative of market price of our equity shares after the issue and the market price of our Equity shares may decline below the issue price.

The issue price of our Equity shares is decided on the basis of both qualitative and quantitative factors. The Company had made good progress in establishing its name in the Cashew Nuts production and trading. All such points have been considered in deciding the issue price of the Equity Shares. Please refer chapter titled “**Basis for Issue Price**” beginning on the page 72 of the Draft Red Herring Prospectus. The market price of our equity shares could be subject to change after the issue and may decline below the issue price.

36. We have significant power requirements for continuous functioning of our processing and packaging units. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an adverse effect on our business, results of operations and financial condition.

The machinery and equipment installed at our Processing Unit, Packaging Unit and warehouse consume power and the same is sourced by our Company from Uttar Haryana Bijli Vitran Nigam Limited. Our Company has a total sanctioned load of 101 kilo watts and we also have one (1) generator at our Processing Unit to have a continuous power supply. As the processing and packaging activities are significantly dependent on power supply, any interruptions in power supply may disrupt our operations resulting into business and financial results.

Further, we have limited options in relation to maintenance of power back-ups such as diesel generator sets and any increase in diesel prices will increase our operating expenses which may adversely impact our business margins. Since we have significant power consumption, any unexpected or significant increase in its tariff can increase the operating cost which may negatively affect our business, financial condition and results of operations.

37. If we are unable to regularly offer new products or if we fail to timely respond to changes in consumer tastes and preferences our business and results of operations would be adversely affected.

We offer a wide variety of cashew products including different grades and packaging formats. The markets in which we operate may demand frequent change in the future including new variant introductions. We plan our products based on consumption patterns as well as on anticipated trends and preferences in the forthcoming seasons. Any mismatch between our forecasts, our planning, introduction of new products and the actual demand could impact us adversely, leading to loss of existing customers. Before we can introduce new products, we must successfully execute a number of steps, including market research and customer feedback. However, there can be no assurance that such efforts will always result in identifying successful new products and avoiding unsuccessful introductions. Although we rarely substantially modify our product portfolio, an inability to successfully introduce new products could adversely affect our business, financial condition, results of operations and prospects. Consumer preferences in the markets we operate in are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. Our business is particularly sensitive to changing consumer preferences, including changes in consumer tastes and dining habits. Health, dietary and other considerations may also result in changes to consumer preferences, which may in turn result in reduced demand for our products. The demand for our offering or our costs of doing business may also be adversely affected by public concern about nutrition, food safety and other factors. Our continued success depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in consumer tastes. Any changes in consumer preferences that decrease demand for our offering our business, financial condition, results of operations and prospects would be adversely affected.

38. Our Company has a limited number of customers generating significant portion of revenue from sales. The loss of a key customer in a financial period could significantly reduce our revenue and could have a material adverse effect on our business, future prospects, results of operations and financial condition.

The contribution of top ten (10) customers of our Company towards the total revenue for period ended March 31, 2024 and Fiscal years 2023 and 2022 is 77.57%, 80.83% and 57.45% respectively. We neither assure you that we will be able to maintain the historic levels of business from our top ten (10) customers or that we will be able to replace these key customers should we lose any or all of them. Since we are dependent on our key customers for a significant portion of our operations, the loss of any one of our key customers or a significant reduction in demand from such key customers could have a material adverse effect on our business, future prospects, results of operations and financial condition.

39. Our Company is subject to the risk of currency fluctuations and floating exchange rates.

Our Company is involved in various import operations with international suppliers and has to make payments to its international suppliers in U.S. Dollars as per the terms and conditions of the contract. Our import operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it could adversely affect our business, results of operations, financial conditions and cash flows.

40. Our inability to manage inventory in an effective manner could affect our business.

Our business model requires us to maintain a certain level of inventory of raw material, to meet the present and future orders. If we underestimate the orders that we may receive we may experience inventory shortages and a loss of opportunity. Similarly, an over estimation of orders may result in over stocking leading to increased holding costs. Additionally, any over run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum inventory levels may impact our operations and cause us to incur losses.

41. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.

Our Company intends to use Net Proceeds raised pursuant to the Issue in the manner set out in the section titled "**Objects of the Issue**" beginning on page 65 of this Red Herring Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

42. Our Company has incurred losses in the one out of the three previous financial years.

Our company experienced a loss in one of the three previous financial years, with a restated loss of ₹6.39 lakhs for the financial year ending March 31, 2022. This loss was primarily due to challenges following our takeover of M/s Nut and Food Processor in July 2021. The transition period required approximately three months to establish production processes effectively, impacting our ability to capitalize on the main festive season (Rakshabandhan and Diwali). Consequently, we were unable to optimize our utilized capacity, resulting in a depreciation loss.

Furthermore, the timing of our raw material procurement posed significant challenges. We missed the optimal procurement period for raw cashew nuts, which occurs between January and May. As a result, we had to purchase raw materials at peak market rates during the festive season. In our industry, securing 65-70% of raw materials during the yielding season is essential to maintain profitability and operational stability throughout the year.

For further details on our company's financial information, please refer to the section titled "**Financial Information**" beginning on page 157 of this Draft Red Herring Prospectus.

ISSUE SPECIFIC RIKS

43. *The Equity Shares issued pursuant to the Issue may not be listed on and NSE Emerge in a timely manner, or at all, and any trading closures at NSE Emerge may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on NSE Emerge. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares. NSE Emerge has in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including our Equity Shares. A closure of, or trading stoppage on NSE Emerge could adversely affect the trading price of the Equity Shares.

44. *QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months may be subject to capital gains tax in India if Securities Transaction Tax (STT) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

46. *After the Issue, the price of our Equity Shares may be highly volatile, or an active trading market for our Equity Shares may not develop.*

The price of our Equity Shares on the Stock Exchange may fluctuate after the Issue as a result of several factors, including: volatility in the Indian and global securities market; our operations and performance; performance of our competitors; adverse media reports about; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalization and deregulation policies; and significant developments in India's fiscal regulations. There has been no public market for our Equity Shares prior to the Issue and the price of the Equity Shares may fluctuate after the Issue. If the stock price of the Equity Shares fluctuates after the Issue, investors could lose a significant part of their investment. As of the date of this Prospectus, there is no market for the Equity Shares.

EXTERNAL RISK FACTORS

47. The occurrence of natural or man-made disasters may adversely affect our business, results of operations and financial condition.

Given the nature of our operations, the occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and manmade disasters, including any military actions or political instability, may adversely affect our financial condition or results of operations. We are particularly susceptible to accidents, system failures, adverse geological, ecological or weather conditions, natural disasters, demographic and population changes and other unforeseen events and circumstances across India and countries from where we import our raw materials from. While we are covered by our insurance policies for such contingencies, any disruptions, damage or destruction of our facilities may temporarily affect our ability to carry out our business and which may adversely affect our, results of operations and financial condition.

48. Our continued operations are critical to our business and any shutdown of our processing and packaging units may adversely affect our business, results of operations and financial condition.

Our processing and packaging units are located in Sonipat, Haryana. Any local social unrest, natural disaster or breakdown of services and utilities in these areas could have material adverse effect on the business, financial position and results of our operations. Our processing and packaging units are subject to operating risks, such as breakdown or failure of equipment, power supply or processes, reduction or stoppage of water supply, performance below expected levels of efficiency, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities.

In the event, we are forced to shut down our processing and packaging units for a prolonged period, it would adversely affect our earnings, our results of operations and financial condition as a whole. Spiraling cost of living around our units may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness. For instance, due to the ongoing pandemic and the lockdown imposed by the Central Government and various state governments, we may be required to shut down all our manufacturing units

49. Terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving may adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the markets on which our Equity Shares trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, and adversely affect our business. Such incidents may also create a greater perception that investment in Indian companies involves a higher degree of risk and may have an adverse impact on our business and the price of our Equity Shares. Further, we cannot predict the effects on our business of heightened security measures, threatened terrorist attacks, efforts to combat terrorism, military action against a foreign state or other similar events. It is possible that one or more of these events could be directed at Indian or foreign ports, borders, railroads or highways. Any of these events could also negatively affect the economy and consumer confidence, which could cause a downturn in the transportation industry. In addition, any deterioration in the relations between India and its neighbouring countries may result in investor concern about stability in the region, which may materially and adversely affect the price of our Equity Shares.

50. Political, economic or other factors that are beyond our control may have adversely affect our business and results of operations.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares. We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies.

51. The requirements of being a listed company may strain our resources and we may incur additional costs.

We are not a listed company and 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 listing compliances and reporting requirements to the Stock Exchanges, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely 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 oversight will be required. As a result, management's attention may be diverted from other business concerns, which could affect our business, prospects, results of operations and financial condition and the price of our Equity Shares. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely manner.

52. *A slowdown in economic growth in India could cause our business to suffer.*

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

53. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.*

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

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

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

54. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition. Further, under the foreign exchange regulations currently in force in India, transfers 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, are 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 Rupee proceeds from a 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 authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Red Herring Prospectus:

Particulars	Details
Equity Shares offered ⁽¹⁾⁽²⁾ Present Issue of Equity Shares by our Company	Issue of upto 24,41,115* Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹[●] Lakhs.
<i>Out of which:</i>	
Reserved for Market Makers	[●] Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs.
Net Issue to the Public	[●] Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs.
<i>Out of which:</i>	
A. QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
<i>of which:</i>	
i. Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
<i>Of which:</i>	
a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹[●] lakhs.
c) Non-Institutional Investors Portion	Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
d) Retail Individual Investors Portion	Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹[●] Lakhs.
<i>Pre and Post – Issue Equity Shares</i>	
Equity Shares outstanding prior to the Issue	62,00,000 Equity Shares of ₹10/- each.
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of ₹10/- each.
Use of Proceeds	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 65 of this Draft Red Herring Prospectus.

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

Notes:

- (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 (1) 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 Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 05, 2024 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the Extra-Ordinary General Meeting held on July 08, 2024.
- (3) 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. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.

- (4) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled "*Issue Procedure*" beginning on page 227 of this Draft Red Herring Prospectus.
- (5) 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.
- (6) In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh Issue by the Issuer.

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

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE 1: RESTATED FINANCIAL STATEMENT OF ASSETS & LIABILITIES

(₹ in Lakhs)

PARTICULARS		Annexure No	As At				
			March 31, 2024	December 20, 2023	March 31, 2023	March 31, 2022	
I.	EQUITY & LIABILITIES						
	1. SHAREHOLDER' FUNDS						
	a	Share Capital	6	620.00	-	-	-
	bi	Reserves & Surplus	7(i)	17.10	-	-	-
	bii	Partner's Capital Account	7(ii)	-	514.12	854.90	638.78
	c	Money received against Share Warrants	-	-	-	-	-
	2. SHARE APPLICATION MONEY PENDING ALLOTMENT		-	-	-	-	-
	3. NON-CURRENT LIABILITIES						
	a	Long Term Borrowings	8	424.60	607.00	-	-
	b	Deferred Tax Liabilities (Net)	-	0.58	-	-	-
	c	Other Long Term Liabilities	9	-	-	-	-
	d	Long Term Provisions	10	-	-	-	-
	4. CURRENT LIABILITIES						
	a	Short Term Borrowings	11	428.71	429.91	-	144.34
	b	Trade Payables :-	12				
	(i)	Total outstanding dues of MSME		-	-	-	-
	(ii)	Total outstanding dues of other than MSME		18.94	61.97	1.49	3.95
	c	Other Current Liabilities	13	103.69	77.95	14.43	1.33
	d	Short Term Provisions	14	54.46	46.54	18.52	-
		Total		1,668.08	1,737.49	889.34	788.41
II.	ASSETS						
	1. NON CURRENT ASSETS						
	a	Property, Plant & Equipment and Intangible Assets					
	(i)	Property, Plant & Equipment	15	139.50	125.44	119.55	69.45
	(ii)	Intangible Assets	16	-	-	-	-
	(iii)	Capital Work In Progress	-	-	-	-	-
	(iv)	Intangible Assets Under Development	-	-	-	-	-
	(v)	Fixed Assets held for Sale	-	-	-	-	-
	b	Non Current Investments	17	-	-	-	-
	c	Deferred Tax Assets (Net)	18	-	-	-	-
	d	Long Term Loans & Advances	-	-	-	-	-
	e	Other Non Current Assets	19	7.38	3.75	3.75	3.65
	2. CURRENT ASSETS						
	a	Current Investments	-	-	-	-	-
	b	Inventories	20	681.36	986.27	269.83	140.46
	c	Trade Receivables	21	98.73	459.61	173.72	18.71
	d	Cash & Cash Equivalents	22	33.55	17.39	11.22	10.19
	e	Short Term Loans & advances	23	562.90	127.22	266.62	518.66
	f	Other Current Assets	24	144.67	17.81	44.65	27.29
		Total		1668.08	1737.49	889.34	788.41

As per our report of even date

FOR AJAY K. KAPOOR & COMPANY

Chartered Accountants,

Firm Registration No.- 013788N

Peer Review Certificate No.- 016088

(CA AJAY K. KAPOOR)

Partner

Membership Number: 092423

Place: Ghaziabad

Date: 04/07/2024

UDIN:240092423BJZYIV1076

For NFP SAMPOORNA FOODS LIMITED

and on behalf of the Board of Directors

PRAVEEN GOEL

Director

DIN : 01914107

ANIL GUPTA

(CFO)

YASH VARDHAN GOEL

Managing Director

DIN : 10425908

ANNEXURE 2: RESTATED FINANCIAL STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

PARTICULARS	Annexure No.	For the Period		For the Year	
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
I. CONTINUING OPERATIONS					
1 Revenue From Operations	25	599.66	1700.70	1674.68	748.69
2 Other Income	26	0.00	30.55	0.01	0.00
Total Income		599.66	1731.25	1674.69	748.69
3 EXPENSES					
a Cost of Revenue from operations	27	124.65	2004.51	1531.88	673.80
b Purchase of Stock In Trade		-	-	-	-
c Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	28	304.92	(716.44)	(129.36)	(11.07)
d Employee Benefit Expenses	29	74.80	174.35	137.09	40.76
e Finance Costs	30	25.15	48.18	4.81	2.03
f Depreciation & Amortisation Expenses	31	6.55	9.23	12.88	8.63
g Other Expenses	32	37.98	78.24	57.28	40.94
Total		574.05	1598.07	1614.58	755.08
4 Profit / (Loss) before Exceptional & Extraordinary Items & Tax {(1+2)-3}		25.61	133.18	60.11	(6.39)
5 Exceptional Items		-	-	-	-
6 Profit / (Loss) before Extraordinary Items & Tax (4+/-5)		25.61	133.18	60.11	(6.39)
7 Extraordinary Items		-	-	-	-
8 Profit / (Loss) before Tax (6+/-7)		25.61	133.18	60.11	(6.39)
9 Tax Expenses					
a Current Tax Expenses for Current Year		7.92	46.54	18.52	0.00
b MAT Credit (Where applicable)		-	-	-	-
c Current Tax Expenses Relating to Prior Years		0.00	0.00	0.00	0.00
d Net Current Tax Expenses		7.92	46.54	18.52	0.00
e Deferred Tax Asset/Liabilities		(0.58)	0.00	0.00	0.00
Total		8.50	46.54	18.52	0.00
10 Profit / (Loss) from Continuing Operations (8+/-9)		17.10	86.64	41.59	(6.39)
11 Profit / (Loss) from Discontinuing Operations Before Tax		-	-	-	-
12 Tax Expenses of Discontinuing Operations		-	-	-	-
13 Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)		-	-	-	-
14 Profit / (Loss) For the Year (10+/-13)		17.10	86.64	41.59	(6.39)
15 Earning per Share (of Rs.10/- each) :	33				
a Basic		0.99	N.A.	N.A.	N.A.
b Diluted		0.99	N.A.	N.A.	N.A.
(Note: EPS is only for the Year April 1, 2023-March 31, 2024 – Rs. 1.67)					

As per our report of even date
FOR AJAY K. KAPOOR & COMPANY
 Chartered Accountants,
 Firm Registration No.- 013788N
 Peer Review Certificate No.- 016088

(CA AJAY K. KAPOOR)
 Partner
 Membership Number: 092423

For NFP SAMPOORNA FOODS LIMITED
 and on behalf of the Board of Directors

PRAVEEN GOEL
 (Director)
 (DIN : 01914107)

YASH VARDHAN GOEL
 (Managing Director)
 (DIN : 10425908)

ANIL GUPTA
 (CFO)

Place: Ghaziabad
Date: 04/07/2024
UDIN:240092423BJZYIV1076

ANNEXURE 3 RESTATED FINANCIAL STATEMENT OF CASH FLOW
(₹ in Lakhs)

Particulars		Year Ended March 31,2024	Period Ended December 20,2023	Year Ended March 31,2023	Year Ended March 31,2022
A	CASH FLOWS FROM OPERATING ACTIVITIES:				
	Net Profit Before Tax	25.61	133.18	60.11	(6.39)
	Adjustments for:				
	Depreciation	6.55	9.23	12.88	8.63
	Interest Expenses	25.15	48.18	4.81	2.03
	Interest Income	0.00	0.00	0.00	0.00
	Operating Profit before working capital changes:	57.31	190.59	77.80	4.26
	Adjustments for changes in working capital:				
	(Increase)/Decrease in Trade Receivables	360.88	(285.88)	(155.01)	(9.22)
	(Increase)/Decrease in Other Current assets	(126.86)	26.84	(17.36)	(10.64)
	(Increase)/Decrease in Short Term Loans & Advances	(435.67)	139.40	252.04	(515.12)
	(Increase)/Decrease in Inventories	304.92	(716.44)	(129.36)	(11.07)
	Increase/(Decrease) in Short Term Borrowings	(1.20)	429.91	(144.34)	144.34
	Increase/(Decrease) in Trade payables	(43.03)	60.49	(2.47)	2.76
	Increase/(Decrease)in Other Current Liabilities & Provisions	25.73	63.52	13.10	1.13
	Cash generated from operations	142.07	(91.58)	(105.61)	(393.56)
	Income Taxes paid	0.00	18.52	0.00	0.61
	NET CASH FROM OPERATING ACTIVITES (A)	142.07	(110.10)	(105.61)	(394.17)
B	CASH FLOWS FROM INVESTING ACTIVITIES				
	Interest Received	0.00	0.00	0.00	0.00
	Fixed assets purchased including Intangible Assets	(20.62)	(15.11)	(62.98)	(34.08)
	(Increase)/Decrease in Non-Current Investments	-	-	-	0.00
	(Increase)/Decrease in Other Non -Current Assets	(3.63)	0.00	(0.10)	(0.25)
	NET CASH USED IN INVESTING ACTIVITIES (B)	(24.25)	(15.11)	(63.08)	(34.33)
C	CASH FLOWS FORM FINANCING ACTIVITES				
	Interest paid	(25.15)	(48.18)	(4.81)	(2.03)
	Increase in Long-Term Borrowings	(182.40)	607.00	0.00	0.00
	Addition of Partners Capital Account	0.00	0.05	187.00	761.12
	Issue of share capital	620.00	0.00	0.00	0.00
	Withdraw of Partners Capital Capital	(514.12)	(427.48)	(12.47)	(341.21)
	Increase/ (Decrease) in other Long term liabilities	0.00	0.00	0.00	0.00
	NET CASH USED IN FINANCING ACTIVITIES (C)	(101.67)	131.39	169.71	417.87
	NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)	16.16	6.18	1.03	(10.63)
	Opening Cash and Cash Equivalents	17.39	11.22	10.19	20.82
	CLOSING CASH AND CASH EQUIVALENT	33.55	17.39	11.22	10.19
	RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH THE BALANCE SHEET:				
	Cash & cash equivalent as per Balance sheet	33.55	17.39	11.22	10.19
	Cash & cash equivalent at the end of the period	33.55	17.39	11.22	10.19

As per our report of even date
FOR AJAY K. KAPOOR & COMPANY
Chartered Accountants,
Firm Registration No. - 013788N
Peer Review Certificate No. - 016088

(CA AJAY K. KAPOOR)
Partner
Membership Number: 092423

Place: Ghaziabad
Date: 04/07/2024
UDIN:240092423BJZYIV1076

For NFP SAMPOORNA FOODS LIMITED
and on behalf of the Board of Directors

PRAVEEN GOEL
(Director)
(DIN : 01914107)

YASH VARDHAN GOEL
(Managing Director)
(DIN : 10425908)

ANIL GUPTA
(CFO)

GENERAL INFORMATION

Our company, NFP Sampoorna Foods Limited, was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center. Previously, our business was operated as a partnership firm named M/s Nut and Food Processor, registered under the Partnership Act, 1932. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited.

M/s Nut and Food Processor, a partnership firm, was established on October 30, 2019, by Deepak Gupta and Nitish Gupta. The firm was subsequently acquired by the present promoters, Yashvardhan Goel and Praveen Goel, who further expanded the business. and The firm continues to operate successfully with its conversion into a public limited company, NFP Sampoorna Foods Limited, on December 13, 2023 under the supervision of Management of the company. For details of Conversion of Company, please refer to section titled “*History and Corporate Structure*” beginning on page 131 of this Draft Red Herring Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details								
Name of Issuer	NFP Sampoorna Foods Limited								
Registered Office	C/O Ashok Gupta Nathupur, P.S.Rai, Sonipat, Haryana, India-131029; Ph. No.: +91-9643829587; Web site: www.sampoornanuts.com E-Mail: Connect@sampoornanuts.com Contact Person: Yashvardhan Goel.								
Corporate Office	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015. Web site: www.sampoornanuts.com E-Mail: Connect@sampoornanuts.com								
Date of Incorporation	December 13, 2023								
Company Identification Number	U10793HR2023PLC117207								
Company Registration Number	117207								
Company Category	Company Limited by Shares								
Registrar of Company	ROC – NCT of Delhi & Haryana								
Address of the RoC	4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019, India								
Company Secretary and Compliance Officer	Yashita Vasan; C/o.: NFP SAMPOORNA FOODS LIMITED; Address: C/O Ashok Gupta Nathupur, Sonipat P.S. Rai, P.S.Rai, Sonipat, Sonipat, Haryana, India, 131029; Ph. No.: +91-7527889391; Web site: www.sampoornanuts.com E-Mail : compliance@sampoornanuts.com								
Designated Stock Exchange	NSE Emerge of NSE Limited (NSE) Address: Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051. Tel No: 022 26598100 - 8114 Website: www.nseindia.com								
Issue Programme	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="background-color: #f4a460;">Issue Opens On:</td> <td style="text-align: center;">[●]</td> <td style="background-color: #f4a460;">Issue Close On:</td> <td style="text-align: center;">[●]</td> </tr> <tr> <td style="background-color: #f4a460;">Anchor Investor Bid/Issue Period*</td> <td colspan="3" style="text-align: center;">[●]</td> </tr> </table>	Issue Opens On:	[●]	Issue Close On:	[●]	Anchor Investor Bid/Issue Period*	[●]		
Issue Opens On:	[●]	Issue Close On:	[●]						
Anchor Investor Bid/Issue Period*	[●]								

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

Investor Grievances:

Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any preOffer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

For all Offer-related queries and for redressal of complaints, investors may also write to the BRLM. All Offer-related

grievances, other than that of Anchor Investors may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of the following Directors:

S. No.	Name of Directors	Designation	Address	DIN
1.	Praveen Goel	Chairman and Non-Executive Director	E-37, Kirti Nagar Ramesh Nagar H.O. West Delhi-110015	01914107
2.	Yash Vardhan Goel	Managing Director	E-37, Kirti Nagar Ramesh Nagar H.O. West Delhi-110015	10425908
3.	Anju Goel	Whole Time Director	E-37, Kirti Nagar Ramesh Nagar H.O. West Delhi-110015	02525953
4.	Rajesh Arora	Non-Executive Independent Director	12, Old Gandhi Nagar Ghaziabad, Uttar Pradesh-201001	00341999
5.	Ankur Sharma	Non-Executive Independent Director	1 Rajpur, 1 Goura, Nagar Airtel Tower, Mathura Uttar Pradesh-281121	10481275

For further details, pertaining to the education qualification and experience of our directors, please refer the chapter titled "*Our Management*" beginning on page 135 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer:

Yashita Vasani
 Address: House No. 9, Street No. 3, Tarsem Colony Jassian Road, Ludhiana, Punjab-141001;
 Ph. No.: +91 7527889391
 Website: www.sampoornanuts.com
 Email: compliance@sampoornanuts.com

Chief Financial Officer:

Anil Kumar Gupta
 Address: A-4, 383, Paschim Vihar, New Delhi, Delhi-110063
 Tel. Ph.: +91 9971169760
 Website: www.sampoornanuts.com
 Email: connect@sampoornanuts.com

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

Book Running Lead Manager	Registrar to the Issue
	
3DIMENSION CAPITAL SERVICES LIMITED K-37/A, Basement, Kailash Colony, Near Kailash Colony Metro Station, South Delhi, New Delhi, Delhi-110048 Ph. No.: +91-9999883792 Email: delhi@3dcsl.com Investor Grievances Email - grievance@3dcsl.com Website: www.3dcsl.com SEBI Registration: INM000012528 Contact Person: Pankaj khetan	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153 A, 1st Floor Okhla Industrial Area, Phase-I New Delhi – 110020 Delhi, India Tel No.: 011 2681 2683 Fax: 011 2681 2682 Website: www.skylinerta.com E-Mail: ipo@skylinerta.com Investor Grievance Email: grievances@skylinerta.com SEBI Reg. No.: INR000003241 Contact Person: Anuj Rana
Statutory Auditor & Peer Review Auditor*	Bankers to the Company
Ajay K. Kapoor & Company, Chartered Accountants Address: Head Office- C-78, Sector -63, Near Police Post, Noida (G.B Nagar)-201307 Branch Office- 309, Shiva Tower, Opp. Chaudhary Cinema, G.T Road, Ghaziabad Uttar Pradesh-201001, India Tel No.: 0120-2863132, 2863133 Email: caajaykapoor@gmail.com Membership No.: 092423 Firm Registration No.: 013788N Peer Review No.: 016088 Contact Person: Ajay Kapoor	HDFC Bank LTD Address: Kirti Nagar Extension, Delhi-110015. Tel no. +91-9990448811 Email id: Vijayb.batra@hdfcbank.com Website: www.hdfcbank.com Contact Person: Vijay Batra
Legal Advisor	Syndicate Member**
Advocate (CS) Jalaj Srivastava; Address: B-40, Nizamuddin East, 3 rd Floor, New Delhi-110017 Tel No.: +91 9312267584; Email: services.advocatejalaj@gmail.com ; Contact Person: Jalaj Srivastava;	[•]
Bankers to the Issue/ Refund Banker/ Sponsor Bank**	
[•]	

* M/s Ajay K. Kapoor & co, Chartered Accountants holds a valid peer review certificate number 014874 issued by the "PeerReview Board" of the Institute of Chartered Accounts of India, New Delhi.

**The Bankers to the Issue/ Refund Banker/ Sponsor Bank and Syndicate Member shall be appointed prior to filing of the Draft Red Herring Prospectus with the RoC.

DESIGNATED INTERMEDIARIES
Self-Certified Syndicate Banks (SCSB's)

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 33 designated branches.

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the

Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on-

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

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.

BROKER TO THE ISSUE

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicant can submit Application form through stock broker network of the Stock Exchange i.e Registered Broker at the Broker center. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS (RTA)

The list of the RTAs eligible to accept ASBA Forms (other than RIBs) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange at <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, as updated from time to time.

COLLECTING DEPOSITORY PARTICIAPNTS

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

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since 3Dimension Capital Services Limited is only Book Running Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

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

IPO GRADING

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

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

The Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall be filed National Stock Exchange of India Limited situated at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051, India. Pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, Draft Red Herring Prospectus shall not be submitted to SEBI, however, soft copy of Prospectus with the Due Diligence Certificate shall be submitted to SEBI pursuant to Regulation 246(1), and SEBI Circular Number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023, through SEBI Intermediary Portal at

<https://siportal.sebi.gov.in>. SEBI will not issue any observation on the Issue document in term of Regulation 246(2) of the SEBI ICDR Regulations.

A copy of the Draft Red Herring Prospectus/ Red Herring Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110019, India. and the same will also be available on the website of the company www.sampoornanuts.com for inspection.

CHANGES IN AUDITORS

There has been no Change in the Auditors of our Company during the last three years.

TRUSTEES

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

APPRAISAL AND MONITORING AGENCY

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

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

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Red Herring Prospectus.

TYPE OF ISSUE

The present Issue will be done through 100% Book Building Process.

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 in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Haryana edition of 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 3Dimension Capital Services Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India 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 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, provided that our Company may in consultation with the Book Running

Lead Manager allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the 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 Book Running Lead Manager and the Designated Stock Exchange.

All Bidders, except Anchor Investors, 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. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

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 (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 227 of this Draft Red Herring Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” beginning on page 227 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the 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 finalize 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:

1. Check eligibility for making a Bid (see section titled “*Issue Procedure*” beginning on page 227 of this Draft Red Herring Prospectus;
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. 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.
4. 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.
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/ Issue Program:

Events	Indicative Dates
Bid/Issue Opening Date.	[●](1)
Bid/ Issue Closing Date.	[●](2) (3)
Finalization of Basis of Allotment with the Designated Stock Exchange.	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account.*	[●]
Credit of Equity Shares to Demat accounts of Allottees.	[●]
Commencement of trading of the Equity Shares on the Stock Exchange.	[●]

1. *Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5:00 pm IST on Bid/ Issue Closing Date, i.e. [●].*

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. 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, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

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 three 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 Bidder on Bid/Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and NSE 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 Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/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 Book Running Lead Manager 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 Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

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

WITHDRAWAL OF THE ISSUE

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

If our Company withdraw the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the 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 withdraw 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 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 final RoC approval of the Prospectus.

UNDERWRITING AGREEMENT

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

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

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

In the opinion of our Board of Directors (based on a certificate given by the Underwriter), the resources of the above - mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act – Noted for Compliance.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THE ISSUE

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

The details of Market Maker are set forth below:

Name	[●]
Address	[●]
Contact No.	[●]
Email	[●]
Website	[●]
Contact Person	[●]
Investor Grievance Id	[●]
CIN	[●]
SEBI Registration No.	[●]
NSE Clearing No.	[●]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE 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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of NSE EMERGE (SME platform of NSE) and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to Offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹[●]/- per share the minimum application lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
6. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
7. There would not be more than five Market Makers for a script at any point of time and the Market Makers may

compete with other Market Makers for better quotes to the investors.

8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
9. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
10. 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.
11. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE from time to time.
12. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE EMERGE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
13. 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.
14. 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.
15. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
16. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further, the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

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 Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. 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.

1. **Risk containment measures and monitoring for Market Makers:** NSE EMERGE Exchange will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
2. **Punitive Action in case of default by Market Makers:** EmERGE Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making

activities /trading membership.

3. 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.
4. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

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

5. The following spread will be applicable on the NSE EMERGE.

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

6. 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 / NSE from time to time.

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

CAPITAL STRUCTURE

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

(₹ In Lakhs except no of shares)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price*
A.	Authorized Share Capital		
	1,00,00,000 Equity Shares of face value of ₹ 10/- each	1,000.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Issue		
	62,00,000 Equity Shares of face value of ₹ 10/- each	620.00	-
C.	Present Issue in Terms of this Draft Red Herring Prospectus		
	Issue of up to 24,41,115 Equity Shares of face value of ₹ 10/- each (1)	244.11	[●]
	Which Comprises:		
	Reservation for Market Maker portion [●] Equity Shares of face value of ₹10/- each at a price of ₹[●] per Equity Share reserved as Market Maker Portion.	[●]	[●]
	Net Issue to the Public Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share to the Public.	[●]	[●]
	Net Issue to Public consists of⁽²⁾		
	Allocation to Qualified Institutional Buyers: Not more than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers.	[●]	[●]
	Allocation to Non-Institutional Investors: Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share will be available for allocation to Non-Institutional Investors.	[●]	[●]
	Allocation to Retail Individual Investors: Not less than [●] Equity Shares of ₹10/- each at an Issue Price of ₹[●]/- per Equity Share will be available for allocation to Retail Investors.		
D.	Paid-up Equity Capital after the Issue		
	Up to 86,41,115 Equity Shares of face value of ₹ 10/- each	864.11	[●]
E.	Securities Premium Account		
	Before the Issue		Nil
	After the Issue		[●]**

*To be included upon finalisation of Issue Price.

**The amount disclosed is prior to deduction of Issue expenses.

- i. For details in relation to the changes in the authorised share capital of our Company, please refer to section titled “**History and Corporate Structure - Amendments to our Memorandum of Association**” beginning on page 131 of this Draft Red Herring Prospectus.
- ii. The Issue has been authorized by a resolution of our Board of Directors through their meeting dated July 05, 2024 and by a special resolution of our Shareholders at Extraordinary General Meeting dated July 08, 2024.
- iii. Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

CLASS OF SHARES

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

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

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

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

Note- No alteration in Authorised share capital since Incorporation of the company.

2. Equity Share Capital History of our Company

The history of the equity share capital of our Company is set forth below:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
On Incorporation (December 13, 2023)	51,41,152	10	10	Other than Cash*	Subscription to MOA ⁽ⁱ⁾	51,41,152	51,411 520	Nil
February 05, 2024	10,58,848	10	10	Other than Cash	Conversion of Loan ⁽ⁱⁱ⁾	62,00,000	62,000,000	Nil

- M/s Nut and Foods Processors" was converted into the public company NFP Sampoorna Foods Limited.*

- Initial Subscribers to the Memorandum of Association of our company- 51,41,152 Equity Shares of face value of ₹10/-each issued at par:*

Sr. No	Name	No of Equity Shares
1.	Praveen Goel	20,53,622
2.	Yash Vardhan Goel	30,87,030
3.	Anju Goel	100
4.	Nisha Gupta	100
5.	Anil Kumar Gupta	100
6.	Sanjay Kumar Garg	100
7.	Sudhanshu Shekhar Thakur	100
	Total	51,41,152

- Further Allotment on conversion of loan pursuant to conversion of unsecured debt as on February 05, 2024 of 10,58,848 Equity Shares of face value of ₹ 10 each fully paid up at par as per the details given below:*

Sr. No	Name	No of Preference Shares
1.	Praveen Goel	10,58,848
	Total	10,58,848

- We have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation except mentioned below: -

Dated on February 05, 2024, Issue of 10,58,848 Equity Share for consideration other than cash, for conversion of unsecured Loan:

Sr. No	Name	No of Equity Shares
1.	Praveen Goel	10,58,848
	Total	10,58,848

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.

5. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
7. Our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of this Draft Red Herring Prospectus,

Date of Allotment	Face Value (Rs.)	Issue Price (Rs.)	Reasons of allotment	Whether part of Promoter Group	Allottes	No. of Shares Allotted
December 13, 2023	10	10	Subscription to MOA	Yes	Praveen Goel	20,53,622
December 13, 2023	10	10	Subscription to MOA	Yes	Yash Vardhan Goel	30,87,030
December 13, 2023	10	10	Subscription to MOA	Yes	Anju Goel	100
December 13, 2023	10	10	Subscription to MOA	No	Anil Kumar Gupta	100
December 13, 2023	10	10	Subscription to MOA	No	Sudhanshu Shekhar Thakur	100
December 13, 2023	10	10	Subscription to MOA	No	Nisha Gupta	100
December 13, 2023	10	10	Subscription to MOA	No	Sanjay Kumar Garg	100
February 5, 2024	10	10	Conversion of Loan	Yes	Praveen Goel	10,58,848

TABLE II - SUMMARY OF SHAREHOLDING PATTERN:

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights		Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
								Class:Equity	Class: y									Total
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)	(IX)			(X)	(XI) = (VII)+(X)	(XII)		(XIII)		(XIV)	
(A)	Promoter & Promoter Group	3	6199600	0		6199600	99.99	6199600		6199600.00	99.99	0	99.99	0		0		6199600
(B)	Public	4	400	0		400	0.01	400		400.00	0.01	0	0.01	0		0		400
(C)	Non Promoter-Non Public					0												
(C1)	Shares underlying DRs	0			0	0		0		0	0.00			0		0		0
(C2)	Shares held by Employee Trusts	0	00	0		0	0.00	00		0	0.00	0	0.00	0		0		0
	Total	7	6200000	0	0	6200000	100.00	6200000	0.00	6200000.00	100.00	0	100.00	0	0.00	0	0.00	6200000

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

Notes –

- As on date of this Draft Prospectus, one (1) Equity share holds one (1) vote.
- The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- We have only one class of Equity Shares of face value of ₹ 10.00/- each.
- Public Shareholders are not related to the directors/promoters/promoter group members/any other entities controlled or influenced by the promoters or directors of the Sampoorna.
- We have entered into a tripartite agreement with CDSL and NSDL.

a) **Equity Shareholding of Directors and Key Managerial Personnel in our Company:**

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

Sr. No.	Name of Shareholder	No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
1.	Praveen Goel	31,12,470	50.20%	31,12,470	[●]
2.	Yash Vardhan Goel	30,87,030	49.79%	30,87,030	[●]
3.	Anju Goel	100	Negligible	100	[●]
	Total	61,99,600	99.99%	61,99,600	[●]

b) **List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Red Herring Prospectus:**

Sr. No.	Name of Shareholder	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Praveen Goel	31,12,470	50.20%
2.	Yash Vardhan Goel	30,87,030	49.79%
	Total	61,99,500	99.99%

c) **List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of this Draft Red Herring Prospectus:**

Sr. No.	Name of Shareholder	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Praveen Goel	3112470	50.20%
2.	Yash Vardhan Goel	3087030	49.79%
	Total	61,99,500	99.99%

d) **List of shareholders holding 1% or more of the paid-up capital of our company as on March 31, 2024: -**

Sr. No.	Name of Shareholder	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Praveen Goel	3112470	50.20%
2.	Yash Vardhan Goel	3087030	49.79%
	Total	61,99,500	99.99%

9. Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.

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

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue.

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Draft Red Herring Prospectus until the Equity Shares have been listed. Our Company does not have any intention or proposal to alter its capital structure within a period of 6 (six) months from the date of opening of the Issue by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, Our Company is in expansion phase and may need additional capital to fund existing / and or future organic and / or inorganic expansion. Therefore, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the issue appropriately in due compliance with the applicable statutory provisions.

13. Details of our Promoters Shareholding

As on the date of this Draft Red Herring Prospectus, our Promoters Praveen Goel, Anju Goel and Yash Vardhan Goel hold 61,99,600 Equity Shares, constituting 99.99% of the issued, subscribed and paid-up Equity Share capital of our Company. The build-up of shareholding of Promoters are as follows:

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

Praveen Goel

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
December 13, 2023	Subscriber to MOA	Other Than Cash	20,53,622	20,53,622	10/-	10/-	33.12%	[●]%	No
February 05, 2024	Conversion of loan	Other Than Cash	10,58,848	31,12,470	10/-	10/-	17.07%	[●]%	No
Total			31,12,470				50.20%		

Anju Goel

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
December 13, 2023	Subscriber to MOA	Other than Cash	100	100	10/-	10/-	Neligible	[●]%	No

Yash Vardhan Goel

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price (₹)	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
December 13, 2023	Subscriber to MOA	Other than Cash	30,87,030	30,87,030	10/-	10/-	49.79%	[●]%	No

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

b) The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Category of Promoters	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post- Issue Capital
Promoters				
Praveen Goel	31,12,470	50.20	31,12,470	[●]%
Yash Vardhan Goel	30,87,030	49.79	30,87,030	[●]%
Anju Goel	100	0.002%	100	[●]%
Promoter Group				
Total	61,99,600	99.99%	61,99,600	[●]%

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

Sr. No.	Name of Promoters	No of Equity Shares held	Average Cost of Acquisition (in ₹) *
1.	Praveen Goel	31,12,470	10.00
2.	Yash Vardhan Goel	30,87,030	10.00
3.	Anju Goel	100	10.00

15. We have 7 (Seven) Shareholders as on the date of this Draft Red Herring Prospectus.

16. We hereby confirm that:

There has been no acquisition, sale or transfer of Equity Shares by our Promoters, Promoters Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Draft Red Herring Prospectus:

No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

17. Details of Promoters' Contribution and Lock-in details

Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoter, shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock-in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares

As on the date of this Draft Red Herring Prospectus, our Promoters holds 61,99,600 Equity Shares constituting [●] % of the Post-Issued, subscribed and paid-up Equity Share Capital of our Company, which are eligible for the Promoter's contribution

Our Promoters have given written consent to include [●] Equity Shares held by them and subscribed to by them as part of Promoter's Contribution constituting 20.00% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner the Promoter's contribution, for a period of three years from the date of allotment in the Issue

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

Name of Promoters	Date of Allotment / Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Pre-Issue Paid-up Capital	% Of Post-Issue Paid-up Capital*	Lock-in Period*
Praveen Goel	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Yash Vardhan Goel	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total		[●]	[●]				[●]		[●]

*The above details shall be filled up in the Prospectus.

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

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible

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

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

18. Equity Shares locked-in for one year other than Minimum Promoter Contribution

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter's contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

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

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

20. 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.

21. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

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

- b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

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

22. Transferability of Locked in Equity Shares

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

- a) The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoter or any person of the Promoter 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.
- b) The equity shares held by persons other than promoter and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter 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 lock-in period stipulated has expired.
23. Our Company, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
24. As on date of this Draft Red Herring Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
25. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoter or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
26. As on the date of this Draft Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
27. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "**Issue Procedure**" beginning on page 227 of this Draft Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
28. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the 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 Promoter and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
30. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.

33. We have 7 (Seven) Shareholders as on the date of filing of the Draft Red Herring Prospectus.
34. We shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. As per RBI regulations, OCBs are not allowed to participate in this issue.
37. This Issue is being made through Book Building Price Issue.
38. 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. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Issue.
39. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
40. None of our Promoters and Promoter Group will participate in the Issue.

Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group between the date of filing this Draft Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

This Issue comprises of Fresh Issue of up to 24,41,115 Equity Shares by our Company aggregating to ₹[●] Lakhs.

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

1. To Meet Working Capital Requirements;
2. To meet out the Issue Expenses.
3. General Corporate Purposes
(Collectively referred as the “objects”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the NSE EMERGE Platform including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

ISSUE PROCEEDS

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

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Issue related Expenses (only those apportioned to the Company) ⁽¹⁾	[●]
Net Proceeds of the Issue	[●]

⁽¹⁾ The Issue related expenses shall be determined at the time of filing Prospectus with RoC.

UTILISATION OF NET PROCEEDS

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

(₹ in Lakhs)

Sr. No	Particulars	Amount	% of Gross Proceeds*	% of net Proceeds*
1.	Funding of working capital requirements of the Company	1140.75	[●]%	[●]%
2.	General Corporate Purposes#			
3.	Issue Expenses	[●]	[●]%	[●]%
	Total*	[●]	[●]%	[●]%

* To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.

The amount to be utilised for general corporate purposes will not exceed 25% of the Gross Proceeds.

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

Our Company plans to deploy the funds towards the above stated Object depending upon various factors including the actual timing of the completion of the Issue and the receipt of the Net Proceeds. In the event that estimated utilization out of the funds in any given financial year is not completely met, the same shall be utilized in the next financial year.

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

Sr. No.	Object	Amount proposed to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F. Y. 2024-25	Estimated Utilization of Net Proceeds in F. Y. 2025-26
1.	Funding of working capital requirements of the Company	1140.75	[●]	[●]
2.	General Corporate Purposes#	[●]	[●]	[●]

3.	Issue Expenses	[•]	[•]	[•]
	Total*	[•]	[•]	[•]

** To be determined upon finalisation of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

The amount to be utilised for general corporate purposes will not exceed 25% of the gross Proceeds.

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MEANS OF FINANCE

We intend to finance our Objects of the Issue through Net Issue Proceeds which is as follows:-

Particulars	Amount (Rs in Lakhs)
Net Issue Proceeds	[●]
Total	[●]

The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

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

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus.

DETAILS OF THE OBJECTS OF THE ISSUE

1. TO MEET WORKING CAPITAL REQUIREMENTS:

The detail of the Company working capital for the fiscal year ending on March 31, 2022, 2023 and 2024 and source of funding, derived from the Restated Financial Statements are given below:-

<u>Statement of Working Capital Requirements</u>			(Amount in Lacs)
	<u>March 31,2024</u>	<u>March 31,2023</u>	<u>March 31,2022</u>
	(Restated)	(Restated)	(Restated)
<u>CURRENT ASSETS</u>			
Current Investments	-	-	-
Inventories	681.36	269.83	140.46
Trade Receivables	98.73	173.72	18.71
Cash & Cash Equivalents	33.55	11.22	10.19
Short Term Loans & advances	562.90	266.62	518.66
Other Current Assets	144.67	44.65	27.29
Total (A)	1521.15	765.97	715.31
<u>CURRENT LIABILITIES</u>			
Short Term Borrowings	428.71	0	144.34
Trade Payables	18.94	1.49	3.95
Other Current Liabilities	103.69	14.43	1.33
Short Term Provisions	54.46	18.52	0
Total (B)	605.79	34.3	149.62
<u>Net WORKING CAPITAL (A) - (B)</u>	915.36	731.67	565.69
<u>Sources Of Working Capital</u>			
Internal Accruals	915.36	731.67	565.69

The details of the Company's estimated working capital for the fiscal year ending on March 31, 2025 and 2026 and proposed funding of working capital requirements are given below:

	Amount in Lakhs	
	<u>March 31, 2026</u>	<u>March 31, 2025</u>
	<u>(Estimated)</u>	<u>(Estimated)</u>
<u>CURRENT ASSETS</u>		
Current Investments		
Inventories	1500	900
Trade Receivables	200	100
Cash & Cash Equivalents	70	60
Short Term Loans & advances	1250	550
Other Current Assets	250.36	170.36
Total (A)	3270.36	1780.36
<u>CURRENT LIABILITIES</u>	March 31, 2026	March 31, 2025
Short Term Borrowings	500.00	450.00
Trade Payables	30.00	20.00
Other Current Liabilities	200.00	125.00
Short Term Provisions	125.00	70.00
Total (B)	855	665
Net WORKING CAPITAL (A) - (B)	2415.36	1115.36
Incremental net working capital	1300	200
Sources Of Working Capital		
Proceeds from IPO	1140.75	0
Internal Accruals	159.25	200
Total	1300.00	200

Basis of Estimation

The Company is engaged in Processing of Raw Cashew Nut and Distribution of Cashew Nuts. The Company's business is highly working capital intensive and it funds its working capital requirement through short term loans and through internal accruals. The major working capital are required for maintaining adequate Inventory and short-term advances to the suppliers for procurement of Raw Cashew Nuts. The Company's projected revenue from operations to be increased from 2314 lacs in FY 2023-24 to 4000 lacs in FY 24-25 and 6500 lacs in FY 25-26. In FY 23-24, the working capital requirement on restated basis was 915.36 lacs from the existing level of business operations. As per the managements estimation the working capital requirement for FY 2024-2025 and FY 2025-2026 is expected to be Rs 1115.36 lakh and 2415.36 lakh respectively based on current and future orders that may be received by the Company, for funding future growth requirements and for other strategic, business and corporate purposes.

Company working capital requirement is increased from FY 2021-22 onwards because company revenue from operations is increased year on year.

Funding to meet the Working capital requirements

Working Capital of the Company has been increased by Rs349.67 in FY 23-24 in comparison to FY 21-22 due to the following reason: -

Turnover of the Company has increased from Rs748.7 lacs in FY 21-22 to Rs 2314.7 lacs in F.Y 23-24. In F.Y 23-24, there was an increase of Rs540.89 lacs in inventory. This was necessitated by the need for an adequate supply of raw material and work in progress items to sustain our manufacturing operations and meet the demand for finished goods, thereby achieving our sales targets.

The expansion and increased business activities of our Company required higher levels of working capital to support larger sales volumes, increased production and a serve a large customer base.

The Company is in the process of setting a new Automated Production plant at Ghiloth Industrial Area Tehsil Neemrana, District Alwar, Rajasthan. The Company is expecting to increase its sales substantially which will lead to increase in Short Term Advances to our Supplier (Exporters) and inventory which will impact the working capital requirement for the F.Y 2026 as compared to F.Y 2024 and F.Y2025.

Justification for Holding Period levels: -

Inventory: - The Company is increasing the inventory on the basis of increase in the turnover of the Company. The Company require sufficient amount of inventory of raw material/WIP to manufacture finished goods resulting increase in sales.

Short-Term Loans & Advances: - Short term loans & advances includes Advances to Suppliers (Exporters) of raw cashew Nuts. Short term loans & Advances have been maintained in line with anticipated expansion of operations, necessitating advance payments to facilitate more business in the coming years. Our Cycle for importing raw cashew nuts involves a period of 4-5 months which includes 2 months for the Supplier to procure the crop from farmers on our behalf and further processing which includes drying, sorting, quality control, packing in jute bags etc. Another 2-3 months are required for shipment of raw cashew nuts, clearing from custom ports and further transportation from port to our factory.

Trade Receivables: - Trade receivables holding period in FY 2022, 2023 and 2024 were in the range of 10 to 25 days. With the expansion of its operations as well as increase in installed capacity, and in addition company is extending it's credit period to its customers. Therefore, the holding period for the trade receivable will be increased in the projected period. This would help the company to build relationships with its new customers.

2. 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. The Net proceeds will first be utilized towards Working Capital Requirements as set out above. Company intends to deploy the balance Net Proceeds towards our General Corporate Purposes to drive our business growth, as approved by our management, from time to time, subject to such utilization not exceeding 25% of the Net Proceeds of the Fresh Issue, in compliance with SEBI (ICDR) regulations.

Such general corporate purposes may include, but not limited or restricted to, following: -

- Funding Growth Opportunities;
- Servicing our repayment obligations (principal and interest) under our future financing arrangements;
- Capital Expenditure, including towards development/refurbishment/renovation of our assets;
- Strategic initiatives;
- Strengthening our marketing our marketing network & capability;
- Brand building exercises in order to strengthen our operations;
- Meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013, brand building exercises in order to strengthen our operations.

3. Estimated Issue Related Expenses

The total expenses of the Issue are estimated to be approximately [●] Lakhs. The expenses of the Issue include, amongst others, listing fees, selling commission, fees payable to the BRLM, fees payable to legal counsels, fees payable to the Registrar to the Issue, Bankers to the Issue, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing and trading of the Equity Shares on the Stock Exchanges.

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

Activity	Expense (₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead manager fees including underwriting Commission.	[●]	[●]	[●]
Fees Payable to Registrar to the Issue.	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expense.	[●]	[●]	[●]

Fees payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for printing & Stationary, Postage, etc.	[●]	[●]	[●]
Fees payable to Auditors, Legal Advisors and other Professionals.	[●]	[●]	[●]
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses	[●]	[●]	[●]
Total	[●]	[●]	[●]

- 1) Issue Expenses will be finalized on determination of Issue Price and incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.
- 2) Amounts will be finalized and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

BRIDGE LOANS

Our Company has not raised any bridge loans from bank or financial institutions as on the date of this prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING OF UTILIZATION OF FUNDS

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

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

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects.

This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

INTERIM USE OF FUNDS

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

VARIATION IN OBJECTS

In accordance with 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 (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 newspaper, 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 / PAYMENT TO PROMOTERS AND PROMOTER'S GROUP FROM THE IPO PROCEEDS

No part of this issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business.

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BASIS FOR ISSUE PRICE

The Price Band and Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

Bidders should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business Overview” beginning on page 25, 157, 191 and 95 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

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

- Experienced Promoters and Management Team;
- Existing Client Relationship;
- Quality Service; and
- Consistent Growth, Profitability and Cash Flow Generation

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Business Overview” beginning on page 95 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements for period ended March 31, 2024 and December 20, 2023 and for the financial year ended March 31, 2023, and March 31, 2022 prepared in accordance with Accounting Standard (AS) For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Red Herring Prospectus.

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

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

1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”)

As per Restated Financial Statements

Particulars	Basic/ Diluted EPS	Weighted Average
	(in ₹)	
For the Period ended March 31, 2024	0.99	-
For the Period ended December 20, 2023	-	-
Year ended March 31, 2023	-	-
Year ended March 31, 2022	-	-

(Note EPS for the Year ended 31st march, 2024 is Rs. 1.67)

M/s. Nut and Food Processor a partnership firm was converted into public Limited company on December 13, 2023.

Notes:

1. The figures disclosed above are based on the Restated Financial Statements of the Company.
2. The face value of each Equity Share is ₹10/- each.
3. Earnings per Share has been calculated in accordance with AS 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
4. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
5. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted

average number of equity shares outstanding during the year/ period.

- Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

2. Price Earnings Ratio (“P/E”) in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

As per Restated Financial Statements

Particulars	(P/E) Ratio at the Floor Price* (no. of times)	P/E Ratio at the Cap Price (no. of times)
Based on Restated Financial Statements	[●]	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]	[●]

*To be updated at the price band stage.

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

3. Return on Net worth (RoNW).

As per Restated Financial Statements

Particulars	RoNW (%)	Weights*
For the Period ended March 31, 2024	2.68%	-
For the Period ended December 20, 2023	-	-
For the Period ended March 31, 2023	-	-
For the Period ended March 31, 2022	-	-

*M/s. Nut and Food Processor a partnership firm was converted into public Limited company on December 13, 2023

Note:

- Return on Net Worth (%) = Restated Profit available to Equity Shareholders/ Restated Net Worth of Equity Shareholders.
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account. It may be noted that equity component of financial instruments is excluded while calculating Net worth of the Company.

4. Net Asset Value (NAV) per Equity Share (Face Value of ₹10 each).

As per Restated Financial Statement-.

Financial Year	(in ₹)
For the Period ended March 31,2024	10.28
For the Period ended December 20, 2023	-
For the Period ended March 31,2023	-
For the Period ended March 31,2022	-
Net Asset Value per Equity Share after the Issue at Floor Price	[●]
Net Asset Value per Equity Share after the Issue at Cap Price	[●]
Issue Price*	[●]

*Issue Price shall be updated in the Prospectus prior to opening the Issue.

Notes:

- Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the period/year.
- Issue Price per Equity Share will be determined on conclusion of the Book Building Process.

5. Comparison of accounting ratios with listed Industry peers.

Name of Company	CMP	Face Value (₹)	Basic EPS (₹)	PE Ratio (times)	RoNW (%)	NAV per Share (₹)
NFP Sampoorna Foods Limited (Formerly Known as Nut & Food Processors)	[●]	10.00	0.99	[●]	2.68%	₹10.28
Peer Group						
Krishival Food Limited (Formerly Known as Empyrean Cashews Limited)	₹224.00	10.00	4.31	51.96	7.98 %	₹54.92
Prospect Commodities Limited	₹150.00	10.00	4.22	20.07	5.02%	₹30.85

Source: www.nseindia.com / www.bseindia.com

Notes:

- The figures for our company are based on Restated Financial Statements for the year ended March 31, 2024.
- The figures for the Peer Group are based on the Financial Statements filed for the financial year ended March 31, 2024.
- CMP is the closing prices or the last traded price of respective scripts as on July 30, 2024.
- P/E Ratio has been computed based on their respective closing market price on March 31, 2024 as divided by the Basic EPS as on March 31, 2024.
- Return on Net Worth (%) = Profit for the period/ year / Net Worth at the end of the period/year.
- Net Asset Value per Equity Share (in ₹) = Net Worth at the end of the period/year / Weighted number of equity shares outstanding at the end of the period/year.
- The Issue Price determined by our Company in consultation with the Book Running Lead Manager is justified by our Company in consultation with the Lead Manager on the basis of the above parameters.

The face value of our share is ₹10/- per share and the Issue Price is of ₹[●] per share are [●] times of the face value.

Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 157 of this Draft Red Herring Prospectus.

6. Key Performance Indicators (“KPI”).

The KPIs disclosed below have been used historically by the Company to understand and analyze the business performance, which in result, help the company in analyzing the growth of various verticals in comparison to the company’s peers. The KPIs disclosed below have been approved by a resolution of the Audit Committee dated 13th June 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to the 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 Draft Red Herring Prospectus.

The KPIs of our Company have been disclosed in the chapters titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 95 and 191 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” beginning on pages 1 of this Draft Red Herring Prospectus.

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 Issue as per the disclosure made in the chapter titled “**Objects of the Issue**”, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a) Key Performance Indicators of our Company*

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	From December 21, 2023 to March 31, 2024	From April 01 2023 to December 20, 2024	From April 01 2022 to March 31, 2023	From April 01 2021 to March 31, 2022
Revenue from Operations (1)	599.66	1700.70	1674.68	748.69

Key Financial Performance	From December 21, 2023 to March 31, 2024	From April 01 2023 to December 20, 2024	From April 01 2022 to March 31, 2023	From April 01 2021 to March 31, 2022
EBITDA ⁽²⁾	57.31	190.59	77.80	4.26
EBITDA(Excluding Other Income) ⁽²⁾	57.31	160.04	77.79	4.26
EBITDA Margin (%) ⁽³⁾	9.56%	11.21%	4.65%	0.57%
PAT	17.10	86.64	41.59	-6.39
PAT Margin (%) ⁽⁴⁾	2.85%	5.09%	2.48%	-0.85%
Profit after tax growth (%) (Year on Year)	149.43%*	-	750.51%	-179.25%
Trade Receivables Turnover Ratio (In times) ⁽⁵⁾	2.15	5.37	17.40	53.08
Inventory Turnover Ratio (In times) ⁽⁶⁾	0.52	2.05	6.84	4.91
Trade Payables Turnover Ratio (In times) ⁽⁷⁾	3.08	63.17	563.16	261.91
Net Capital Turnover Ratio (In times) ⁽⁸⁾	0.63	1.97	2.58	2.01
Trade Receivables days ⁽⁹⁾	169.92	67.96	20.97	6.88
Inventory days ⁽¹⁰⁾	708.49	177.97	53.39	74.31
Trade Payable days ⁽¹¹⁾	118.47	5.78	0.65	1.39
Return on equity ⁽¹²⁾	2.97%	12.66%	5.57%	-1.48%
Return on capital employed (%) ⁽¹³⁾	7.96%	35.28%	7.59%	-0.68%
Debt-Equity Ratio (times) ⁽¹⁴⁾	1.62	2.38	0.04	0.23
Working Capital Cycle (days) ⁽¹⁵⁾	759.95	240.15	73.71	79.79
Net fixed asset turnover ratio (times) ⁽¹⁶⁾	4.53	13.88	17.72	13.20
Current Ratio (times) ⁽¹⁷⁾	2.51	2.61	22.24	4.78

*As certified by Ajay K. Kapoor & Company., Chartered Accountants, by way of their certificate dated July 04, 2024.

Notes:

- (1) Revenue from operation means revenue from sale of the products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) Trade receivable turnover is calculated Revenue from operation divided by average trade receivables
- (6) Inventory turnover ratio is calculated Cost of goods sold or sales divided by average inventory
- (7) Trade Payable turnover ratio is calculated Net credit Purchase divided by average trade payable
- (8) Net Capital Turnover Ratio is calculated revenue from operations divided by Average working capital (i.e. Total current assets less Total current liabilities)
- (9) Trade receivable days is calculated as 365 divided by trade receivables turnover by for fiscal years
- (10) Inventory days is calculated as 365 divided by Inventory turnover by for fiscal years
- (11) Trade payable days is calculated as 365 divided by Trade Payable turnover by for fiscal years
- (12) Return on Equity is calculated by Profit for the year less Preference dividend (if any) divided by average total equity
- (13) Return on Capital Employed is calculated as follows: Profit before tax plus finance cost divided by (Net Worth plus Lease liabilities plus Deferred Tax Liabilities)
- (14) Debt to Equity ratio is calculated as Total Debt divided by equity
- (15) Working Capital Cycle is defined as trade receivable days plus inventory days less trade payable days
- (16) Net fixed asset turnover ratio is calculated by dividing net sales by the average fixed assets
- (17) Current Ratio is calculated by dividing Current assets to Current Liabilities

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

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

Explanations for the certain financial data based on Restated Financial Statements

Key Financial Performance	Explanations
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps to assess the overall financial performance of the Company and volume of the business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business
Profit after tax growth	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
Trade Receivables Turnover Ratio	Trade receivables measures how frequently a company converts its accounts receivable into cash over a given period
Inventory Turnover Ratio	Inventory turnover ratio is the number of times a company has sold and replenished its inventory over a specific amount of time
Trade Payables Turnover Ratio	Trade Payable turnover measure the number of times the business is paying off its creditors or suppliers in an accounting period
Net Capital Turnover Ratio	Net Capital Turnover estimates the operating efficiency of a company via its allocation of equity capital
Trade Receivables days	Trade Receivables days is the average number of days required for a company to receive payments from its customers
Inventory days	Inventory days is the average number of days required for a company to convert its inventory into sales
Trade Payable days	Trade Payable days is the average number of days required for a company to pay its suppliers
Return on Equity	Return on equity provides how efficiently the Company generates profits from shareholders' funds
Return on Capital Employed	Return on capital employed provides how efficiently the Company generates earnings from the capital employed in the business
Debt-Equity Ratio	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
Working Capital Cycle	Working Capital Cycle is the time it takes to convert net current assets and current liabilities into cash
Net fixed asset turnover ratio	Net fixed asset turnover ratio is indicator of the efficiency with which the company is able to leverage its assets to generate revenue from operations
Current Ratio	The current ratio is a liquidity ratio that measures the company's ability to pay short-term obligations or those due within one year

c) Comparison with Listed Industry Peers.

As on March 31, 2024

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	NFP Sampoorna Foods Limited	Krishival Food Limited (Formerly Known as Emyrean Cashews Limited)	Prospect Commodities Limited
Revenue from Operations ⁽¹⁾	2300.36	5,104.74	1225.55
EBITDA ⁽²⁾	247.90	722.26	176.37
EBITDA Margin (%) ⁽³⁾	10.77%	14.14%	14.39%
PAT ⁽⁴⁾	103.74	467.61	102.84
PAT Margin (%) ⁽⁵⁾	4.50%	9.16%	8.39%

As on March 31, 2023:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	NFP Sampoorna Foods Limited	Krishival Food Limited (Formerly Known as Emyrean Cashews Limited)	Prospect Commodities Limited
Revenue from Operations ⁽¹⁾	1674.68	7,002.94	1,269.30
EBITDA ⁽²⁾	77.80	1,044.49	165.10
EBITDA Margin (%) ⁽³⁾	4.65%	14.92%	13.01%
PAT ⁽⁴⁾	41.59	676.60	54.67
PAT Margin (%) ⁽⁵⁾	2.48%	9.66%	4.31%

As on March 31, 2022:

(₹ in Lakhs, otherwise mentioned)

Key Financial Performance	NFP Sampoorna Foods Limited	Krishival Food Limited (Formerly Known as Emyrean Cashews Limited)	Prospect Commodities Limited*
Revenue from Operations ⁽¹⁾	748.69	5,176.91	-
EBITDA ⁽²⁾	4.26	694.98	(0.15)
EBITDA Margin (%) ⁽³⁾	0.57	13.42%	NA
PAT ⁽⁴⁾	-6.39	339.72	(0.15)
PAT Margin (%) ⁽⁵⁾	-0.85%	6.56%	NA

* On April 1, 2022, Prospect Commodities Limited took over the business of M/s Fortune Exports (Partnership Firm), assuming all assets and liabilities. As a result, the Company's financial performance for FY 2021-22 is not reflective of its current operations, and therefore, is not presented.

Notes:

1. Revenue from operation means revenue from sale of products, it does not include revenue from sale of services and other sales.
2. EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income.
3. EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
4. PAT is calculated as Profit before tax – Tax.
5. PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
6. All the financial information for listed industry peers mentioned above is sourced from the annual reports as available of the respective company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to stock exchanges.
7. Listed peers are as identified by us on the basis of similar line of business with our Company, however not comparable with size of our Company.

7. Justification for Basis for Issue price.

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

There has been no issuance of Equity Shares (excluding shares issued under ESOP/ESOS and issuance of bonus shares), during the 18 months preceding the date of this Draft 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) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

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

Except as mentioned below, there have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre- Issue share capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Name of Shareholder	Date of Transaction	Promoters/ Promoter Group/ Director	Number of Equity Shares Subscribed to/Acquired/ Sold	Total Consideration	Subscribed/ Acquired/ Transferred
N/A					

c. Since there is an eligible transaction of our Company reported in (b) above in accordance with paragraph (9)(K)(4)(a) of the SEBI ICDR Regulations and no transaction to report under (a) therefore, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Draft Red Herring Prospectus has not been computed.

d. Weighted average cost of acquisition, Issue Price.

The Weighted average cost of acquisition of Equity shares on the basis of primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer 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:

Primary Transactions:

Date of Allotment	Nature of Allotment	Name	Category	No of equity shares acquired	Face value (₹)	Issue Price (₹)	Nature of Consideration paid	Total Consideration (₹ in lakhs)
13/12/2023	SUBSCRIBER TO MOA	PRAVEEN GOEL	PROMOTER	2053622	10	10	OTHER THAN CASH	205.36
13/12/2023	SUBSCRIBER TO MOA	YASHVARDHAN GOEL	PROMOTER	3087030	10	10	OTHER THAN CASH	308.70
05/02/2024	CONVERSION OF LOAN	PRAVEEN GOEL	PROMOTER	1058848	10	10	OTHER THAN CASH	105.88
Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)								-

The Weighted average cost of acquisition of Equity shares secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, 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-

Secondary transaction:

Date of Transfer	Name of Transferee	Category	No of equity shares acquired	Name of Transferor	Face value (₹)	Transfer Price (₹)	Nature of Consideration paid	Total Consideration (₹ in lakhs)
NIL								

Note: Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where Promoter /Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Red Herring Prospectus irrespective of the size of the transaction.

*** This is certified by Ajay K. Kapoor & Company, Chartered Accountant dated 04th July '2024.*

- e. **Explanation for Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in 8 (d) above) along with our Company's key performance indicators and financial ratios for the Fiscals 2024, 2023 and 2022.**

[●]*

*To be included on finalization of Price Band.

- f. **The Issue Price is [●] times of the face value of the equity shares**

The face value of our share is ₹10/- per share and the Issue Price is of ₹[●] per share are [●] times of the face value. Our Company in consultation with the Book Running Book Running Lead Manager believes that the Issue Price of ₹[●] per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "**Risk Factors**" beginning on page 25 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "**Restated Financial Statements**" beginning on page 157 of this Draft Red Herring Prospectus.

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STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
NFP Sampoorna Foods Limited
(Formerly known as M/s Nut & Food Processors)
C/O Ashok Gupta Nathupur, Sonipat P.S. Rai
Haryana, India, 131029

Dear Sir,

Sub: Statement of Possible Special Tax Benefit ('the Statement') Available to NFP Sampoorna Foods Limited Limited (Formerly known as M/s Nut & Food Processors) and its Shareholders Prepared in Accordance with the Requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations').

Reference - Initial Public Offer of Equity Shares by NFP Sampoorna Foods Limited (Formerly known as M/s Nut & Food Processors).

We hereby confirm that the attached Annexure 1 and 2 (together "the Annexures"), prepared by the **NFP Sampoorna Foods Limited (Formerly known as M/s Nut & Food Processors) ('the Company')**, provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ("the Act") as amended by the Finance Act 2023, Circulars and Notifications issued thereunder from time to time, as applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, the Central Goods and Services Tax Act, 2017/ the Integrated Goods and Services Tax Act, 2017 ("GST Act"), as amended by the Finance Act 2023, Circulars and Notifications issued from time to time, as applicable for the Financial Year 2023-24, presently in force in India (together, the "Tax Laws").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax 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.

1. The benefits discussed in the attached Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the management of the Company. 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.
2. 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/ would be met with; and iii) the Revenue Authorities/Courts will concur with the views expressed herein.
3. The contents of the attached 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.
4. We do not give any assurance that the Revenue Authorities/ Courts will concur with the view expressed herein. Our views are solely based on existing provisions of law being force in India and implementation of such laws, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.
5. 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.
6. 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/ 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.

DATE: 04.07.2024
PLACE: GHAZIABAD
UDIN:

FOR AJAY K. KAPOOR & COMPANY,
CHARTERED ACCOUNTANT
FRN:013788N

(AJAY KAPOOR)
F.C.A.
M.NO. 092423

ANNEXURE 1 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act 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 Direct Tax Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

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;
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the DRHP/RHP/Prospectus.

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Indirect Tax Act, 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 Indirect Tax Act.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

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.
2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefit under any other law.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the DRHP/Prospectus.

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Lead Manager nor any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

*Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Red Herring Prospectus, including the information in the sections "**Risk Factors**" and "**Restated Financial Statements**" beginning on page 25 and 157 respectively of the Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section '**Risk Factors**' on page 25 of the Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.*

GLOBAL ECONOMY

According to the International Monetary Fund (IMF), global GDP growth is estimated at around 4.2% for 2024, reflecting a steady recovery but at a pace slightly below pre-pandemic levels. Advanced economies, benefiting from robust vaccination campaigns and substantial fiscal support, are leading the recovery. The United States, for instance, is expected to grow by approximately 3.5% in 2024, supported by strong consumer spending and business investment. In the Eurozone, growth projections are more modest at around 2.8%, influenced by lingering supply chain disruptions and slower progress in vaccine distribution across member states. Conversely, emerging markets face a more challenging environment. While some economies, like China and India, continue to grow at relatively robust rates (around 5.8% and 6.5%, respectively), others are grappling with structural vulnerabilities exacerbated by the pandemic. These include debt sustainability issues, currency depreciation pressures, and uneven access to vaccines, hindering their recovery prospects. For the next 4 years, the IMF projects world economic growth in the range of 3.1%-3.2% on a y-o-y basis.

GLOBAL PROSPECTS

As of mid-2024, the global economic outlook reflects a stabilization phase, although growth prospects remain subdued compared to the pre-pandemic decade. Both advanced economies and Emerging Market and Developing Economies (EMDEs) are projected to experience slower growth rates from 2024 to 2026. Recent increases in global core inflation are expected to gradually ease, leading headline inflation towards levels more aligned with central bank targets by 2026.

Market expectations regarding U.S. policy rates have consistently been revised upwards, contributing to elevated borrowing costs globally. This situation has rendered about two-fifths of EMDEs particularly vulnerable to debt stress. Over the period of 2024-25, economic growth is anticipated to fall short of the averages observed during 2010-2019 across countries that collectively represent over 80 percent of global output and population.

Moreover, the series of shocks experienced in recent years have hindered the catch-up of per capita income, with nearly half of EMDEs losing ground relative to advanced economies during the period spanning 2020 to 2024. These factors underscore the ongoing challenges faced by economies worldwide as they navigate a complex landscape of inflation pressures, interest rate adjustments, debt vulnerabilities, and sluggish growth compared to pre-pandemic levels.

Global trade growth is recovering, supported by a pickup in goods trade. Services-trade growth is expected to provide less of a tailwind this year, given that tourism has nearly recovered to prepandemic levels. However, the trade outlook remains lackluster compared to recent decades, partly reflecting a proliferation of trade-restrictive measures and elevated trade policy uncertainty. Aggregate commodity prices have increased since late last year. Amid fluctuations, average oil prices are expected to be slightly higher in 2024 than in 2023, underpinned by a tight demand-supply balance in a context of continued geopolitical tensions. Nonetheless, average energy prices are projected to be marginally lower this year than last—reflecting notable declines in prices for natural gas and coal—while remaining well above pre-pandemic levels. Metals prices are expected to be little changed over the forecast horizon, as demand related to metals-intensive clean energy investments and a broader pickup in global industrial activity attenuate the impact on commodity demand of declining real estate activity in China. Well-supplied markets for grains and other agricultural commodities should see edible food crop prices decline

modestly, by historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic (figure-A).

Figure A- Contributions to global trade growth

Inflation continues to wane globally, making progress toward central bank targets in advanced economies and EMDEs, but at a slower pace than previously expected. Core inflation has remained stubbornly high in many economies, supported by rapid growth of services prices. Over the remainder of 2024, continued tight monetary policy stances and slowing wage increases should help reduce inflation further. By the end of 2026, global inflation is expected to settle at an average rate of 2.8 percent, broadly consistent with central bank targets (figure B).

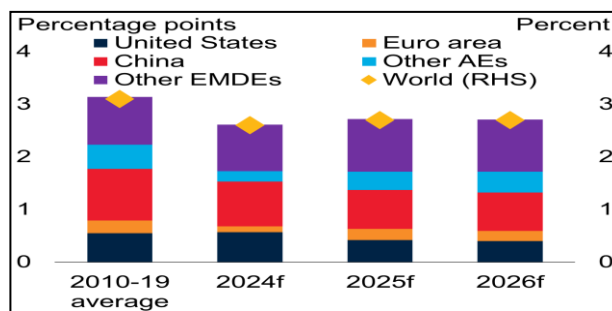


Figure B- Global Consumer Price Inflation

EMDE financial conditions similarly became more accommodative early this year, aided by declining domestic policy rates, improving global sentiment, and expected easing of advanced economy monetary conditions. EMDE conditions turned somewhat less accommodative in the second quarter, as a strengthening of the U.S. dollar—prompted by geopolitical tensions and firm inflation data in the United States—coincided with a bout of capital outflows. Although market perceptions of sovereign credit risk have generally eased this year, EMDE borrowing costs continue to be high, and marked divergences persist. Indeed, credit ratings and debt sustainability analyses indicate that about 40 percent of EMDEs remain acutely vulnerable to debt-related stress (figure C).

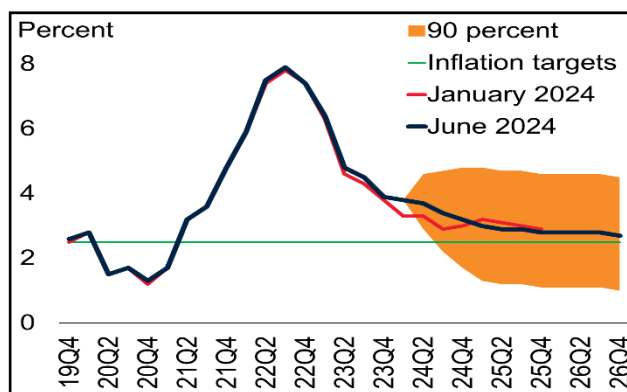
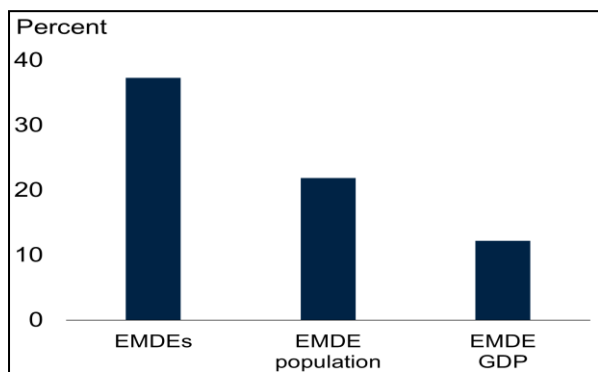


Figure C Share of EMDEs Vulnerable to Debt-related Stress



Global inflation has continued to decline, yet it remains above target in most advanced economies and in about one-fourth of inflation-targeting EMDEs. The initial phase of disinflation after the pandemic was underpinned by falling energy prices as well as waning supply chain pressures. Recently, the pace of consumer price disinflation has slowed, reflecting a partial rebound in energy prices, along with a notable slowdown in the rate of decline in core inflation (figure 1.2.A).

Agricultural commodity prices were close to unchanged, in aggregate, in the first quarter. Average prices are set to soften somewhat in 2024- 25. Food prices are forecast to dip by 6

percent in 2024 and 4 percent in 2025, mainly reflecting ample supplies for grains as well as oils and meals (figure 1.2.B). Volatile weather and increasing trade restrictions or disruptions could nonetheless push prices higher. Despite declining consumer food price inflation, acute food insecurity is estimated to have further worsened last year and doubled globally since 2019. Surging hunger is linked to a combination of still-elevated consumer food prices and proliferating violence and instability in vulnerable areas, notably in parts of the Middle East and Sub-Saharan Africa.

The pandemic unwound three years of progress on poverty reduction in EMDEs, while the subsequent global shocks have taken a further toll. Consequently, poverty rates stand above 2019 levels in many EMDEs, especially in vulnerable economies (figure 1.2.C). Accordingly, the ambition to reduce global poverty to 3 percent of the world’s population by 2030 increasingly appears out of reach. With many EMDEs already growing close to estimated potential growth rates, concerted efforts to further structural reforms and raise long-term growth will likely be needed to substantially accelerate poverty reduction. Progress in recent years on poverty reduction has primarily reflected robust growth in SAR and EAP, while

extreme poverty is increasingly concentrated in SSA, as well as several fragile and conflict-affected states elsewhere.

Restrictive trade policies, including both those targeting and those instigated by EMDEs, add to production costs and disrupt supply chains. The large number of elections taking place around the world this year—including in ECA and SSA, as well as in advanced economies—heightens the possibility of further protectionist measures. These could sow additional uncertainty and weigh on the anticipated global trade recovery this year. Export growth in every EMDE region fell short of expectations last year and could again surprise on the downside, with adverse implications for broader activity (figure 1.2.B).

Figure 1.2.A. Commodity Prices

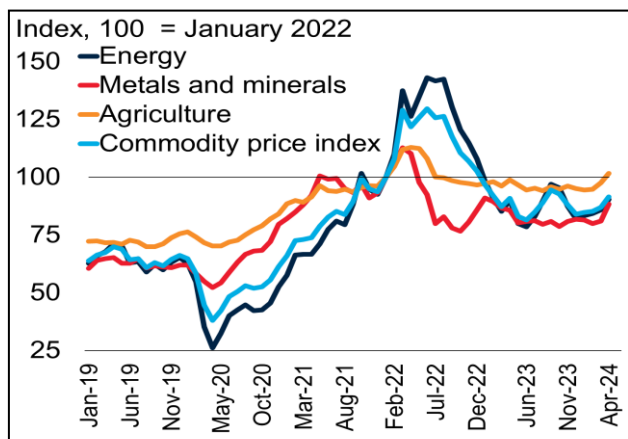


Figure 1.2.B. Food Commodity Price Inflation

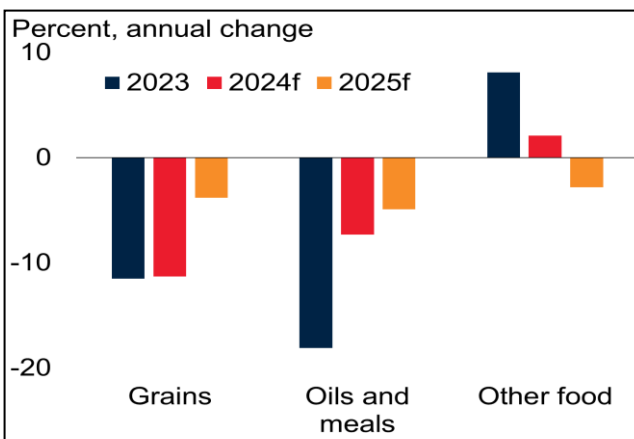


Figure 1.2.C. Extreme Poverty Rate in EMDEs

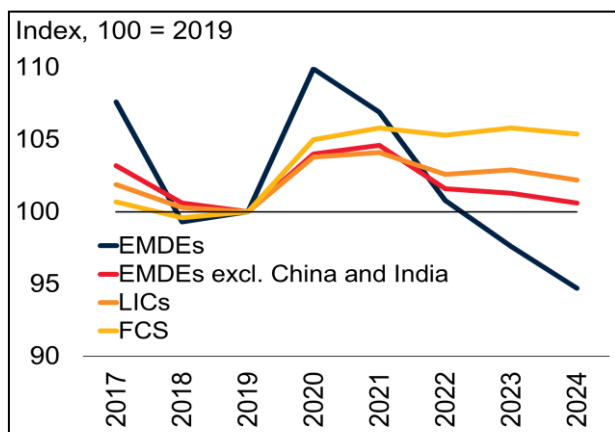
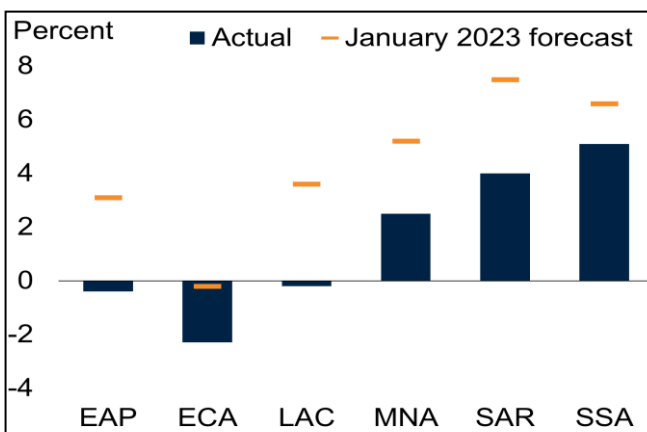


Figure 1.2.D. Export Growth in 2023



Source: Global Economic Prospects -- June 2024 (Worldbank.org)

INDIAN ECONOMIC OUTLOOK

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

Real GDP or GDP at Constant Prices is estimated to attain a level of ₹173.82 lakh crore in the year 2023-24, against the First Revised Estimates (FRE) of GDP for the year 2022-23 of ₹160.71 lakh crore. The growth rate in Real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. Nominal GDP or GDP at Current Prices is estimated to attain a level of ₹295.36 lakh crore in the year 2023-24, against ₹269.50 lakh crore in 2022-23, showing a growth rate of 9.6%.

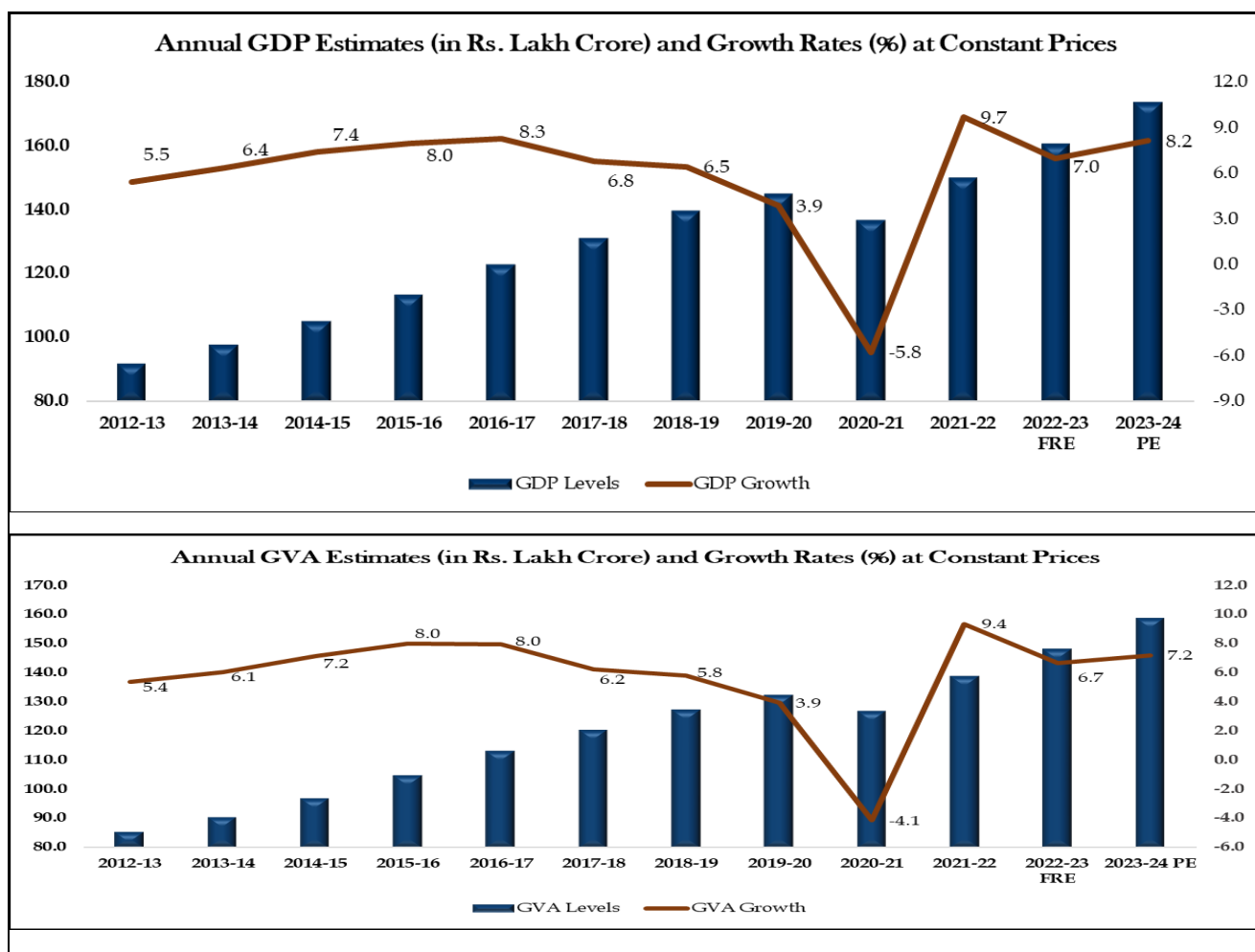
Real GVA is estimated at ₹158.74 lakh crore in the year 2023-24, against the FRE for the year 2022-23 of ₹148.05 lakh crore, registering a growth rate of 7.2% as compared to 6.7% in 2022-23. Nominal GVA is estimated to attain a level of ₹267.62 lakh crore during FY 2023-24, against ₹246.59 lakh crore in 2022-23, showing a growth rate of 8.5%.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

INDIAN GDP GROWTH RATES:



Source: MoSPI, India (Publication: Advance Estimates/Quarterly Estimates/Revised Estimates)

INDIAN CASHEW INDUSTRY

The Cashew Nut is native of North-east Brazil. During the 16th century, the Portuguese introduced it into India and Portuguese colonies in Africa such as Mozambique. From India, cashew trees spread all over South-east Asia. The tree

grows in tropical areas with an annual rainfall ranging from 400 to 4,000 mm, and it grows from sea level to an altitude of 1,000 m. Cashew is cultivated primarily in India, Vietnam, Côte d'Ivoire, Guinea-Bissau, Tanzania, Benin, Brazil, and other countries in East and West Central Africa and South East Asia. Plantings have also been established in South Africa and Australia. It was noticed that the tree grew on poor sandy soils along the coastal belt and was used by the Portuguese in Africa and India as an anti-soil erosion measure. The tree has prospered and spread naturally, particularly in east Africa and India and the crop from the progeny of these wild cashew trees form the basis of the raw material for the cashew industry. Even though initially Cashew trees were planted for preventing soil erosion, later on it was discovered that Cashew Kernels extracted out of Raw Cashew Nuts (RCN) was a valuable food ingredient. In fact, India was the first country which started commercial processing of Cashew Nuts. Today, India has the largest crop of cashews in the world. The cashew nut, a kidney shaped fruit, called the nut, born exteriorly attached to the swollen fleshy peduncle called the Cashew Apple. The cashew fruit is unusual in comparison with other tree nuts since the nut is outside the fruit. In its raw state, the shell of the nut is leathery, not brittle. It is this Raw Nut which is used for extracting Cashew Kernels.

Besides the vast scale of cashew production, India is also known for pioneering cashew processing and exporting cashew kernels across the globe. The cashew processing industry was earlier concentrated in Kollam (Kerala), Mangalore (Karnataka), Goa, and Vettapalam (Andhra Pradesh), but now it is spread across many states of India. Over the years, India has emerged as the global processing hub for the cashew industry.

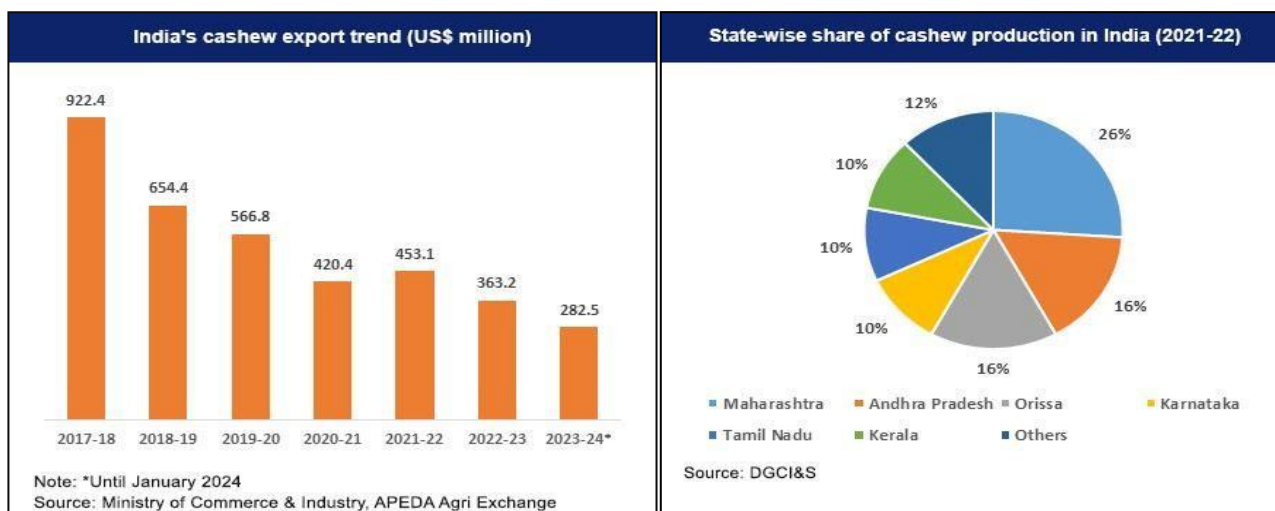
India is among the largest cashew-producing countries in the world. The cashew industry has large economic significance as it employs more than 10 lakh people on farms and factories in rural areas. The cultivation of cashews in India covers a total of 0.7 million hectares of land, and the country produces over 0.8 million tonnes (MT) annually. Between 2019-20 and 2021-22, India's cashew nut production grew from 0.70 million tonnes (MT) to 0.77 million tonnes (MT). In India, cashew cultivation is spread along the coastal regions of the peninsula. Cashew is mainly grown in states like Maharashtra, Kerala, Karnataka, Tamil Nadu, Andhra Pradesh, Goa, Orissa, West Bengal, and some parts of the North-Eastern region. According to data published by the National Horticulture Board (NHB), Maharashtra stands first in annual cashew nut production during 2021-22 at 0.20 million tonnes (MT), growing from 0.19 million tonnes cashew nut produced in 2020-21.

EXPORT TREND

India is the largest cashew exporter, with more than 15% of the world's export share. India primarily exports Cashew Kernels and very small quantities of Cashewnut shell liquid. Between April 2023 to January 2024, the cashew exports by value stood at US\$ 282.54 million as against US\$ 290.95 million in April 2022 to January 2023, registering a decline of 2.89%.

In terms of volume, India's cashew exports increased from 73,823 MT in 2020-21 to 80,366 MT in 2021-22 and then declined to 76,824 MT in 2022-23.

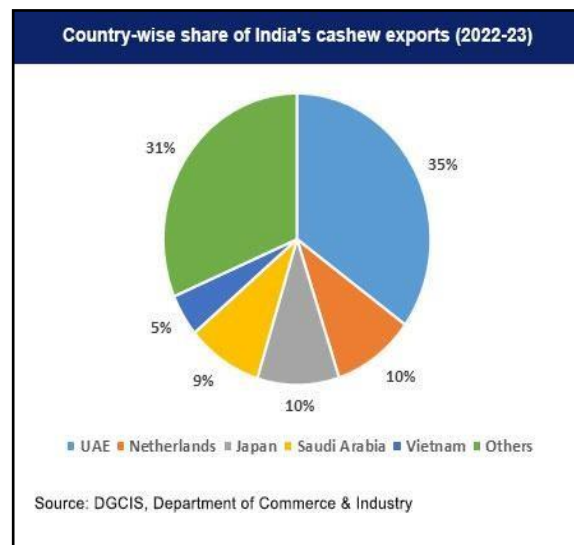
Importing of raw cashew nuts has played a key role in the growth of the Indian cashew industry, which accounts for almost half of the domestic and export demand for cashew kernels in the country. To address the same, the Department of Agriculture, Cooperation and Farmers Welfare (DAC&FW), under the Mission for Integrated Development of Horticulture (MIDH) and Rashtriya Krishi Vikas Yojana (RKVY), had implemented various initiatives that led to increased domestic production of cashew. It includes massive area expansion under cashew cultivation and replacing senile cashew plantations with high-yielding varieties in traditional and non-traditional states. DAC&FW also approved the roadmap program to extend the cashew cultivation area by 1.20 lakh hectares presented by the Directorate of Cashew nut & Cocoa Development (DCCD).



EXPORT DESTINATIONS

India exports cashews to over 60 countries spread across different parts of the world. The key export destinations for India are UAE, Japan, Netherlands, Saudi Arabia, the USA, the UK, Canada, France, Israel, and Italy. As per the APEDA statistics on the exports of cashew kernels and cashew nut shell liquid, UAE was the largest importer of Indian cashews, valued at US\$ 127 million, accounting for 34.9% of overall exports during 2022-23 as compared to US\$ 131.5 million in the previous year. In FY23, in volume terms, India's cashew exports to UAE stood at 17.21 million kg, growing by 3.54% from 16.6 million kg of exports recorded in the previous year.

In FY23, the Netherlands and Japan were among the top three importers of Indian cashews, each accounting for 10% of the exports, valued at US\$ 36 million each. The top 10 importing countries represented 78% of India's total cashew exports, highlighting the importance of traditional markets. This robust growth in cashew exports significantly contributes to economic growth and job creation in India's key cashew-growing states.



(Source: <https://www.ibef.org/exports/cashew-industry-india>)

Cashew kernels have been classified according to 6 quality levels:

Explanation of cashew grade terminology: The alphabets at the front represent a word descriptive of the form of cashew – W for whole, B for Broken, S for Split etc. The numbers that follow the alphabets (where present) usually represent the number of kernels per pound. Hence, to give an example, W 210 implies that it is a whole cashew kernel which gives 210 kernels per pound.

Quality	Classified according to grades / with or without basing on number of kernel per kg.
First quality	W210, W240, W320, W450, WB, WS, LWP, SWP
Second quality	LBW210, LBW240, LBW320, LBW, SW210, SW2440, SW320, SW, SB, SS, LP, SP
Third quality	DW320, DW350, DW
Fourth quality	DW2, DW 3
Fifth quality	SW2, SW3, DW, DWT
Sixth quality	CS, SK, SK2, TPN, TPN2, TPN2, TPB DW4

USES OF CASHEW NUTS ACROSS VARIOUS INDUSTRIES

Cashew is a popular ingredient used in various dishes. Further, cashew nuts can be consumed raw, salted, or roasted. The uses of cashew nuts can be seen in multiple dishes, for instance, milk, butter, cream, yoghurt, etc. However, different industries are using cashew nuts in their products.

Cashews in the Fuel Industry

Cashew nuts contain approximately 30% nut and 70% shell. Cashew shell is very hard and usually contains 10.8% water and 2.6% ash. Further, 25 % to 30 % of this hard cashew consists of Cashew Nut Shell Liquid (CNSL). This liquid is used as a biomass fuel to generate clean power. Further, CNSL has multiple uses because the oil is useful for surface coating, varnishes, wood coating, and paints. Energy generation is one of the best uses of cashew nuts.

Cashews as a Healthy Snack

Needless to say, cashew is an excellent source of healthy fats, protein, and fibre. Further, they're a good source of magnesium, copper, and manganese. These nutrients are essential for brain health, energy production, bone health, increased immunity and ultimately promote weight loss. Therefore, cashew nuts are considered a healthier alternative than other savoury snacks.

Cashews in the Skincare Industry

The fact is that cashew nuts are very effective in treating skin acne. Since cashew nuts are rich in selenium (which acts as an antioxidant with Vitamin E), they also hydrate skin and reduce inflammation. This is one of the main reasons why skincare industries use cashew nuts to make various types of creams, such as moisturising creams, sunscreen, toners, cleansers, etc. Undoubtedly, cashew acts as an acne-fighting nutrient.

Cashews in the Pharma Industry

The uses of cashew nuts can also be seen in making medicines in the Pharma industry. Since cashew nuts are used for diabetes, heart disease, high cholesterol, skin problems, and stomach & intestinal ailment disorder, many syrups, and medicines have been made using cashew nuts to treat these disorders. Moreover, some people apply cashew nuts directly to their skin as a skin stimulant, which is used to heal ulcers, corns, and warts.

Cashews as a Food Ingredient

Cashew nuts can also be seen in different food products as ingredients. For example, chocolate products, breakfast cereals, fruit and nut bars, etc. Further, they go well with smoothies, salad, stir-fries, and various other dishes to enrich the taste of the meal. Since cashew nuts are a high source of protein, healthy fats, fibre, etc., that's the reason why the uses of cashew nuts in the food industry are growing in making food products.

Other uses

Industry	Used as
Restaurant	Cashew powder is used to get consistency (thickness) in curries.
Health drink	Cashew as one of the ingredients in health drinks.
Ready to cook/eat	Many companies are using cashew pieces as ingredients in their ready to eat breakfast items, Rava Idli, Upma, oats, and to cook sweets like Payasam. Cashew pieces as salad topping.

THE CASHEW FRUIT WITH NUT OUTSIDE THE FRUIT

The Cashew Industry in India provides employment to more than 10 lakh people in farms and factories, most of them in the rural areas. Thus, apart from its economic significance, the cashew industry plays a leading role in social and financial upliftment of the rural India.



(Source: A Roadmap for 20 Lakhs M.T. By 2025, issued by CEPPI, Sponsored by Ministry of Commerce and Industry, Government of India)

CASHEW KERNELS

Cashew kernels are obtained through processing (roasting / steaming, shelling and peeling) of raw cashew nuts. Cashew Kernels, for commercial purposes, are graded based on their color, shape and size. Cashew Kernels are graded into white/scorched wholes, pieces, splits, butts etc., depending on the shape, size & color of the kernel. The Govt. of India Act prescribes 33 different grades of cashew kernels. Only 26 grades are commercially available and exported.

The individual products under this sub-head are as below:

GRADE	SPECIFICATION
W - 180	The ' King of Cashew ' - They are larger in size and very expensive.
W - 210	Are popularly known as ' Jumbo ' nuts.
W - 240	It is an attractive grade which is reasonably priced.
W - 320	The most popular among cashew kernels and highest in terms of availability worldwide.
W - 450	The smallest and cheapest white whole kernels and hence the favorite among low priced whole grades.

Scorched whole cashew kernels are slightly browned from longer roasting, retaining the same nutritional qualities and characteristics as white kernels

Butts, splits, and pieces are budget-friendly options, perfect for cooking, making sweets, and savory snacks.

Cashew kernels are also available as roasted, salted, and flavored varieties to enticing coatings like spices and honey, all readily available in the market. Indulge further in added-value delights such as cashew powder, butter, and refreshing cashew drinks.

Edible cashew kernels have been used as snack for centuries. They are used as a major ingredient in sweets and cooking, particularly in Asian cuisine. Cashews are also used as an ingredient in chocolate, cookies, and ice cream. Recently, cashew milk has also become popular as a lactose-free milk substitute.

As with other nuts, cashews are healthy and packed with minerals and nutrients such as phosphorous, copper, and magnesium, not commonly found in other foods. Cashews, along with pistachios, have the lowest fat content among nuts. Almost 80% of the fat in cashews is unsaturated, which helps maintain healthy cholesterol levels. They are also rich in tocopherols and phytosterols.

Cashews are mostly consumed as snacks raw, roasted, salted, or flavored. Cashews are also used as an ingredient in Indian sweets, savories, and cooking. The manufacturing industries are increasing the use of cashews as ingredients in new recipes.

Export of Cashew Kernels

The country has exported 66,924.00 MT of Cashew Kernels to the world for the worth of Rs. 280,880.04 Lakhs/ 338.88 USD Millions during the year 2023-24.

Major Export Destinations (2023-24): The major importing countries of Cashew Kernels from India are UAE, Japan, Netherland, Spain and Saudi Arab.

Cashew Nut Shell Liquid (CNSL)

Cashew nut Shell Liquid (CNSL) is a valuable by-product derived from the processing of raw cashew nuts for kernel extraction. This versatile industrial oil, obtained by crushing the cashew shell, finds applications in various sectors including the production of brake linings, friction dust, resins, paints, and lacquers, showcasing its multifaceted utility.

The cashew kernel occurs within a shell, which contains an inedible phenolic oil, also known as cashew nut shell liquid (CNSL) which has wide industrial uses thanks to its polymerizing and friction-reducing properties. The nut hangs under an edible false fruit called the cashew apple, which is very high in Vitamin C. The fruit can be eaten fresh, mixed in fruit salads, or made into juice, which can be distilled to produce alcoholic drink.

Export of Cashew Nut Shell Liquid (CNSL)

The country has exported 3,508.17 MT of Cashew Nut Shell Liquid (CNSL) to the world for the worth of Rs. 1,601.97 Lakhs / 1.94 USD Millions during the year 2023-24.

Major Export Destinations (2023-24): The major importing countries of Cashew Nut Shell Liquid (CNSL) from India are Vietnam Soc Rep, Korea Rp, China P Rp and Belgium.

INDIA EXPORT OF AGRO FOOD PRODUCTS: CASHEW

(Value in Rs. Lakhs)

Product	2021-22		2022-23		2023-24	
	Quantity	Value	Quantity	Value	Quantity	Value
Cashew kernel, whole	51,907.75	3,09,681.10	44,271.48	2,67,747.15	45,625.91	258,820.40
Cashew Nuts, Fresh/Dried in Shell	21,652.75	20,221.00	14,322.04	14,283.04	18,955.75	17,839.01
C Purified and distilled Cashew shell liquid (CNSL), Cardanol	3,575.59	2,558.95	6,607.05	5,708.32	9,714.10	6,119.18
Cashew shell liquid (CNSL), crude	1,368.06	692.03	10,641.81	5,638.61	3,508.17	1,601.97
Cashew kernel, broken	1,193.61	6,292.36	676.44	4,052.82	608.59	3,201.08
Other Cashew kernel	668.49	1,545.98	305.87	789.43	618.13	1,019.55
Total	80,366.25	3,40,991.42	76,824.69	2,98,219.37	79,030.65	288,601.19

INDIA IMPORT OF AGRO FOOD PRODUCTS: CASHEW

Product	2021-22		2022-23		2023-24	
	Quantity	Rs. Lacs	Quantity	Rs. Lacs	Quantity	Rs. Lacs
Cashew Nuts Fresh/Dried In Shell	9,35,573.50	9,14,516.88	13,29,751.01	14,24,773.94	12,51,321.87	11,63,262.63
Cashew kernel, whole	3,188.40	18,113.22	2,025.31	11,126.69	3,526.58	18,572.87
Cashew shell liquid (CNSL), crude	6,523.32	2,083.41	3,065.99	1,076.87	5,132.72	1,795.44
Cashew kernel, broken	339.61	1,156.57	266.02	926.6	247.27	969.88
Other Cashew kernel	97.01	50	130.74	123.61	0.65	9.6
CPurified and distilled Cashew shell liquid (CNSL),Cardanol	3.1	204.78	0.5	36.97	0	0
Total	9,45,724.94	9,36,124.86	13,35,239.57	14,38,064.68	12,60,229.09	11,84,610.42

(Source: https://agriexchange.apeda.gov.in/India%20Production/India_Productions.aspx?hscode=1093)

GOVERNMENT INITIATIVES

The Government of India and the cashew export promotion council have undertaken several initiatives for the ease of exports and growth of the cashew industry. As non-financial assistance to exporters, many trade delegations, buyer-seller meets, fairs, development workshops, and research and development data are provided. Additionally, in 2018, the Basic Customs Duty on raw cashew nut was reduced to 2.5% from the previous 5%, and the Goods and Services Tax (GST) on the same was reduced to 5% from 12%.

As the cashew industry's domestic demand and exports are heavily dependent on imported raw cashew nuts, the Government of India has taken several steps to support efficient sourcing. These include:

- Changes in import policy for cashew kernel (both broken and whole)
- Revision of the standard inputs output norms (SION) for cashew exports
- Approval of Medium-Term Framework scheme for process mechanization and automation of cashew processing units with a financial outlay of Rs. 60 crore (US\$ 8 million)
- Allowing duty-free import of raw cashew nuts under Duty-Free Tariff Preference (DFTP) Scheme from least developed countries (LDCs)
- The government has also extended financial assistance to the Cashew Export Promotion Council of India (CEPCI) for organizing buyer-seller meet (BSM) and participation in international fairs under Market Access Initiative (MAI) scheme, which supports tapping new markets.

(Source: *Indian trade portal by ministry of commerce and industry*)

GOVERNMENT BODY

The Cashew Export Promotion Council of India (CEPCI)

The Government of India established the CEPCI in 1955 with the objective of promoting cashew kernels and cashew nut shell liquid in India. The council provides trade information and statistics to its members and is operating the government's five-year plan scheme for providing financial assistance to the member exporters.

(Source: <https://www.ibef.org/exports/cashew-industry-india>)

GLOBAL CASHEW PRODUCTION

Cashew nuts are a popular nut. They are also the most expensive nut in the world. The cashew tree is native to South America, and today, it is grown in many countries including India, Vietnam and Nigeria. The cashew plant is a tropical evergreen that can grow up to 30 meters tall and has an average lifespan of 50 years. The cashew tree has a unique shape with leaves on the top of its branches and short leaves on the trunk that provide shade for the lower branches. From 2010 to 2020, this statistic depicts the global production of cashew nuts (in shell). Globally, roughly 4.18 million metric tons of cashew nuts in shell were produced in 2020, an increase over 2019 output levels.

Africa produced more than half of the world's raw cashew nut output between 2014 and 2018, with West Africa accounting for 42% and East Africa accounting for 10% of annual production, respectively. Asia accounted for 43% of total annual revenue on average, while Latin America and the Caribbean accounted for 5%. Africa accounted for 63 percent of worldwide raw cashew nut production growth between 2000 and 2018.

All 46 countries that produce cashew nuts on a large scale are developing countries, including 18 of the world's least developed countries. However, not all cashew-producing countries participate equally in the global value chain. The majority of cashew nuts harvested in Africa are exported uncooked, before being shelled in primarily two countries: India and Vietnam. Two illustrations demonstrate this pattern: Africa exported 90% of worldwide raw cashew nut exports between 2014 and 2018, whereas India and Vietnam imported 98 percent of global raw cashew nut imports over the same time.

The Cashew Market size is estimated at USD 7.82 billion in 2024, and is expected to reach USD 9.20 billion by 2029, growing at a CAGR of 3.31% during the forecast period (2024-2029).

- In recent years, there has been a global trend that looks favorably at vegan and plant-based diets. People who embrace a plant-based vegan diet prioritize alternative sources of protein instead of those derived from animals, resulting in the soaring demand for nuts and nut-infused foods. An increasing number of cashew-infused product manufacturers have attracted young and old consumers with the launch of new and innovative products, such as cashew-butter yogurt in the United States and roasted spice-coated cashew kernels in India. However, the application of cashew kernels in consumers' diets has been steady in South America, with multinational manufacturers penetrating the market with assorted cashew products, suiting the healthier diet regime across the country. Brazil, on the other hand, has always been a price-sensitive consumer of cashew kernels. The resurgence in the Brazilian economy has been troubled by the mounting fiscal deficit, and thus, it is leading the consumption of cashews to depend heavily on the inflation rates.
- Increasing demand for flavored cashews and favorable government initiatives are further fueling the consumption of cashew nuts in the African region. The consumption of cashew kernels, whole or pieces, has had limited exposition to the consumers in West and East Africa, which is attributed to the untapped retail market for ready-to-eat cashews for the consumers in the region. However, the Competitive Cashew Initiative, formerly known as the African Cashew Initiative, has been playing a vital role in the marketing of high-quality raw cashew kernels in Benin, Côte d'Ivoire, Mozambique, and Ghana, which further enhanced the production and processing efficiencies in these countries in various ways, such as the promotion of SAP software in the cashew value chain in West Ghana.

Cashew Market Trends

This section covers the major market trends shaping the Cashew Market according to our research experts:

Rising Consumption of Cashew as a Healthy Snack

- Edible cashews have been used as a snack for a long time. Cashews are also used as one of the main ingredients in preparing various sweet and savory dishes, especially in Asian cuisine. Moreover, cashews are used in mueslis, energy bars, cookies, chocolates, and ice creams. Cashews are known to be high in nutrients, such as copper, which improve bone health, as one ounce of cashew contains 622 micrograms of copper. Nevertheless, cashews have an inflation-driven

consumption pattern, as reported by the International Nut and Dried Fruit Council.

- Cashews are relatively high in fiber compared to peanuts, and they help gain a healthy weight by improving digestive function. Such high-value nutrition has prompted snack manufacturers to launch several cashew-based snacks to meet the demand, such as ready-to-drink cashew milk, which acts as a lactose-free milk substitute. Due to increasing health consciousness among consumers in the European region, there has been a growing trend of cashew nut consumption, making the region one of the leading consumers in the world.
- To meet the rising global demand for cashew nuts, many countries have increased their production capacities across the world. According to National Horticulture Board, in India, Cashew production has increased from 0.70 million metric tons in 2020 to 0.77 million metric tons in 2021. Therefore, the increased consumption of cashew nuts as a healthy snack and rising production are anticipated to drive the cashew market in the coming years.

Asia-Pacific Dominates the Market

Asia-Pacific has been a consistent importer of cashew kernels despite the presence of large cashew-producing countries, such as India and Vietnam, in the region. In terms of consumption, India is the leading country in the world. As Vietnam leads in the production of cashews worldwide, it is also a significant exporter of the same to other international markets. Asia-Pacific is the largest consumer of cashew nuts in the world. In recent years, there has been an increasing interest in the use of cashew nuts in regular diets and healthy ready-to-eat snacks. The rising number of manufacturers producing innovative cashew-based consumables has taken both young and geriatric consumers by stride. For example, roasted and spice-coated cashew nuts that appeal to the local palate were introduced in India.

The demand for cashews in Asia has persistently increased as the imports for shelled cashews increased exponentially by over 700% from 4,321 metric tons in 2017 to 30,688 metric tons in 2021 in China, with Vietnam being the major import partner according to the ITC trade map. China leads the region in cashew import, followed by Japan, Thailand, and India, respectively.

Nuts have become a primary component in the Chinese diet since the inception of the National Health Policy called 'Dietary Guidelines for Chinese Residents,' which emphasizes daily nut consumption. The increased cashew nut imports may also be attributed to the new product campaign of selling 'daily nuts,' including cashews, in ready-to-eat packages, by Chinese nut manufacturers, thus driving the cashew nut market in the country.

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<https://www.mordorintelligence.com/industry-reports/global-cashew-market>

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statement” and “Management Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 25, 157 and 191 of this Draft Red Herring Prospectus.

In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “Our” and “Sampoorna” are to M/s. NFP Sampoorna Foods Limited (Formerly known as “Nut and Food Processor” a Partnership Firm). Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Red Herring Prospectus.

OVERVIEW

Company Background

Our company, NFP Sampoorna Foods Limited, was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center. Previously, our business was operated as a partnership firm named M/s Nut and Food Processor. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited.

M/s Nut and Food Processor, a partnership firm, was established on October 30, 2019, by Deepak Gupta and Nitish Gupta. The firm was subsequently acquired by the present promoters, Mr. Yashvardhan Goel and Mr. Praveen Goel, who further expanded the business. and The firm continues to operate successfully with its conversion into a public limited company, NFP Sampoorna Foods Limited, on December 13, 2023 under the supervision of Management of the company.

NFP Sampoorna Foods Limited is engaged in processing raw cashew nuts into finished cashew kernels of various grades, with a presence in various state. We mainly procure raw cashew material by way of import from Africa. We focus on quality of our products to increase our presence across the country. The Company is primarily engaged in the processing and trading of cashew nuts. In addition to its domestic operations.

The company adheres to stringent quality control measures and has obtained certifications such as ISO 9001:2015 and ISO 22000:2018, underscoring their dedication to quality management and food safety, These Certifications validate NFP Sampoorna Nuts commitment to delivering superior cashew products that meet international standards and meet customer expectations.

For the financial year 2020-21, the partnership firm, M/s Nut and Foods Processor, achieved a turnover of ₹309.19 lakhs, with a profit before partner remuneration of ₹8.67 lakhs. After Acquisition by the current Promoters of the Company in the subsequent financial year 2022, the firm showed remarkable growth, achieving a turnover of ₹748.68 lakhs, representing a significant increase of over 140% compared to the previous financial year 2021.

The partners of M/s Nut Foods Processors decided to transition the business to a corporate structure and consequently converted the firm into a company, namely NFP Sampoorna Foods Limited. As a result, all assets and liabilities of the partnership firm were transferred to the company effective December 20, 2023. The consideration for this conversion was discharged through the issuance of 51,41,152 equity shares of the company, valued at ₹10 per share, totaling ₹5,14,11,520.

The Company is in the business of trading of cashew in to B2B and B2C Market. The Company is selling the Cashew to the wholesalers and Consumers.

The Company has been importing the RCN (Raw Cashew Nut) directly from farm of Africa. The Company is procuring the best quality raw cashew nuts at the best competitive rates to provide crispiest and crunchiest cashew to every household in the country.

Our Products:



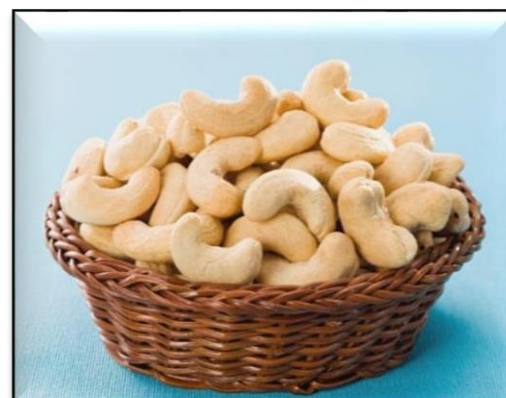
A brief description of our key products are as follows:

Type of the Product	Varieties
Cashew	Plain Cashew
Other Product	Clove

CASHEW

❖ Plain Cashew

The company is engaged in the comprehensive process of Cashew Nut Processing, encompassing the entire spectrum from the reception of Raw Cashew Nuts (RCN) to the final packaging of the derived products. Additionally, the company undertakes the distribution of its products, catering directly to wholesalers, and extends its sales operations to end consumers through prominent online platforms such as Amazon, Owned website and among others. The B2C sales generated from e-commerce distribution in cashew constitute a minimal portion of our revenue, with the majority stemming from B2B transactions.



❖ Clove

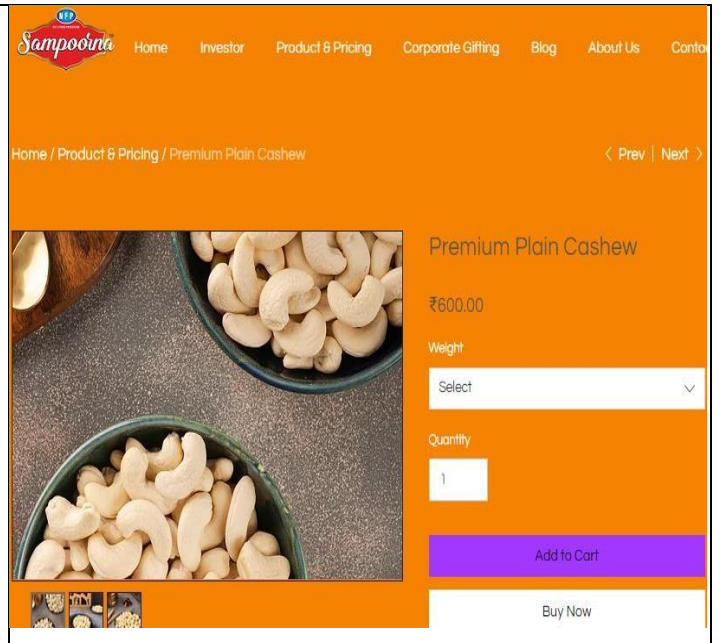
Our company started trading cloves in the fiscal year 2023-24. This new trade segment not only contributes to our revenue but also diversifies our operations. This helps us in seizing new market opportunities, increasing our role in the industry.



E-COMMERCE DISTRIBUTION OF PRODUCTS	
<p>Amazon: <i>Link:</i> https://www.amazon.in/NFP-Sampoorna-Crunchy-Natural-Delicious/dp/B0CHK3RZTW/ref=sr_1_1?crid=1JYUP7MQPS2S1&dib=eyJ2IjoiMSJ9.-w3xaboRUmxbZJ3_AsNovg.yiGlZ1kAcrzfajKoT_wKRjs2Wp2pBYT7JAnUZ67RfIU&dib_tag=se&keywords=nfp+sampoorna&qid=1719832115&prefix=nfp+sampoorna+%2Caps%2C201&sr=8-1</p>	
E-COMMERCE DISTRIBUTION OF PRODUCTS	

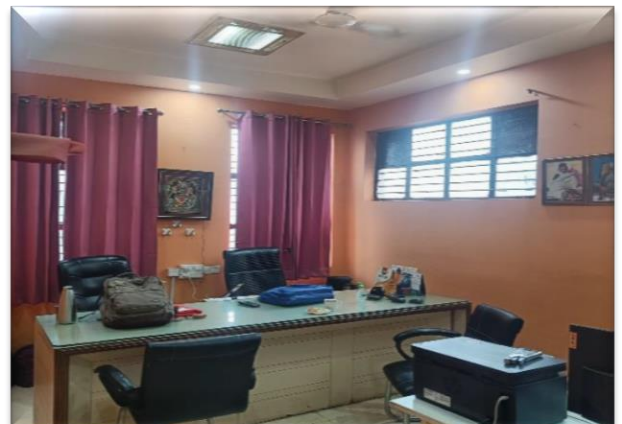
Own Website:

Link: <https://www.sampoornanuts.com/product-page/premium-plain-cashew>



OUR EXISTING PROCESSING FACILITY- OUR PROCESSING UNIT IS IN SONIPAT, HARYANA

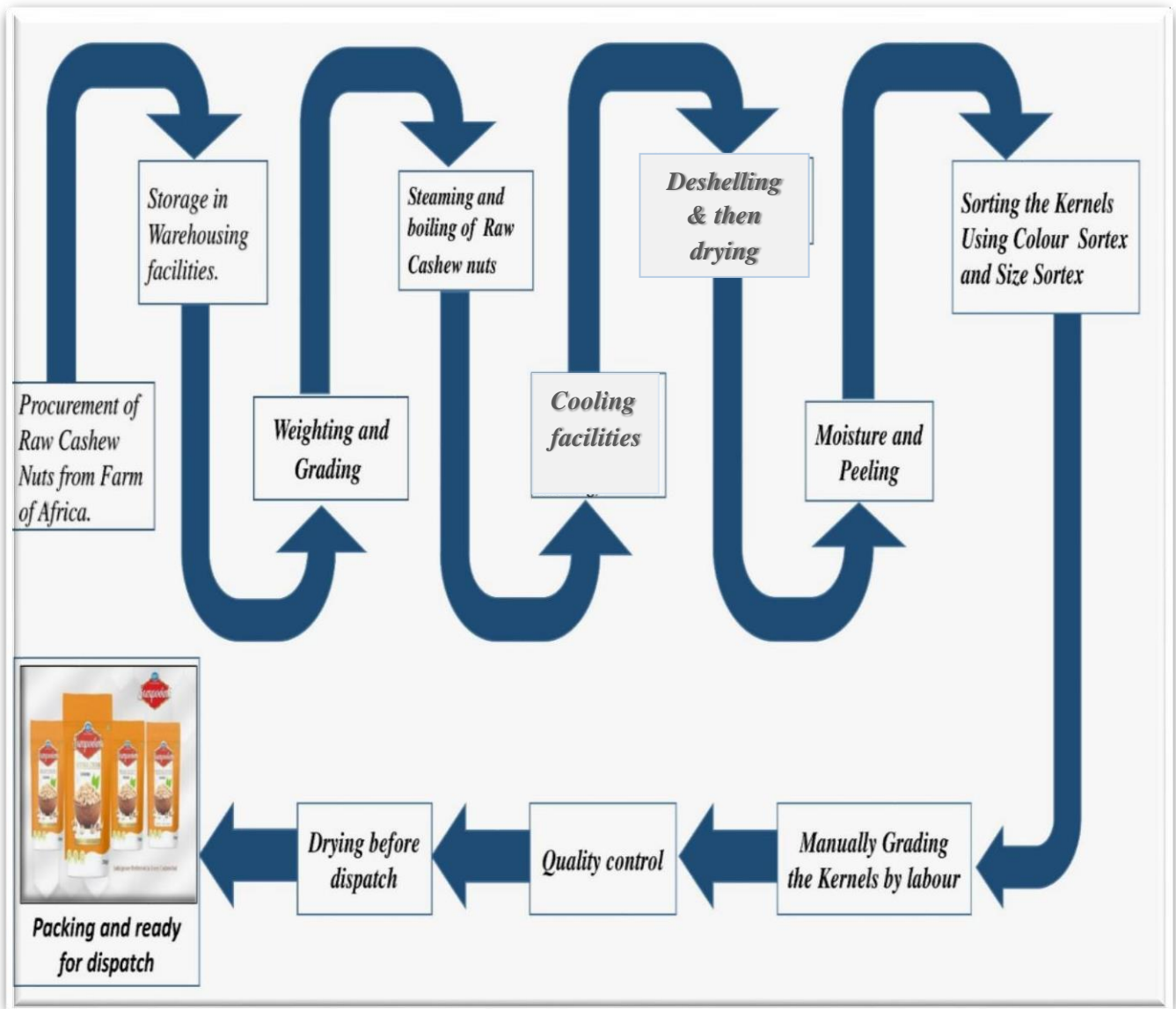
OUR FACTORY





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CASHEW PROCESS FLOW CHART



1. Procurement of Raw Cashew Nuts (RCN)



We procure raw cashew nuts (RCN) from Africa, ensuring strict adherence to quality and sustainability standards. Partnering with trusted suppliers, we oversee the sourcing process to guarantee fair trade practices and support local communities. Our procurement strategy focuses on securing high-quality RCN that meets our specifications, fostering long-term relationships for reliable supply chains.

2. Storage in Warehouse



Raw cashew nuts in our warehouse are stored in a clean, dry, and well-ventilated environment to preserve their quality. Proper stacking and labeling procedures are followed to facilitate easy access and efficient inventory management.

3. Weighting & Grading



The weighting and grading of raw cashew nuts in our facility are crucial processes ensuring consistency and quality. We adhere to strict standards, carefully weighing each batch and grading based on size, moisture content, and shell quality. This approach ensures that only raw materials that meet specific criteria proceed to further processing, maintaining consistent quality in our products.

4. Steaming & Boiling of Raw Cashew Nuts



Steaming and boiling raw cashew nuts is a critical step in our processing, aimed at achieving optimal kernel extraction and quality. We control steam and boiling times to soften shells, facilitating kernel extraction while maintaining their nutritional content and natural flavor. Our precise steaming and boiling processes ensure that each batch meets our stringent quality standards, resulting in superior raw cashew nut products ready for further processing or distribution.

5. Cooling Facilit



Our cooling facilities for raw cashew nuts (RCN) are designed to maintain optimal conditions after boiling. Post-boiling, RCN undergo controlled cooling to reduce moisture and oil content, which helps preserve freshness and quality. This controlled cooling process also facilitates the subsequent shelling step which prevents the spillage of oil during shelling, which may reduce the quality of the nuts.

6. Cutting of RCN in Shelling Machine (Deshelling)



The cutting of raw cashew nuts (RCN) in our shelling machine is an operation essential for extracting kernels efficiently and minimizing waste. Our advanced shelling machines are configured to carefully crack open each nut, separating the shell from the kernel with precision. This process ensures maximum yield and maintains the integrity of the kernels, meeting our commitment to quality and efficiency in cashew nut processing.

7. Drying Facility



The NW (Natural Wholes) obtained after shelling, are dried in the drying facilities , to reduce the oil content from the NW , so that the bitter taste of the kernels can be removed and further it ease the stickiness of the husk of it, which makes it easier for next step viz Peeling.

8. Moisture & Peeling



Managing moisture levels during the peeling process of natural wholes (NW) is crucial for ensuring both efficiency and quality. Controlling moisture facilitates easier peeling, reduces kernel breakage, and increases yield. Our process includes precise monitoring and adjustment of moisture levels to optimize peeling operations, thereby maintaining the integrity and appearance of the cashew kernels. This careful approach guarantees that our Cashew products meet the stringent standards expected by our customers and regulatory bodies.

9. Sorting the Kernels Using Colour Sortex & Size Sortex



The cashew kernel sorting process employs color Sortex and size Sortex machines to enhance quality and consistency. The color Sortex machine separates kernels by color, ensuring uniformity and removing discolored or defective pieces. The size Sortex machine categorizes kernels by size, meeting market requirements and optimizing packaging and distribution efficiency. This process enables the delivery of cashew kernels that meet quality and market standards

10. Manually Grading the Kernels by Labour



The cashew kernel grading process involves manual sorting by skilled labour who carefully inspect each kernel based on size, shape, and color. This manual approach enables a thorough assessment of each kernel, allowing for precise sorting according to market specifications. The process ensures consistency and quality in every batch, resulting in cashew kernels that meet market standards.

11. Quality Control



Quality control in our facility is a rigorous process that encompasses every stage of cashew nut processing. From receiving raw materials to packaging finished products, we implement strict protocols and standards to ensure consistency and excellence.

12. Drying before dispatch



before dispatch Drying cashew nuts is a critical step to maintain their quality and ensure they are ready for storage or further processing. Our drying process involves carefully controlling temperature and airflow to reduce moisture content to optimal levels. This ensures the nuts remain stable during transportation and storage, preserving their freshness and preventing mold or spoilage. By adhering to strict drying protocols, we guarantee that our cashew nuts meet the highest standards of quality and safety before they leave our facility for distribution to customers worldwide.

13. Packing & ready for dispatch



Cashew nuts are inspected for quality before being packed in food-safe materials. Each package is labeled with essential details and securely sealed to preserve freshness during transport. Stored in controlled conditions, they're dispatched promptly to ensure they reach customers in optimal condition, adhering to stringent quality and safety standards.

TOP 10 CUSTOMERS

List of Top Ten Customer as on 31-03-2024

(₹ in Lakhs)			
S.no	Particulars	Amount	%
1	Yashvardhan Food Industries	1,101.44	44.97%
2	Baniya Ki Dukan Pvt Ltd	234.99	9.59%
3	Airavat Food Products	115.25	4.71%
4	A Cube Foods	86.27	3.52%
5	Peerless Cashew Chemicals	81.71	3.34%
6	Lala Shiv Nath Rai Sumer Chand Confectioner Pvt Ltd	66.08	2.70%
7	Jagmag Impex Private Limited	64.30	2.63%
8	M/s Mange Ram Jagdish Chand	60.90	2.49%
9	Kissan Exim LLP	45.01	1.84%
10	JMD Dry Fruits	43.99	1.80%
	Total	1,899.94	77.57%

List of Top Ten Customer as on 31-03-2023

(₹ in Lakhs)			
S.no	Particulars	Amount	%
1	Bhagwati Enterprise	5.12	0.29%
2	Diamond Agro Industries	133.82	7.57%
3	Kapil	5.71	0.32%
4	Pacific Nuts Factory LLP	70.45	3.98%
5	Peerless Cashew Chemicals	53.87	3.05%
6	Shree Balaji Agro Industries	115.52	6.53%
7	SP Oil Mills	38.81	2.20%
8	Kanhaiya Enterprises	11.52	0.65%
9	Yashvardhan food Industries	994.55	56.24%
	Total	1,429.38	80.83%

List of Top Ten Customer as on 31-03-2022

(₹ in Lakhs)			
S.no	Particulars	Amount	%
1	Pacific Nuts Factory LLP	68.77	8.70%
2	Bhanu Kirana Store Kotwali Road Mathura	59.13	7.484
3	New Khandelwal Trading Company	57.94	7.33%
4	Ashutosh Trading Co.	53.50	6.77%
5	Baghla Manufacturing Company	37.63	4.76%
6	Aggarwal Cashew Industries-Delhi	37.21	4.71%
7	Kanhaiya Enterprises	35.22	4.46%
8	Vikash Sales Corporation	35.09	4.44%
9	Bhagwsti Enterprise	34.84	4.41%
10	Parivartan Kaju House	34.65	4.38%
	Total	453.98	57.45%

TOP10SUPPLIER**List of Top Ten Supplier as on 31-03-2024***(₹ in Lakhs)*

S.no	Particulars	Amount	%
1	Mundkur Madhavaraya Prabhu	211.49	9.06%
2	M/S. AL Tamim Enterprises	160.72	6.88%
3	Mahalaxmi Agro Products	140.24	6.00%
4	A Cube Enterprises	120.78	5.17%
5	Vibu Ventures	116.96	5.01%
6	Jilai International Dmcc	111.69	4.78%
7	Girisha Enterprises(s) Pte Ltd	104.97	4.49%
8	Pajson Global DMCC	102.47	4.39%
9	O.K.I Global FZC	98.66	4.22%
10	S M Impex	96.80	4.14%
	Total	1,264.77	54.15%

List of Top Ten Supplier as on 31-03-2023*(₹ in Lakhs)*

S.no	Particulars	Amount	%
1	Golden Nuts	370.03	21.72%
2	chanda international	298.24	17.51%
3	Zeligr Exim	197.78	11.61%
4	Sign global oil products pte ltd.-import	68.59	4.03%
5	Canara Cashew Industries	66.74	3.92%
6	Crop Score Commodities pvt ltd	59.27	3.48%
7	Pacific Nuts Factory LLP	41.68	2.45%
8	Sri Srinivas Industries	38.33	2.25%
9	K Subraya Anantha Kamath and Sons	34.59	2.03%
10	Shree Krishna Prasad Cashews	3235	1.90%
	Total	1,207.59	70.88%

List of Top Ten Supplier as on 31-03-2022*(₹ in Lakhs)*

S.no	Particulars	Amount	%
1	Arlep Industries	140.62	18.21%
2	Golden Nuts	13.49	1.75%
3	B.S. Pulses Private Limited	200.12	25.92%
4	Kalbavi Cashew	30.81	3.99%
5	Adhra Amrit Agro Products LLP	74.84	9.69%
6	Parivartan Kaju House	65.99	8.55%
7	Balaji Enterprises	46.96	6.08%
s	Mewa Mishri Enterprises Pvt Ltd	59.00	7.64%
9	Divya Traders	59.90	7.76%
10	Shree Balaji Agro Industries	20.16	2.61%
	Total	711.89	92.20%

FINANCIAL SUMMARY

Our Key Financial and other Operational Performance Indicator relevant to our business are:

As per Restated Financial Statements

Particulars	(₹ in Lakhs)			
	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Revenue from operations	599.66	1,700.70	1,674.68	748.69
EBITDA	56.73	190.59	77.80	4.26
Restated profit after tax	17.10	86.64	41.59	(6.39)
Current Assets	1521.21	1608.30	766.04	715.31
Current Liabilities	605.80	616.37	34.44	149.63
Short term Loans	428.71	429.91	-	144.34
Long term Loans	424.60	607.00	-	-
Total Borrowings	853.31	1036.91	-	144.34
Net Worth	637.10	514.12	854.90	638.78
Basic & Diluted earnings per Equity Share with a nominal value of ₹ 10 *	0.99	N.A.	N.A.	N.A.
Return on net worth (%)	2.68%	-	-	-
Net Asset Value per Equity share as Restated	10.28	-	-	-
Total Debt Equity Ratio	1.62	2.38	0.04	0.23

Note: The EPS (Earnings Per Share) figure is for the period December 20, 2023, to March 31, 2024, as our business was previously operated as a partnership firm that was converted into a public limited company on October 28, 2023, with all assets and liabilities transferring to the company effective December 20, 2023.

(Note: EPS is for the year 01/04/2023 to 31/03/2024 - Rs. 1.67)

Financial summary in terms of Business Segment: -

Particulars	(₹ in Lakhs)			
	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
(a) Segment Revenue				
- Manufacturing & Processing	599.65	1,636.40	1,674.68	748.69
- Trading	0.02	64.30	-	-
Total	599.66	1,700.70	1,674.68	748.69
Less: Inter Segment Revenue	-	-	-	-
Total Revenue	599.66	1,700.70	1,674.68	748.69
(b) Segments Results				
- Manufacturing & Processing	25.60	133.18	60.11	(6.39)
- Trading	0.00	7.43	-	-
Total Profit Before Tax	25.61	140.61	60.11	(6.39)
(c) Income Tax	8.50	46.54	18.52	-
(d) Net Profit	17.10	86.64	41.59	(6.39)
(e) Segment Assets				
- Manufacturing & Processing	1,665.50	1,737.49	889.34	788.41
- Trading	2.58	-	-	-
Total				
(f) Segment Liabilities				

- Manufacturing & Processing	1,668.08	1,737.49	889.34	788.41
- Trading	-	-	-	-
Total				

**** Our company started trading cloves in the fiscal year 2023-24.**

Geographical Revenue bifurcation are tabulated as follows:

S.no.	States	Turnover 31/03/24	%of total turnover	Turnover 31/03/23	%of total turnover	Turnover 31/03/22	%of total turnover
1.	Uttar Pradesh	183.37	7.92%	257.34	15.37%	194.82	26.02%
2.	Delhi	1619.91	69.98%	1027.67	61.37%	292.71	39.10%
3.	Uttarakhand	12.18	0.53%	11.25	0.67%	19.60	2.62%
4.	Gujrat	51.86	2.24%	23.75	1.42%	33.20	4.44%
5.	Rajasthan	14.60	0.63%	-	-	-	-
6.	Punjab	0.33	0.01%	-	-	-	-
7.	Haryana	353.81	15.29%	354.67	21.18%	207.08	27.66%
8.	High sea Sales	64.30	2.78%	-	-	-	-
9.	Chattisgarh	-	-	-	-	0.06	0.01%
10.	Maharashtra	-	-	-	-	0.12	0.02%
11.	Odhisia	-	-	-	-	1.06	0.14%
12.	West Bengal	-	-	-	-	0.03	Negligible
		2300.36	100%	1674.68	100%	748.68	100%

Product wise bifurcation of Revenue are tabulated as follows:

(₹ in Lakhs)

Products	For the Period 20.12.2023 to 31.03.2024	%	For the Period 01.04.2023 to 20.12.2023	%	For the Period 01.04.2022 to 31.03.2023	%	For the Period 01.04.2021 to 31.03.2022	%
Cashew Processing	599.65	99.99%	1,636.40	96.21%	1,674.68	100%	748.69	100%
Commodities Trading (Clove)**	0.02	0.01%	64.30	3.78%	-	-	-	-
Total	599.66	100.00	1,700.70	100.00	1,674.68	100.00	748.69	100.00

**** Our company started trading cloves in the fiscal year 2023-24.**

COMPETITIVE STRENGTHS

Experienced Promoters.

The company's promoters, Mr. Praveen Goel and Mr. Yashvardhana Goel, possess significant experience in the industry. This expertise is expected to contribute to the company's ability to capitalize on market opportunities, both current and future, and support business growth.

Quality Assurance

Our Company is dedicated towards quality of our products, processes and input raw material. Our Company had been accredited with "ISO 9001:2015" Certification for Quality Management System for Processing and Sales of Cashew Nuts & Various Nuts and "ISO 22000:2018" Certification for Food Safety Management System. We adhere to quality standards as prescribed by our customers; hence we get repetitive orders from our buyers. Delivering quality products on time is one of our prime objectives. We dedicate resources for quality assurance to ensure that quality norms are continually met. We also have quality control checks before accepting or booking any consignment of raw material since it has a direct impact on the quality of our finished products.

Established client relationship.

Our company has established relationships with existing clients based on our ability to provide cashew products and services. We communicate with clients, deliver products, and address their needs in a timely manner. Our team works

by communicating with clients to understand their requirements and provides support to meet their cashew procurement needs. As a result, we have seen a significant increase in repeat orders, fostering strong client relationships that demonstrate the trust placed in us by our customers and helps us in establishing our product in the market.

Well established systems and procedures

Our company has implemented a structured system and procedures for the processing of cashews. A comprehensive approach is employed to ensure efficiency and quality throughout the production process, from processing to packaging. Machinery is selected and maintained to support production requirements. Furthermore, our workforce undergoes extensive training to operate the machinery effectively, cultivating a culture of proficiency and ongoing improvement. Additionally, our management team formulates strategies aimed at enhancing operational efficiency enhancing long term sustainability and growth in our business.

OUR BUSINESS STRATEGY

Improving operational efficiencies

our company will focus on optimizing operational efficiencies. By streamlining processes, investing in technology upgrades, and implementing best practices, we aim to increase productivity, reduce waste, and enhance overall performance. Additionally, we will emphasize employee development and engagement, foster innovation, and enhance our supply chain resilience to ensure a stable and efficient flow of goods and services. We will also focus on customer satisfaction for positioning our company to a long-term success

Branding the finished product.

Currently, our company distributes products to wholesalers and end consumers in different packaging. To engage in online trading, it's imperative to develop our brand presence. This entails establishing a robust online presence through website development, active participation in exhibitions, strategic social media marketing, and securing placements in retail stores within malls and supermarkets. Such efforts aim to enhance brand awareness among consumers, ultimately driving marketing effectiveness. Branding not only elevates customer satisfaction and loyalty but also fosters greater brand recognition, which are pivotal factors in sustaining and expanding market reach.

Raw Material

The main Raw Material required is Raw Cashew Nuts (RCN) for our products. We procure our raw material from the supplier of who are importing from other countries and also, we procure directly from Ghana, Ivory Cost, Benin, Togo, Konakry. We check the quality of RCN before buying from the suppliers The Ivory Coast also known as Côte d'Ivoire is a country on the southern coast of West Africa is the highest producer of RCN. India is the second largest producer of RCN. The RCN is agro based product and are subject to price fluctuations as a result of seasonality, weather, demand in local and international market and other factors. We try to keep our raw material cost by timing our purchases and delivery months. We typically do not enter into long term supply arrangements for procurement of raw materials. We enter into short term contracts for procurement of raw material. several criteria can be used to specify the cashew nuts quality such as colour, shape, brightness, exterior aspect. The most important criterion is the quality of the kernel inside the shell. There are four main criteria used to assess the quality of the RCN: the Out-turn, the defective nut rate, the nut count, and moisture.

Continue to focus on innovation and grow our business across customer segments.

Our company is committed to addressing the growing demands of our existing clientele while simultaneously expanding our customer base through strategic enhancements to our product distribution network across various regions of the country to achieve this objective, we make different strategies our marketing and sales team, enabling us to focus on specific geographic areas and foster strong relationships with both new and existing customers. our company has diversified its operations by venturing into the trading of cloves in the fiscal year 2022-23, in addition to our core business of cashew processing. By broadening our presence in multiple regions, we aim to increase our visibility and accessibility to a larger segment of the population, thereby driving business growth and expansion.

Enhance customer base by entering new geographies to establish long-term relationships.

Expanding our customer base through entry into new geographies is a strategic endeavor aimed at fostering long-term relationships and driving sustained growth. This expansion initiative is underpinned by several key factors such as entering new geographies allowing us to tap into previously untapped markets, thereby broadening our customer base. Establishing a presence in new geographies enables us to reach a wider audience of potential customers. By extending

our distribution network and sales channels, we can effectively engage with customers in diverse regions, catering to their unique needs and preferences.

Building long-term relationships with customers in new geographies is paramount to our success. By prioritizing customer satisfaction and offering superior products and services, we aim to earn the trust and loyalty of customers, laying the foundation for enduring partnerships. Successfully entering new geographies and building long-term relationships with customers contributes to enhancing our brand reputation. A positive brand image reinforces customer trust and loyalty, driving repeat business and attracting new customers through word-of-mouth referrals.

OUR PROCESSING FACILITY

We currently have 1 processing facility in Haryana located on over 2,356.00 square yards of land. The location details of our manufacturing facility is as under:

Address	Area (Sq. Yrd)	Lease/Rented/Owned	Date of execution of agreement	Consideration	Time Period	Purpose
Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana-131029	2,356.00	Rented	17th March 2024	Rs. 2,80,000/- per month	11 months i.e 06-02-2024 to 05-01-2025	Processing Facility

CAPACITY AND CAPACITY UTILISATION PLANT AND MACHINERY

Production Capacity & Utilization 2021-2022 (In MT)			
Product Description	Installed Capacity	Actual Production	Capacity Utilization
Cashew Shell	898	324	36.08%
Cashew Kernel	293	Finished Cashew Kernels- 108.25 Semifinished Cashew Kernels- 0	36.91%

Production Capacity & Utilization 2022-2023 (In MT)			
Product Description	Installed Capacity	Actual Production	Capacity Utilization
Cashew Shell	1,1,23	680	60.56%
Cashew Kernel	367	Finished Cashew Kernels- 167 Semifinished Cashew Kernels- 75.83	45.46%

Production Capacity & Utilization 2023-2024 (In MT)			
Product Description	Installed Capacity	Actual Production	Capacity Utilization
Cashew Shell	1,797	1,124	62.56%
Cashew Kernel	587	Finished Cashew Kernels- 329.02 Semifinished Cashew Kernels- 38.34	56.09%

- From 2021 to 2024, the capacity utilization for shells and kernels shows a clear upward trend, though at different rates. For


shells, utilization increased from 36.08% in 2021-2022 to 62.56% in 2023-2024, reflecting a substantial improvement in production efficiency and better use of capacity over the period. In contrast, kernels saw a more gradual increase from 36.91% to 56.09% during the same timeframe. By 2023-2024, shells achieved a higher utilization rate (62.56%) than kernels (56.09%), indicating more effective capacity management for shells. Overall, both categories have shown positive growth, with shells experiencing a more significant enhancement in operational efficiency

- We have observed that 100% of the raw material is fed into the deshelling process, yielding two outputs: cashew shell and cashew kernel, with the respective proportions of 70-72% and 27-29%. The cashew kernel then undergoes further processing, during which 18% of the product is removed, including 10% husk, 5% moisture, and 3% rejection. Consequently, the final cashew kernel nuts achieve an ideal finished product range of 20-23% relative to the initial amount of raw material fed into the process



<u>S No.</u>	<u>PROCESS NAME</u>	<u>NAME OF MACHINE USED</u>	<u>QTY</u>	<u>INSTALLED CAPACITY</u>	<u>NUMBER OF BATCHES (USAGE)</u>	<u>A CTUAL PRODUCTIO N</u>	<u>UTILIZATIO N</u>
1	BOILING.	BOILER	1	500 KG PER HOUR		500 KG PER HOUR.	100%
2	RCN CLEANING SYSTEM	RCN DUST COLLECTOR SYSTEM	1	1000 KG PER HOUR.	8 BATCHES	1000 KG PER HOUR.	100%
3	RCN COOKING SYSTEM.	COOKER	2	400 KG PER BATCH.	25 BATCHES	320 KG PER BATCH.	80%
4	RCN COOLING BINS.	PERFORATED SHEETS COOLING BIN	2	5000 KG PER BATCH	1 BATCH	4000 KG PER BATCH.	80%
5	RCN GRADING.	RCN GRADER	1	1000 KG PER BATCH	8 BATCHES	1000 KG PER BATCH.	100%
6	SHELLING.	AUTO 4 HEAD SHELLING MACHINES	13	100 KG PER HOUR	7 HOURS	60 KG PER HOUR.	60%
		AUTO 6 HEAD SHELLING MACHINES	1	150 KG PER HOUR	6 HOURS	100 KG PER HOUR	67%
		MANUAL SHELLING MACHINE	19	15 KG PER HOUR	6 HOURS	15 KG PER HOUR.	100%
7	SCOOPING LINE.	VIBRATORY SIEVE AND SHELL SEPARATOR	1	1000 KG PER HOUR	8 HOURS	1000 KG PER HOUR.	100%
8	NW DRYING.	STEAM BORMA	1	1000 KG PER BATCH	2 BATCH	1000 KG PER BATCH.	100%
9	HUMIDIFICATION.	MOISTURE CABIN	1	1000 KG PER BATCH	2 BATCH	1000 KG PER BATCH.	100%






10	PEELING.	PEELING MACHINE	1	250 KG PER HOUR	8 HOURS	250 KG PER HOUR	100%
11	MECHINICAL KERNELS SEPRATOR	PIECES VIBRO SEPRATOR	1	250 KG PER HOUR	7 HOURS	250 KG PER HOUR.	100%
12	CAMERA BASED KERNELS SEPARATOR	NANOPIX WHOLES SORTER	1	200 KG PER HOUR	8 HOURS	180 KG PER HOUR.	90%
		PIECES COLOUR SORTER	2	250 KG PER HOUR (OF 2 UNITS COMBINED)	4 HOURS	200 KG PER HOUR	80%
13	KERNELS DRYER.	ELECTRICAL DRYER.	1	1000 KG PER BATCH	2 BATCHES	1000 KG PER BATCH	100%
14	PACKING.	TIN VIBRO PACKING MACHINE	1	30 TINS PER HOURS	8 HOURS	25 TINS PER HOUR	83%
		VACCUUM PACKING MACHINE (ON CONSUMER DEMAND)	1	30 BAGS PER HOUR	8 HOURS	25 BAGS PER HOUR	83%
		RETAIL PACKING (250 GM SEALER) (ON CONSUMER DEMAND)	1	25 POUCHES PER HOUR	8 HOURS	20 POUCHES PER HOUR	80%





Our processing unit is equipped with various machineries essential for the processing of cashews, and among them, specific machinery is enumerated as follows:

Sr. no.	Description of Machinery	Image of Machinery	Usage
1.	Dust Collector Machine Quantity: 1 Installed Capacity: 1000 Kg /Per Hour. Utilised Capacity: 8000 Kg RCN Per Day		It is used as the most primary step in the cashew Processing unit, wherein the raw cashew nuts (raw material), is Put in this rotatory machine, to separate out all the dust and foreign matter from the material and is further conveyed to Cashew cooking system with the help of elevator and feeder.

2.	<p>Cashew Cooking System (Cooker)</p> <p>Quantity: 2 Installed Capacity: 400 Kg Per Batch Utilised Capacity: 8000 Kg RCN Per Batch</p>		<p>Cookers are used in the boiling of rcn (raw cashew nut), to Make the nuts softer and easier to de-shell, the cooking Process is steam cooking, generally one single batch takes Around 30 mins. To cook.</p>
3.	<p>Perforated Sheets Cooling Bin</p> <p>Quantity: 2 Installed Capacity: 5000 Kg Per Batch Utilised Capacity: 8000 Kg RCN Per Day</p>		<p>After boiling, the nuts are cooled in perforated bins at room temperature for 16 hours. This step is crucial for two reasons:</p> <ul style="list-style-type: none"> - To reduce the temperature of the oil present in the nuts, serving as a preventive measure. - To provide adequate stiffness to the nuts, making them easier to de-shell properly.
4.	<p>Raw Cashew Nut Grader</p> <p>Quantity: 1 Installed Capacity: 1000 Kg Per Hour Utilised Capacity: 8000 Kg RCN Per Day</p>		<p>After the cooling of rcn, they are graded into basically 4 different sizes in descending order from D,C,B,A. The Sizing of the helps in proper and effective deshelling of the cashew nuts minimizing the quantity of broken kernels and increasing the quantity of whole cashew kernels.</p>

<p>5.</p>	<p>Cashew Automatic Shelling Machine 4 Head (4 Head Cutters)</p> <p>Quantity: 13 Installed Capacity: 100 Kg Per Hour Utilised Capacity: 5460 kg RCN per day (60 kg per hour per machine)</p>		<p>The raw cashew nuts (RCN) are de-shelled using shelling machines, producing semi-processed kernels (NW). The raw material is sorted by size using a raw cashew grader and then fed into the machines, which are calibrated to handle specific size ranges. Each machine is calibrated for different sizes to obtain proper precision and 98% accuracy.</p>
<p>6.</p>	<p>Cashew Automatic Shelling Machine 6 Head</p> <p>Quantity: 1 Installed Capacity: 150 Kg Per Hour Utilised Capacity: 600 kg RCN per day. (100 kg per hour)</p>		<p>Shelling machines are used to de-shell the raw cashew nuts (rcn) and obtain nw (semi-processed kernels) from the raw material. The raw material is segregated from the raw cashew grader and put in the machines on the basis of different size, each machine is calibrated for different sizes to obtain proper precision and 98% accuracy.</p>
<p>7</p>	<p>Manual Shelling Machine (handcutting)</p> <p>Quantity: 19 Installed Capacity: 20 kg per hour (per machine) Utilised Capacity: 1995 kg RCN per day</p>		<p>Manual shelling machines are used to de-shell raw cashew nuts (RCN) that cannot be processed by automatic shelling machines due to size constraints (being too large or too small).</p>
<p>8</p>	<p>Vibratory Sieve and Shell Separator</p> <p>Quantity: 1 Installed Capacity: 1000 Kg Per Hour Utilised Capacity: 8000 Kg RCN Per Day</p>		<p>After shelling, the material is transferred to the vibratory sieve machine using an elevated feeder. This machine separates the cashew kernels (NW) from the shells due to the vibrations created by the sieve. The shells are then further segregated into uncut, semi-cut, and broken pieces using a roller.</p>

<p>9. NW Borma (Steam Dryer)</p> <p>Quantity: 1 Installed Capacity: 1000 Kg Per Batch Utilised Capacity: 2000 Kg NW Per Day</p>		<p>After obtaining the semi-processed kernels (NW), we still need to remove the protective skin to get the final product. To do this, we dry the kernels for 8 hours, followed by an 8-hour cooling period. This process softens the husk layer, making it easier to peel, and also helps to dry out any excess oil, resulting in whiter kernels</p>
<p>10. Moisture Cabin</p> <p>Quantity: 1 Installed Capacity: 1 Ton Per Batch Utilised Capacity: 2000 Kg NW Per Day</p>		<p>After drying the semi-processed kernels (NW), we need to add a small amount of moisture to enable easy removal of the husk. To achieve this, we place the kernels in moisture cabins before proceeding with the cashew husk removal process.</p>
<p>11. Peeling Machine</p> <p>Quantity: 1 Installed Capacity: 250 Kg Per Hour Utilised Capacity: 2000 Kg NW Per Day</p>		<p>After giving the moisture to the nw, it is transferred to this machine for removal of husk, this machine uses the pneumatic technique to remove the husk from the cashew kernels before it could be processed further.</p>
<p>12. Pieces Vibro Separator</p> <p>Quantity: 1 Installed Capacity: 250 Kg Per Hour Utilised Capacity: 1800 Kg Kernels Per Day</p>		<p>Once the husk is removed, the kernels are passed through this vibrator to separate the different pieces depending on the sizes.</p>
<p>13. Nanopix Size Sorter</p> <p>Quantity: 1 Installed Capacity: 200 Kg Per Hour Utilised Capacity: 1400 Kg Kernels Per Day</p>		<p>After the wholes being separated from the pieces, they have to be graded on the basis of colour and size to be sold in the market, which is done by the use of this machine. It segregates the cashew kernels (wholes) on the basis of colours and size.</p>

14.	<p>Colour Sorter</p> <p>Quantity: 2 Installed Capacity: 250 Kg Per Hour Utilised Capacity: 400 Kg Kernels Per Day</p>		<p>After the wholes being separated from the pieces, the pieces have to be graded on the basis of colour and size to be sold in the market</p>
15.	<p>Packing Electrical Dryer</p> <p>Quantity: 1 Installed Capacity: 1000 Kgs Per Batch Utilised Capacity: 1800 Kg Kernels Per Day</p>		<p>Before packing, the kernels are electrically dried, to maintain the crispiness and crunchiness, also to maintain whiteness in the cashew kernels preventing them from any kind of moisture.</p>
16.	<p>TIN Vibro Packing Machine with Gas Filler</p> <p>Quantity: 1 Installed Capacity: 30 Tins Per Hour Utilised Capacity: 180 Tins Per Day</p>		<p>The cashew kernels are packed in tins using this machine, which also fills the tins with nitrogen gas. This process enhances the shelf life and quality of the cashew kernels.</p>
17.	<p>IBR Boiler</p> <p>Quantity: 1 Installed Capacity: 500 Kg Steam Per Hour Utilised Capacity: 16 Hours Per Day</p>		<p>The boiler is used to provide steam in the various steps of processing such as boiling of rcn, steam borma etc.</p>

<p>18. Diesel Generator Set</p> <p>Quantity: 1 Installed Capacity: 82.5 KVA Utilised Capacity: As Per Requirement</p>		<p>For continuous electricity supply in case of power failure, for non interrupted processing.</p>
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UTILITIES AND INFRASTRUCTURE FACILITIES

Raw Material:

Our Company Procures Raw cashew nuts from various countries of west African Region such as Ghana, Ivory Coast, Benin, Togo, Knonakry etc.

Location:

Sr. No.	Details of Property	Usage
1.	C/O Ashok Gupta Nathupur, P.S. Rai, Sonipat, Haryana, India, 131029, Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana-131029	Registered Office/ Factory
2.	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015	Corporate Office.
3.	Kila No. 16/19/2/1, Main Road Nathpur, Sonipat P.S. Rai, Sonipat, Haryana-131029	Warehouse/ Godown

Water:

The Corporate Office of the Company have a continues water supply from the Municipal Corporation of Delhi (MCD) for sanitation purposes and have arrangements for drinking water, and the water requirement at the Registered Office and processing unit is 9 Cubic Meter Per Day met by the Haryana Water Resources Authority.

Power:

Our Company has power connection from Uttar Haryana Bijli Vitran Nigam Limited at our Registered Office and factory, the requirement of Power in our office is for the normal course of business purpose only. The requirement of power at our factory is for our operations, like power for heating of the boiler and operating the machinery/equipment. Our factory has been sanctioned a contract load of 110 kw in Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana. As on date of this Draft Red Herring Prospectus our Company does not require much power supply.

Waste Management:

The Company's waste management strategy ensures that all bi-products are sold to various industries, where they serve as valuable raw materials, such as:

Shell: The cashew shells, a by-product of our processing operations, are sold to external parties for the extraction of cashew nut shell oil, which serves as a raw material in the paint industry.

Husk: The second outer covering, also known as the testa or soft covering, removed from the cashew nuts is sold to external

parties, where it is further processed to produce katha, a food ingredient, and also serves as a raw material in the production of paper products.

OTHER INFRASTRUCTURE FACILITIES

Our Corporate office is situated at Delhi which 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.

HUMAN RESOURCES

Human resource is an asset to any industry, sourcing and managing is very important task for the management. We believe that our employees are the key to the success of our service.

As on March 31, 2024, we have the total strength of permanent employees 80 in various departments. The details of which is given below:

S No.	Department	No. of Employees
1	Board of Director	5
2	Production (Including Labour)	62*
3	Accounts	5
4	Maintenance	3
5	Stores	2
6	Sales	3
Total		80

**Note: Number of employees fluctuating between 50-100 employees per months.*

Note: As on date of DRHP, our company does not have contractual labour.

COLLABORATIONS/TIE UPS/ JOINT VENTURES

As on date of this Draft Red Herring Prospectus, our Company has not entered into any Collaboration/ Tie-Ups/ Joint Ventures.

EXPORT OBLIGATION

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

COMPETITION

The cashew processing industry is characterized by intense competition, with a large number of organized and unorganized players operating in the market. This competitive landscape is further complicated by the presence of both national and international cashew nut producing companies, each vying for market share. In this dynamic environment, our company faces significant competition in terms of pricing, quality, and service delivery. However, our commitment to quality has been a key differentiator, enabling us to effectively cater to diverse market needs across various geographies.

Through years of experience, we have developed a robust expertise in delivering high-quality services promptly, meeting customer demands efficiently. This expertise has been a key factor in our ability to maintain a competitive edge in the market. The company's ability to adapt to changing market trends, customer preferences, and regulatory requirements will be crucial in navigating this competitive landscape. By focusing on operational efficiency, innovation, and customer satisfaction, we aim to sustain our position in the market and explore opportunities for growth.

SALES AND MARKETING

Our marketing strategy is made by our promoters, Praveen Goel and Yash Vardhan Goel, in agro trading, ensuring a deep understanding of the industry. We adopt a multifaceted approach to expand our customer base into new markets, capitalizing on emerging opportunities and identifying untapped potential. Building long-term relationships with customers is crucial, and we prioritize trust and reliability to sustain business growth, recognizing that loyalty is a key driver of success.

Simultaneously, we emphasize brand promotion through strategic initiatives like website development, social media engagement, and industry event participation, ensuring a strong online presence and robust brand identity. This approach enables us to enhance our online presence, attract a wider audience, and stay ahead of the competition in the agro trading

landscape, ultimately driving growth and profitability. Through continuous monitoring and evaluation, we refine our strategy to optimize results and achieve sustainable expansion.

LOGISTICS

We have to rely upon third party transportation service providers for the delivery of raw material to us from our suppliers and delivery of our products to the customers.

REPAIR AND MAINTENANCE

We conduct periodic repair and maintenance programs for our manufacturing facility. Our machinery and electrical repair teams carry out periodic maintenance and repair of the plants and machinery on an as-needed basis. In addition, our manufacturing facility is periodically inspected by our technicians. Such as the repair and maintenance is carried out almost 52 times in a year on needed basis.

ENVIRONMENT, HEALTH AND SAFETY

Our operations are governed by a comprehensive framework of environmental laws and regulations that encompass a wide range of critical areas, including:

- Air quality management and emissions control
- Wastewater management and discharge regulations
- Safe handling, storage, and disposal of hazardous materials and waste
- Protection of employee health and safety


We are committed to ensuring compliance with these regulations and minimizing our environmental footprint, while prioritizing the well-being of our employees and the communities in which we operate. For further information, see **“Key Industry Regulations”** beginning page 122 of this Draft Red Herring Prospectus.

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see **“Government and Other Approvals”** beginning on page 199 of this Draft Red Herring Prospectus.

INTELLECTUAL PROPERTY RIGHTS:

Trademark:

We have several trademarks on our company as mentioned below: -

Sr. No.	Word / Logo / Mark / Design*	Trademark Type	Class	Trademark Application No.	Applied/Issue Date	Validity
1.		Trademark	29	6540173	July 23, 2024	Under Process

Domain:

Sr. No.	Domain Name and ID	Creation Date	Registry Expiry Date
1.	www.sampoornanuts.com	September 18, 2021	September 18, 2028

DETAILS OF IMMOVABLE PROPERTY

The details of the Immovable properties by company are given below:

Sr. No.	Details of Property	Licensor/Lessor Vendor	Area	Owned/Leased/License	Consideration/Lease Rental/License Fees (in ₹)	Usage
1	C/O Ashok Gupta Nathapur, Sonipat P.S. Rai, P.S.Rai, Sonipat, Sonipat, Haryana, India, 131029, Khewat No. 685/568 Min, Khata No. 740, Killa No. 17/3/1/1/1, 3/2/2/1, Village Nathapur, Sonipat, Haryana-131029	Anupma Gupta	2,356.00 sq. yards	Rented	₹2,80,000/- per months;	Registered Office, Factory/processing unit
2	Ground Floor B-3A & B-3B, Plot No 70, Najafgarh Road Industrial Area, Rama Road, New Delhi-110015	Rajesh Devi	200 Sq. Yards	Leased	₹85,000 per months;	Corporate Office
3	Kila No. 16/19/2/1, Main Road Nathpur, Sonipat P.S. Rai, Sonipat, Haryana-131029	Shri Har Dayal	500 Sq. Yards	Rented	₹50,000 per month	Warehouse/ Godown

INSURANCE DETAILS

We maintain a range of insurance policies to cover our assets, risks and liabilities. We have obtained insurance in order to manage the risk of losses from potentially harmful events, including: (i) Insurance Policy Covering Standard Fire, Plant and Machinery, Accessories and Stocks; (ii) Burglary Policy. These insurance policies are renewed periodically to ensure that the coverage is adequate.

We constantly evaluate the risks in an effort to be sufficiently covered for all known risks. We believe that the amount of insurance coverage presently maintained by us represents an appropriate level of coverage required to insure our business and operations and is in accordance with the industry standard in India.

Sr. No.	Name of Insurance Company	Type of policy	Policy No.	Validity Period upto	Insured Amount in ₹
1.	Shriram General Insurance Company Limited	Marine Cargo - Open Cover	213044/21/25/000020	14/06/2025	10,00,00,000
2.	Shriram General Insurance Company Limited	Marine Cargo - Open Policy	213044/21/25/000021	14/06/2025	20,00,00,000

3.	Shriram General Insurance Company Limited	Shri Business Protector Policy	213044/48/25/000059	18/07/2025	5,00,00,000
4.	Shriram General Insurance Company Limited	Business Protector Policy	213044/48/25/000058	18/07/2025	4,95,00,000
5.	Shriram General Insurance Company Limited	Shriram Employee Compensation Insurance Policy	213044/48/25/000064	15/07/2025	2,01,60,000

KEY INDUSTRY REGULATIONS

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Approvals” beginning on page 199 of this Draft Red Herring Prospectus.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951;

The Central Government has issued its notification numbering 1702(E) dated June 1, 2020 amended the definition of MSME which has come into effect from July 1, 2020.

The revised definition is as under:

- i. a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed one Crore rupees and turnover does not exceed five Crore rupees;
- ii. a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed ten Crore rupees and turnover does not exceed fifty Crore rupees; and
- iii. a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed fifty Crore rupees and turnover does not exceed two hundred and fifty Crore rupees.

The MSME Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (‘Council’). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The Factories Act, 1948 (“Factories Act”)

The Factories Act, a central legislation, extends to the whole of India. It is the principal legislation that governs the health, safety and welfare of factory workers. Under the Factories Act each state is empowered to issue its own rules for licensing and administering factories situated in such states (“Factories Rules”). Under the Factories Rules, prior to commencing any manufacturing process, a person needs to obtain a license to register such factory. Separate license needs to be obtained in respect of each premise where a factory is set up or proposed to be set up. The Factories Act defines a factory to cover any premises which employs 10 (ten) or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 (twenty) workers without the aid of power. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is prohibition on employing children below the age of 14 (fourteen) years in a factory.

The Food Safety and Standards Act, 2006 (“FSSA Act”)

The FSS Act was enacted on August 23, 2006 with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (“FSSAI”), for laying down science-based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption and for matters connected therewith or incidental thereto. The FSS Act, among other things, also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by Food Safety Appellate Tribunal. For enforcement, under the FSS Act the ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’ have been granted with detailed powers of seizure, sampling, taking extracts and analysis. Penalties are levied for various defaults such as for selling food not of the nature or substance or quality demanded, sub-standard food, misbranded food, misleading advertisement, food containing extraneous matter, for failure to comply with the directions of Food Safety officer, for unhygienic or unsanitary processing or manufacturing of food, for possessing adulterant. Apart from the penalties, there are punishments prescribed for selling, storing, distributing or importing unsafe food, for interfering with seized items, for

providing false information, for obstructing or impersonating a Food Safety officer, for carrying out a business without a license and for other subsequent offences. The FSS Act also contains the provision for offences by the companies. Further, the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011, provide, among other things, the qualifications mandatory for the posts of the ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’, and the procedure for taking extracts of documents, sampling and analysis.

Legal Metrology Act, 2009 (“Legal Metrology Act”)

The Legal Metrology Act came into effect on April 1, 2011 and has replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

The Legal Metrology Act provides that no person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a license issued by the controller. The Legal Metrology Act contains provisions for verification of prescribed weight or measure by Government approved test center. Qualifications are prescribed for legal metrology officers appointed by the Central Government or State Government. It also provides for exemption regulations of weight or measure norms for goods manufactured exclusively for export. Fee is levied under the Legal Metrology Act for various services. A director may be nominated by a company who is responsible for complying with the provisions of the enactment. There is penalty for offences and provision for compounding of offences under the Legal Metrology Act. Further, it provides for appeal against the decision of various authorities and empowers the Central Government to make rules for enforcing the provisions of the enactment.

Consumer Protection Act, 2019 (“COPRA, 2019”)

COPRA, 2019 came into force on August 9, 2019, replacing the Consumer Protection Act, 1986. It has been enacted with an intent to protect the interests of consumers and to establish competent authorities in order to timely and effectively administer and settle consumer disputes. COPRA, 2019 provides for establishment of a Central Consumer Protection Authority to regulate, among other things, matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers. In order to address the consumer disputes’ redressal mechanism, it provides a mechanism (three tier consumer redressal mechanism at national, state and district levels) for the consumers to file a complaint against a trader or service provider. COPRA, 2019 provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. The scope of the punitive restraint measures employed by the act include both – monetary penalties for amounts as high as ₹5.00 million to imprisonment which may extend to life sentences, for distinct offences under the act.

The Registration Act, 1908

Registration Act was introduced to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. Registration lends inviolability and importance to certain classes of documents.

The Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 (and the amendments thereof) is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in 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 the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

Further, The Companies Amendment Act, 2015 is passed on May 25, 2015, also The Companies Amendment Act, 2017 is passed on January 3, 2018. The Companies Amendment Act, 2017 includes major amendments in the definition, financial statement, and corporate social responsibility, disclosure under boards report, general meeting, and disclosure in the Draft Red Herring Prospectus.

The Arbitration and Conciliation Act, 1996

The purpose of the 1996 Act is to amend and unify domestic arbitration and international commercial arbitration and enforce foreign arbitral awards. The law was also amended in 2015 and 2019 to reduce court involvement in the arbitration. Section 89 of the Civil Procedure Code focuses on the importance of arbitration.

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to ₹1 lakh for each day during such failure subject to maximum of Rupees One Crore.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not 'duly stamped' cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

The Indian Stamp (Haryana Amendment) Act, 2020 in this amendment following section has been substituted 47-A and 47-B to Central Act 2 of 1899 is notified by Government of Haryana in Official Gazette on the dated February 27, 2020.

Haryana Agricultural Produce Markets Act, 1961

Agricultural Produce Markets Act has been enacted for improved regulation in marketing of agricultural produce, development of efficient marketing system, promotion of agri-processing and agricultural export and the establishment and proper administration of markets for agricultural produce in the State of Haryana.

The State Government of Haryana has established a State Agricultural Marketing Board; board had performing function & duties assigned by Government of Haryana.

Punjab Labour Welfare Fund Act, 1965

The Punjab Labour Welfare Fund Act, 1965 governs the administration of the Labour Welfare Fund in Haryana, extending its provisions to various industries including factories, mines, plantations, construction sites, and other specified establishments. Employers are required to contribute a specified percentage of their workers' wages to the fund, as determined by the state government. These contributions fund a range of welfare initiatives such as medical care, maternity benefits, housing facilities, education scholarships, and skill development programs for workers and their dependents. The Act ensures compliance through regular inspections and audits by state labor officials, with penalties for non-compliance enforced rigorously. The administration of the fund is overseen by Haryana's Labour Department, which monitors fund collection, utilization, and management to ensure it benefits eligible workers effectively. Amendments to the Act are periodically considered to adapt to evolving socio-economic conditions and expand the scope of welfare benefits provided to workers in Haryana.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

TAX RELATED REGULATIONS

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 person's resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such company is also required to file its returns by September 30 of each assessment year.

Goods and Service Tax Act, 2017

Haryana Goods and Services Tax Act, 2017 Central
Goods and Services Tax Act, 2017
The Integrated Goods and Services Tax Act, 2017

Goods and Services Tax (GST) is an indirect tax applicable throughout India which replaced multiple cascading taxes levied by the central and state governments. The GST shall be levied as Dual GST separately but concurrently by the Union (central tax - CGST) and the States (including Union Territories with legislatures) (State tax - SGST) / Union territories without legislatures (Union territory tax- UTGST). The Parliament would have exclusive power to levy GST. (Integrated tax - IGST) on inter-State trade or commerce (including imports) in goods or services. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by a GST Council and its Chairman is the Finance Minister of India. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% 18% and 28%. Besides, some goods and services would be under the list of exempt items.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962,

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the legal principles that governs both oral and written 'contracts' including express and implied contracts. The Act basically identifies the ingredients of a legally enforceable valid contract in addition to dealing with certain special type of contractual relationships like indemnity, guarantee, bailment, pledge, quasi contracts, contingent contracts etc. In India, Indian Contract Act, 1872 governs the Contract and its applicability extends to whole of India. It came into force on First day of September 1872. Section 2(h) defines —Contract as an agreement enforceable by law; in other words, it is a) A Contract is an agreement; an agreement is a promise and a promise is an accepted proposal; b) An Agreement which is legally enforceable alone is a contract. Section 2(e) of the act defines the term Agreement as, 'every promise or every set of promises forming consideration for each other'. An Agreement is a promise or a commitment or set of reciprocal promises or commitments. An agreement involves an offer or proposal by one person and acceptance of such offer or proposal by another person. Section 2(b) defines term Promise i.e., —When a person to whom proposal is made signifies his assent thereto, the proposal is said to be accepted. Proposal when accepted becomes a promise. Section 2(d) defines Lawful Consideration as a mean for 'compensation' for doing or omitting to do an act or deed. It is also referred to as 'quid pro quo' viz., 'something in return for another thing'. Section 2(b) defines Promise as —A Proposal when accepted becomes a promise. In simple words, when an offer is accepted it becomes promise. Section 2(c) defines Promisor and promisee as —When the proposal is accepted, the person making the proposal is called as promisor and the person accepting the proposal is called as promisee. An agreement enforceable by law is a valid contract. In other words, it satisfies all the requirements of a valid contract as laid down in section 10. If any of the essential requirements is missing it becomes a void contract.

Employees State Insurance Act, 1948, as amended (the “ESIC Act”)

The ESIC Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“Act”) and the schemes formulated there under (“Schemes”)

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“EPF Act”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit-linked Insurance Scheme” and the “Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

National Environmental Policy, 2006

The 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. Following are the objectives of National Environmental Policy: -

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

Environment Protection Act, 1986 (“Environment Act”)

The Environment Act is an umbrella legislation designed to provide a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Environment Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Environment Act empowers the Central Government to make rules for various purposes viz., to prescribe: (i) the standards of quality of air, water or soil for various areas; (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedial measures for such accidents.

Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”)

The Payment of Gratuity Act, 1972 shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous

service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

The other labour laws applicable to the Company are:

- Payment of Wages Act, 1936
- Employees' Compensation Act, 1923
- Payment of Bonus Act, 1965
- Industrial Disputes Act, 1947
- Apprentices Act, 1961

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act requires any individual, industry or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions, apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent.

Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”), Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Wastes Rules”)

The Hazardous Wastes Rules have been enacted to ensure resource recovery and disposal of hazardous wastes, as defined under the Hazardous Wastes Rules in an environmentally sound manner. The Hazardous Wastes Rules apply to all persons who handle, generate, collect, store, pack, transport, use, treat, process, recycle, recover, preprocess, co-process, utilise, offer for sale, transfer, or dispose hazardous and other wastes. In accordance with the provisions of the Hazardous Wastes Rules, every person undertaking any of the aforementioned activities with hazardous, and other wastes, is required to obtain an authorisation for undertaking such activities. Further, an occupier is inter alia, under an obligation to ensure the safe and environmentally sound management of hazardous and other wastes. It may be noted that wastes defined under the Hazardous Wastes Rules are to be disposed only in a facility, duly authorised under the provisions of the Hazardous Wastes Rules.

The Maternity Benefit Act, 1961

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It provides, inter alia, for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women, etc. Government, further amended the Act which is known as The Maternity Benefit (Amendment) Act, 2016, effective from March 28, 2017 introducing more benefits for pregnant women in certain establishments.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

An Act to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. whereas sexual harassment results in violation of the fundamental rights of a woman to equality under articles 14 and 15 of the Constitution of India and her right to life and to live with dignity under article 21 of the Constitution and right to practice any profession or to carry on any occupation, trade or business which includes a right to a safe environment free from sexual harassment, and whereas the protection against sexual harassment and the right to work with dignity are universally recognised human rights by international conventions and instruments such as Convention on the Elimination of all Forms of Discrimination against Women, which has been ratified on the 25th June, 1993 by the Government of India; and whereas it is expedient to make provisions for giving effect to the said Convention for protection of women against sexual harassment at workplace.

The 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 for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT 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 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 an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at <https://firms.rbi.org.in>. Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

Laws related to Overseas Investment by Indian Entities

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

Foreign Trade Policy 2023

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

LAWS RELATING TO INTELLECTUAL PROPERTY

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Patents Act, 1970
- The Copyright Act, 1957
- The Trade Marks Act, 1999
- Design Act, 2000

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

Designs Act, 2000

The Design Act, 2000 came into force in May 2001 to consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable. A registered design is valid for a period of 10 years after which can be renewed for a second period of 5 years, before the expiration of the original period of 10 years. After such period the design is made available to the public by placing it in the public domain.

OTHER GENERAL REGULATIONS

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a factory or manufacturing / housing unit entails the requisite planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents are also required from the state pollution control board(s), the relevant state electricity board(s), the state excise authorities, sales tax, among others, are required to be obtained before commencing the building of a factory or the

start of manufacturing operations.

Other regulations

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

Our company, NFP Sampoorna Foods Limited, was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center, Previously, our business operated as a partnership firm named M/s Nut and Foods Processor, registered under the Partnership Act, 1932. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited.

A brief description of our key products are as follows:

Type of the Product	Varieties
Cashew	Plain Cashew,
Other Products	Clove

REGISTERED OFFICE

There has been no change in the Registered office of our Company since incorporation.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The main object of our Company is:

1. To carry on the business of agriculture, cultivation and farming, in all their branches and to raise, plant, cultivate, grow, produce, buy, sell, import, export or otherwise trade or deal in and with crops, seeds, fruits, vegetables, grains, edible nuts like almonds, cashew, hazelnuts etc. and all kinds of related products and by products of the soil weather in manufactured form or otherwise.
2. To carry on business in India and abroad of cultivation, manufacturing, preserving, packing, canning, drying, freezing, extracting, bottling, preparing, trading, marketing, importing, exporting, improving, producing, processing, preparing, buying, selling, dealing in vegetables, fruits, edible nuts, fast foods, packed foods products, health and diet drinks, confectionery items, sweets, cereals products and various other agricultural products along with all seeds in all forms, whether in raw state, fresh, dehydrated, frozen, dried, processed or in any other form.
3. To establish, carry on, manage, operate and franchise the business through India or elsewhere of manufacturing, selling, marketing and distributing of foods products.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

There is no amendment in the Memorandum of Association of our Company since its inception:

AUTHORIZED CAPITAL

The Initial Authorised Share Capital at the time of Incorporation was Rs. 10,00,00,000 /- divided into 1,00,00,000 Equity shares of Rs. 10/- each.

Note: There is no such change increase in authorized share capital of the company Since Incorporation.

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

Calendar Year	Major Events
2020-21	Our Business established in November 2019, the company achieved a significant milestone with a successful commercial operation, recording a turnover of 309.19 Lakh rupees in the fiscal year 2020-21.
2021-22	Mr. Yashvardhan Goel and Praveen Goel acquired the partnership firm and subsequently managed

	the business
2021-22	Sampoorna Nuts accomplished an exceptional growth trajectory, surpassing 100% growth, and achieving a robust top line of 748.69 lakh Rupees during the fiscal year 2021-22. This remarkable achievement coincided with our successful penetration and establishment within the B2B market segment.
2022-23	In 2023, Pursuant to a resolution passed by the partners at a meeting held on October 28, 2023, the partnership firm was converted into a public company, and consequently, the name of the company was changed to NFP Sampoorna Foods Limited. Sampoorna Nuts persisted in its resolute dedication, achieving yet another extraordinary milestone with over 100% growth in the subsequent fiscal year. This exceptional performance resulted in a formidable top line of approximately 1674.68 lakh rupees. The company's strategic advantage over other processors was evident through direct procurement from African farms, underpinning its robust market positioning and continued upward trajectory.
2023-24	In the fiscal year of 2023-24, Sampoorna Nuts responded strategically to the burgeoning demand for healthy dietary options amidst a growing population. The company embarked on an expansion journey into the B2C market, leveraging prominent e-commerce platforms like Amazon and Flipkart. This strategic move fueled significant growth, with revenues reach to a pinnacle of 2374.14 lakh rupees in the current fiscal year. Furthermore, a noteworthy milestone was achieved with the establishment of a second processing unit, a crucial step aimed at meeting the escalating demand for Sampoorna cashew nuts in the market

Accreditations, Key Awards, or Recognition of Our Company

Our establishment got recognition due to various publications coverage for constant growth in Cashew Nut processing in Northern part of country such as

Sampoorna Nuts, Marking a strong presence in the Indian Cashew Industry- Zee News.
Cashew King; How Sampoorna Nuts is Creating a Niche in the Indian Cashew Market- Hindustan Times
Sampoorna Nuts Shines at World Food India Expo with the Grand Launch of “AL Khulus” in the distinguished Presence of Honourable Prime Minister Narendra Modi- APN News
Sampoorna Nuts: The Most Trusted Brand in Cashew Industry- www.lokmatimes.com

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled “**Business Overview**”, “**Industry Overview**” and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page no. 95, 84 and 191 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “**Our Management**” and “**Capital Structure**” beginning on page 135 and 55 respectively of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, please see the section entitled “**Capital Structure**” and “**Financial Statements as Restated**” on page nos. 55 and 157 respectively of this Draft Red Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOAN INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

SUBSIDIARIES/HOLDINGS OF THE COMPANY

Our Company neither has a Holding company nor has any Subsidiaries Company as on the date of this Draft Red Herring Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY

For details of increase in equity capital of our company, please refer section “*Capital Structure*” on page 55 of this Draft Red Herring Prospectus.

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Red Herring Prospectus.

MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “*Our Management*” on Page 135 of this Draft Red Herring Prospectus.

MATERIAL ACQUISITIONS/AMALGAMATIONS/MERGERS/REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

Our Company has not acquired any material business or undertaken any mergers or amalgamation or divestments of business or undertaking since incorporation.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, the total numbers of equity shareholders are 7. For more details on the shareholding of the members, please see the section titled “*Capital Structure*” beginning on page 55 of this Draft Red Herring Prospectus.

SHAREHOLDERS’ AGREEMENTS

Our Company has not entered into any shareholder’s agreement as on the date of filing this Draft Red Herring Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered as on the date of this Draft Red Herring Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any Joint Venture Agreement as on the date of this Draft Red Herring Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Draft Red Herring Prospectus.

FINANCIAL PARTENRS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this DraftRed Herring Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS:

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Red Herring Prospectus.

OTHER AGREEMENTS:

i. Non-Compete Agreement:

Our Company has not entered into any Non-Compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Chairman and Non- Executive Director, 1 (One) Whole Time Director, 1 (One) Managing Director and 2 (Two) as Non-Executive Independent Directors.

Set forth below are details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus

Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment / Reappointment	Other Directorships / Designated Partners
<p>Name: Praveen Goel Father's Name: Mahesh Goel Address: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 Date of Birth: May 31, 1973 Age: 51 Years Qualification: • Graduation in Bachelor of Commerce from Delhi College of Arts & Commerce, Netaji Nagar, New Delhi Designation: Director Status: Chairman & Non-Executive Director DIN: 01914107 Occupation: Business Nationality: Indian Term: Retire by Rotation Original Date of Appointment: December 13, 2023 as Executive Director of the company</p>	<p>Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023.</p> <p>Change in designation as Non-Executive Director of the Company w.e.f. June 11th 2024 &</p> <p>Also redesignated as Chairman of the Company w.e.f. 5th July 2024.</p>	<p>Directorships</p> <ol style="list-style-type: none"> 1. Mundra Coke Limited 2. Ultimate Plywood Trading (India) Private Limited 3. Yasho Energy Private Limited 4. Gopi Ram Flour Mills Private Limited <p>Other Venture</p> <ol style="list-style-type: none"> 1. Goel Brick Industries 2. Yashvardhan Food Industries 3. Praveen Kumar Goel HUF 4. Indian Coal Company
<p>Name: Yash Vardhan Goel Father's Name: Praveen Goel Address: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 Date of Birth: May 14, 1999 Age: 25 Years Qualification: • Completed Graduation in Bachelor of Commerce from Kalinga University in the year 2020 Designation: Managing Director Status: Executive Director DIN: 10425908 Occupation: Business Nationality: Indian Term: Three (3) Years w.e.f. 11th June 2024 & Liable to Retire by Rotation Original Date of Appointment: December 13, 2023 as Executive Director of the company</p>	<p>Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023.</p> <p>Change in Designation as the Managing Director of the Company for a period of 3 years w.e.f. June 11th 2024.</p>	<p>Directorships</p> <ol style="list-style-type: none"> 1. - <p>Other Venture</p> <ol style="list-style-type: none"> 1. Bharat Logistics 2. Yashvardhan Food Industries
<p>Name: Anju Goel Father's Name: Lakhmi Chand Agarwal Address: E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015 Date of Birth: September 20, 1976 Age: 47 Years Qualification: Pursued Graduation in Bachelor of Commerce from University of Calcutta in the year 1998. Designation: Whole Time Director Status: Executive Director DIN: 02525953 Occupation: Business</p>	<p>Appointed as a Director at the time of incorporation of the Company w.e.f. December 13, 2023.</p> <p>Change in Designation as the Whole-Time Director of the Company for a period of 3 years w.e.f. June 11th 2024.</p>	<p>Directorships</p> <ol style="list-style-type: none"> 1. - <p>Other Venture</p> <ol style="list-style-type: none"> -

<p>Nationality: India Term: Three (3) Years w.e.f 11th June 2024 & Liable to Retire by Rotation Original Date of Appointment: December 13, 2023 as Executive Director of the company</p>		
<p>Name: Ankur Sharma Father's Name: Raghavendra Prasad Sharma Address: 1 Rajpur, 1 Goura Nagar, Airtel Tower Vrindavan, Uttar Pradesh Mathura Uttar Pradesh-281121. Date of Birth: November 17, 1986 Age: 37 Years Qualification: • Master Degree in Business Administration from the ICFAI University Dehradun in the year 2010 Designation: Independent Director Status: Non-Executive Director DIN: 10481275 Occupation: Professional Nationality: India Term: Five (5) years w.e.f. February 22, 2024 Original Date of Appointment: February 22, 2024 as Non-Executive Independent Director</p>	<p>Appointed as Non-Executive Independent Director for a period of 5 years w.e.f February 22, 2024.</p>	<p>Directorships 1. - Other Venture -</p>
<p>Name: Rajesh Arora Father's Name: Tirath Ram Address: 12 Old Gandhi Nagar Ghaziabad Uttar Pradesh -201001. Date of Birth: October 16, 1962 Age: 61 Years Qualification: Member of the Institute of Chartered Accountants of India holding a valid certificate of practice number. Designation: Independent Director Status: Non-Executive Director DIN: 00341999 Occupation: Professional Nationality: India Term: Five (5) years w.e.f. February 22, 2024 Original Date of Appointment: February 22, 2024 as Non-Executive Independent Director</p>	<p>Appointed as Non-Executive Independent Director for a period of 5 years w.e.f February 22, 2024.</p>	<p>Directorships 1. Arora Rajesh and Company Private Limited 2. Forethought Advisory Services Private Limited 3. Keystone Finance Limited 4. ARC Fintax Private Limited</p>

BRIEF PROFILE OF OUR DIRECTORS

Praveen Goel, aged 51, is a second-generation entrepreneur and Chairman and Non-Executive Director and Promoter of our company. He holds a Bachelor of Commerce degree from the University of Delhi (1994). As the founder of NFP Sampoorna, he comes from a e business background associated with the ESSEL/ZEE Group. His business experience began in 1995, managing a brick plant, and has since spanned nearly three decades having a experience of almost 28 years. Praveen has been involved in various ventures, including material handling contracts with Jindal Saw Limited, expanding his expertise and resources. Under his leadership, Sampoorna Nuts has achieved significant growth, reaching a 100% annual financial growth rate in the cashew processing industry. His strategic direction has set industry standards, reflecting his commitment to excellence. Praveen Goel's ongoing involvement is expected to contribute to NFP Sampoorna' continued success and innovation in the industry.

Yash Vardhan Goel, aged 25, serves as Promoter and Managing Director of our company. He holds a Bachelor of Commerce degree from Kalinga University, Raipur (2020). With over four years of experience, he brings a third-generation entrepreneurial background to the company. Prior to his business career, Yashvardhan was a professional tennis player, achieving a top 100 national ranking and winning the CBSE nationals. He has since transitioned to the cashew processing industry, where he has actively contributed to Sampoorna Nuts' growth in the northern region. Under his leadership, the company has experienced significant financial growth. Yashvardhan's leadership and dedication have been key factors in the company's success.

Anju Goel, Anju Goel, aged 48, serves as an Executive Director of the company. She holds a Bachelor of Commerce degree from the University of Calcutta (1998). With a commerce background and 3 years of experience in business and employment, she possesses relevant expertise in various fields. Anju has a proactive approach and is determined to accomplish tasks and projects efficiently. She is able to adapt to changes in a dynamic business environment. Anju has developed presentation and relationship-building skills, with experience in improving sales and customer relations.

Rajesh Arora, aged 62, serves as an Independent Director of the company. He is a Qualified Chartered Accountant, having completed his degree from the Institute of Chartered Accountants (ICAI) in 1991. With over 12 years of experience as a Practicing Chartered Accountant, he possesses expertise in his field. Ramesh has developed skills in client relationship management and sales techniques. His experience includes competitive analysis, brand management, and project team leadership.

Ankur Sharma, aged 38, serves as an Independent Director of the company. He holds a Master of Business Administration degree from ICFAI University, Dehradun, which he completed in 2010. With around 12 years of experience in the finance departments of various corporations, he brings a range of skills and knowledge to his role. Throughout his career, Ankur has gained expertise in financial management, strategic planning, and leadership. His experience has equipped him with a deep understanding of corporate finance.

CONFIRMATIONS

As on date of this Draft Red Herring Prospects:

- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a willful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 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 them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.
- None of the Directors and KMPs are related to the Book Running Lead Manager appointed for this Issue in any manner.

Family Relationship between the Directors & KMP

Except as stated below, None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013.

Name/Designation	Name/ Designation	Nature of Relation
Praveen Goel Non-executive Director	Anju Goel Whole Time Director	Mrs Anju Goel is wife of Mr. Praveen Goel

Praveen Goel Non-executive Director	Yash Vardhan Goel Managing Director	Mr. Yash Vardhan Goel is the Son of Mr. Praveen Goel
Anju Goel Whole Time Director	Yash Vardhan Goel Managing Director	Mr. Yash Vardhan Goel is the Son of Mrs. Anju Goel
Yash Vardhan Goel Managing Director	Praveen Goel Non Executive Director	Mr. Praveen Goel is the Father of Yash Vardhan Goel
	Anju Goel Whole Time Director	Mrs. Anju Goel is the Mother of Yash Vardhan Goel

DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Extra ordinary General Meeting of our Company held on 05th February'2024 and pursuant to provisions of section 180(1)(a) and other applicable provisions if any of the companies Act 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 100 crores (Rupees One Hundred Crores only).

REMUNERATION / COMPENSATION TO OUR DIRECTORS

YASHVARDHAN GOEL

Yashvardhan Goel, was Appointed as a Director of the company since incorporation i.e. December 13, 2023. Subsequently, his designation was changed to the Managing Director of our Company in the Board Meeting dated June 11, 2024, and in the Extra Ordinary Meeting dated June 11, 2024 of the Company for a period of three (3) years. The details of his remuneration for a period of three (3) years, are as stated below:

SALARY & OTHER BENEFITS:

Tenure of Remuneration	Three (3) years with effect from June 11, 2024.
Remuneration	Remuneration by way of salary, perquisites and Allowances not exceeding Rs. 06 lakhs (Rupees six lakhs only) per annum during the said period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time.
Other benefits	The director shall be entitled to reimbursement of expenses as decided by the Board of Directors of the Company from time to time.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year shall not exceed the limit set out under section 197 and 198 read with Schedule V and other applicable provision of companies act 2013 or any other modification or re-enactment thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the company has no profit or its profit are inadequate, the company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Chairman and Managing Director as and by way of minimum remuneration, subject to applicable provision of Schedule V of the act and the approval of the central Government, if required or any other approval as may be required under law.

ANJU GOEL

Anju Goel was the Director of the Company since the time of incorporation i.e., December 13, 2023. Thereafter, her designation was changed and she was appointed as the Whole Time Director of our Company in the Board Meeting dated June 11, 2024, and Shareholder in the Extra Ordinary Meeting dated June 11, 2024 of the Company for a period of three (3) years. The details of his remuneration for a period of three (3) years, are as stated below:

SALARY AND OTHER BENEFITS:

Tenure of Remuneration	Three (3) years with effect from June 11, 2024.
Salary inclusive of all allowance and incentives	Up to ₹25,000/- (Rupees Twenty-Five Thousand Only) per month. Pursuant to provision and schedule V of the Companies Act 2013 and subject to the approval and with the authority of the Board and Board may vary / alter the remuneration in terms of schedule V and other applicable provisions if any, of the Companies Act 2013. Any Subsequent increase in remuneration beyond the limits as stated herein shall be done by way of passing a special resolution in general meeting of the members of the company. Further the company can recover the excess amount from the whole-time directors if she had received in excess of what would have been payable subject to the approval of members.
Other benefits	The director shall be entitled to reimbursement of expenses as decided by the Board of Directors of the Company from time to time.
Minimum Remuneration	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year shall not exceed the limit set out Under Section 197 and 198 read with Schedule V and other applicable provision of Companies Act, 2013 or any other modification or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the company has no profit or its profit are inadequate, the company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-time Director as and by way of minimum remuneration, subject to applicable provision of Schedule V of the act and the approval of the Central Government, if required or any other approval as may be required under law.</p>

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, for the time being in force).

During the period from December 21, 2023 to March 31, 2024 the remuneration pays to Director as follows:

Mrs. Anju Goel has received remuneration of Rs. 0.61 Lakh.

SITTING FEES

As on the date of this Draft Red Herring Prospectus, we have not paid any sitting fees to our Board of Directors. Further, Pursuant to the Resolution passed on 5th July 2024, the Board has decided to provide the sitting fees to the Non-Executive Independent Director of the Company Rs. 10,000 (Rupees Ten Thousand Only) with immediate effect for every Board meeting of the Board of Directors attended by them.

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARY OR ASSOCIATES

As on the date of this Draft Red Herring Prospectus, we do not have any Subsidiary.

PAYMENT OF BENEFITS (NON-SALARY RELATED)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

None of the Directors are party to any bonus or profit-sharing plan of our Company.

SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares.

The details of the shareholding of our Directors as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Capital	% of Post-Issue Capital;
1.	Praveen Goel	31,12,470	50.20	[●]
2.	Yash Vardhan Goel	30,87,030	49.79	[●]
3.	Anju Goel	100	Neligible	[●]

INTEREST OF OUR DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled “Our Business” beginning on page 95 of this Draft Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to “Statement of Financial Indebtedness” on page 188 of this Draft Prospectus.

Except as stated otherwise in this Draft red herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Except Praveen Goel, Yash Vardhan Goel, and Anju Goel who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

POLICIES ADOPTED BY OUR COMPANY

Our Company has adopted the following policies:

- Policy on Code of Conduct for Directors and Senior Management.
- Policy of Nomination and Remuneration.
- Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information.
- Policy on Whistle Blower and Vigil Mechanism.
- Policy on Related Party Transactions (RPT).
- Policy for Preservation of Documents and Archival of Documents.
- Policy for Prevention of Sexual Harassment.
- Policy on Familiarization programme of Independent Directors.
- Policy for identification of its Materiality subsidiary.
- Policy on Identification of Material Litigations and Material Creditors.
- Policy for determination of materiality of events and information to be disclosed to the Stock Exchanges.
- Policy for determination of Group Company.
- Policy for determination of “Legitimate Purposes”.

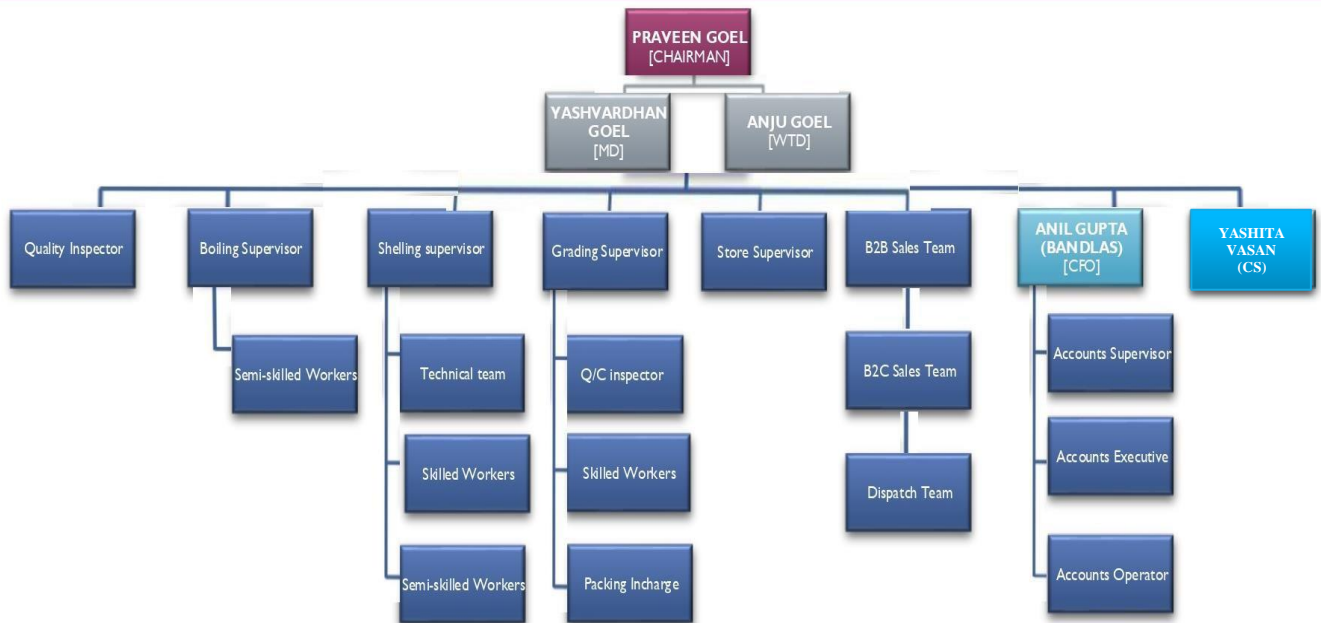
CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment/Change in Designation	Reason for Change
1.	Rajesh Arora	February 22, 2024	Appointment as Independent Director

2.	Ankur Sharma	February 22, 2024	Appointment as Independent Director
3.	Praveen Goel	June 11, 2024	Change in designation to Non-Executive Director
4.	Yashvardhan Goel	June 11, 2024	Change in designation to Managing Director
5.	Anju Goel	June 11, 2024	Change in designation to Whole Time Director

ORGANISATION STRUCTURE

NFP SAMPOORNA FOODS LTD. ORGANIZATION CHART



CORPORATE GOVERNANCE

We are in compliance with the requirements of the Companies Act in respect of corporate governance including constitution of the Board and committees thereof. Further, conditions of corporate governance as stipulated in Regulation 17 to 27 of the SEBI LODR Regulations is not applicable to our company in terms of the Regulation 15(2)(b) of the SEBI LODR Regulations. Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has 5 (Five) Directors on the Board, 1 (One) as Managing Director, 1 (One) Whole Time Director, 1 (One) Chairman and Non- Executive Director and 2 (Two) as Non-Executive Independent Directors.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has Three (3) committees which have been constituted/ re-constituted in accordance with the relevant provisions of the Companies Act: (i) Audit Committee, (ii) Stakeholders' Relationship Committee, and (iii) Nomination and Remuneration Committee.

Audit Committee.

Our Company has formed the Audit Committee vide resolution passed in the meeting of Board of Directors held on June 13, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members.:

Name of the Member	Nature of Directorship	Designation in Committee
Rajesh Arora	Independent Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

Yashita Vasani, Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

A. Roles and Powers of the Audit Committee

The Audit Committee shall have the following powers and roles:

- 1) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 2) Review and monitor the auditor's independence and performance, and effectiveness of audit process; Examination and reviewing of the financial statement and the auditors' report thereon before submission to the board for approval, with particular reference to.
 - 3) i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub Section 3) of Section 134 of the Act;
 - ii) Changes, if any, in accounting policies and practices and reasons for the same in
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management
 - iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vi) Qualifications in the draft audit report.
- 4) Examination and reviewing, with the management, the quarterly financial statements before submission to the board for approval,
- 5) Approval or any subsequent modification of transactions of the Company with related parties
- 6) Scrutiny of inter-corporate loans and investments
- 7) Valuation of undertakings or assets of the Company, wherever it is necessary,
- 8) Evaluation of internal financial controls and risk management systems.

- 9) Monitoring the end use of funds raised through public offers and related matters,
- 10) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible,
- 11) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems,
- 12) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department. reporting structure coverage and frequency of internal audit
- 13) Discussion with internal auditors of any significant findings and follow up thereon;
- 14) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board,
- 15) Review, 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,
- 16) 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;
- 17) Approve payment to statutory auditors for any other services rendered by the statutory auditors,
- 18) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors,
- 19) Approval of appointment of Chief Financial Officer (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.
- 20) Oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors or by any other person,
- 21) Act as compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches,
- 22) Reviewing the Management discussion and analysis of financial condition and results of operations; 23) Reviewing the Management letters / letters of internal control weaknesses issued by the statutory auditors,
- 24) Reviewing the Internal audit reports relating to internal control weaknesses, 25) Reviewing the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee,
- 26) Reviewing the functioning of the Whistle Blower mechanism,
- 27) Reviewing/redressal of complaint/5 under the Sexual Harassment of Women at Workplace (Prohibition, Prevention & Redressal) Act, 2013,
- 28) Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified in Regulation 23(2) and Regulation 23(3) of the SEBI LODR Regulations,
- 29) Establishment of a vigil mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy in such manner as may be prescribed, which shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases,
- 30) Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision,
- 31) Such other functions/ activities as may be assigned/ delegated from time to time by the Board of Directors of the Company and/ or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and SEBI (LODR) Regulations.

Meeting of Audit Committee and Relevant Quorum.

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee.

Our Company has formed a Stakeholders Relationship Committee vide Board Resolution dated June 13, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Member	Nature of Directorship	Designation in Committee
Praveen Goel	Non-Executive Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

The Company Secretary of the Company will act as the Secretary of the 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 Considering and resolving the grievance of security holders of the Company including complaints related to transfer of shares non-receipt of annual report and non-receipt of declared dividends,
- 2 Monitoring transfers, transmissions, dematerialisation, rematerialisation, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of shares and debenture,
- 3 Reference to statutory and regulatory authorities regarding investor grievances,
- 4 To otherwise ensure proper and timely attendance and redressal of investor queries and grievances,
- 5 Such other functions / activities as may be assigned / delegated from time to time by the Board of Directors of the Company and/or pursuant to the Provisions of the Act read with SEBI (LODR) Regulations, 2015,"

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The Stakeholders' Relationship committee shall meet at least once in a year and shall report to the Board of Directors on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum for attending the meeting of the Stakeholders Relationship Committee shall be 1/3rd of the total strength or 2 members, whichever is higher.

Nomination and Remuneration Committee.

Our Company has formed the Nomination and Remuneration Committee vide board resolution dated June 13, 2024 as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and Regulation 19 of SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee comprises the following members:

The Nomination and Remuneration Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ankur Sharma	Independent Director	Chairman
Rajesh Arora	Independent Director	Member
Praveen Goel	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees,
- (2) Formulation of criteria for evaluation of Independent Directors and the Board,

- (3) Devising a policy on Board diversity,
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance,
- (5) Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing/ Deputy Managing/ Whole time/ Executive Director(s), including all elements of remuneration package,
- (6) To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks,
- (7) Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines,
- (8) Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities,
- (9) Formulating and recommending to the Board of Directors for its approval and also to review from time to time, a nomination and remuneration policy or processes, as may be required pursuant to the provisions of the Companies, Engaging the services of any consultant/ professional or other agency for the purpose of recommending compensation structure / policy.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members. The Committee shall meet as and when required.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel and senior management of our Company:

KEY MANAGERIAL PERSONNEL OF OUR COMPANY:

Yash Vardhan is the Managing Director of the Company and Anju Goel is the Whole Time Director and Anil Kumar Gupta is the Chief Financial Officer of the Company and Yashita Vasani is the Company Secretary & Compliance officer of the Company. For detailed profile stated as follows;

YASH VARDHAN GOEL (MANAGING DIRECTOR)

Yashvardhan, aged 25, serves as Promoter and Managing Director of our company. He holds a Bachelor of Commerce degree from Kalinga University, Raipur (2020). With over four years of experience, he brings a third-generation entrepreneurial background to the company. Prior to his business career, Yashvardhan was a professional tennis player, achieving a top 100 national ranking and winning the CBSE nationals. He has since transitioned to the cashew processing industry, where he has actively contributed to Sampurna Nuts' growth in the northern region. Under his leadership, the company has experienced significant financial growth. Yashvardhan's leadership and dedication have been key factors in the company's success.

ANJU GOEL (WHOLE TIME DIRECTOR)

Anju Goel, aged 48, serves as an Executive Director of the company. She holds a Bachelor of Commerce degree from the University of Calcutta (1998). With a commerce background and 3 years of experience in business and employment, she possesses relevant expertise in various fields. Anju has a proactive approach and is determined to accomplish tasks and projects efficiently. She is able to adapt to changes in a dynamic business environment. Anju has developed presentation and relationship-building skills, with experience in improving sales and customer relations.

ANIL KUMAR GUPTA (CHIEF FINANCIAL OFFICER)

Anil Kumar Gupta is a seasoned professional with expertise in his field. He has been an associate member of The Institute of Company Secretaries since March 2019. His academic background is in commerce, holding a Bachelor of Commerce degree from the University of Delhi. Gupta possesses extensive experience in accounting and finance, with a career spanning nearly 25 years, back to 2006. His expertise encompasses various aspects of accounts and finance.

YASHITA VASANI (COMPANY SECRETARY)

Yashita Vasani is a qualified member of the Institute of Company Secretaries of India (ICSI), having successfully cleared the examinations in December, 2021 and formally inducted as a member in October, 2022. She holds an MBA in Finance and Human Resource Management, obtained in 2019. Yashita has professional experience as a Company Secretary and possesses around 2 years of relevant experience. In this role, she managed various corporate secretarial responsibilities, including

company incorporation, maintenance of statutory records, e-form filings, and actively participated in the company's IPO process.

STATUS OF OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

All our Key Managerial Personnel and Senior Managerial Personnel are permanent employees of our Company.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL

Name/Designation	Name/ Designation	Nature of Relation
Praveen Goel Non-executive Director	Anju Goel Whole Time Director	Mrs Anju Goel is wife of Mr. Praveen Goel
Praveen Goel Non-executive Director	Yash Vardhan Goel Managing Director	Mr. Yash Vardhan Goel is the Son of Mr. Praveen Goel
Anju Goel Whole Time Director	Yash Vardhan Goel Managing Director	Mr. Yash Vardhan Goel is the Son of Mrs. Anju Goel
Yash Vardhan Goel Managing Director	Praveen Goel Non Executive Director	Mr. Praveen Goel is the Father of Yash Vardhan Goel
	Anju Goel Whole Time Director	Mrs. Anju Goel is the Mother of Yash Vardhan Goel

Furthermore, none of the Key Managerial Personnel of our Company are not related to the Book Running Lead Merchant Banker appointed for this Issue in any manner.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

Except as mentioned below, none of the Key Managerial Personnel of our Company hold any shares in the Company:

Sr. No.	Name of the Director	Designation	No. of Equity Shares	% of Pre-issue Capital	% of Post-Issue Capital;
1.	Yash Vardhan Goel	Managing Director	30,87,030	49.79%	[●]
2.	Anju Goel	Whole Time Director	100	0.002%	[●]

SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

INTEREST OF KEY MANAGERIAL PERSONNEL

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel or Senior Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares in future.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel of our Company.

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGEMENT PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

There is no profit-sharing plan for the Key Managerial Personnel. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

There is no contingent or deferred compensation payable to our Key Managerial Personnel, which form part of their remuneration.

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Draft Red Herring Prospectus.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL

No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

CHANGES IN OUR KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS DRAFT RED HERRING PROSPECTUS

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Draft Red Herring Prospectus are set forth below:

Name	Designation	Date of Appointment/ Change in designation	Appointment/Change/Cessation
Anil Kumar Gupta	Chief Financial Officer	June 01, 2024	Appointed as Chief Financial Officer
Yash Vardhan Goel	Managing Director	June 11, 2024	Change in Designation to Managing Director
Anju Goel	Whole Time Director	June 11, 2024	Change in Designation to Whole Time Director
Babli	Company Secretary and Compliance Officer	July 17, 2024	Appointed as Company Secretary and Compliance Officer
Babli	Company Secretary and Compliance Officer	August 29, 2024	Resign from the post of Company Secretary and Compliance Officer due to personal reason
Yashita Vasani	Company Secretary and Compliance Officer	August 29, 2024	Appointed as Company Secretary and Compliance Officer

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS


The Promoters of our Company are Praveen Goel, Anju Goel and Yash Vardhan Goel.

As on the date of this Draft Red Herring Prospectus, our Promoters holds in aggregate 61,99,600 Equity Shares of face value ₹10/- each, representing 99.99% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

For details, see the section “*Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in the Company*” beginning on page 55 of this Draft Red Herring Prospectus.

BRIEF PROFILE OF OUR PROMOTERS IS AS FOLLOWS:

	Praveen Goel (Chairman & Non Executive Director)	
	Qualification	Bachelor of Commerce
	Date of Birth	May 31, 1973
	Age	51 Year
	Address	E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
	Experience	28 years
	Occupation	Business
	Permanent Account Number	AFLPG5778H
	Passport Number	P2817397
	License Number	DL1019920081818
	No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	31,12,470 Equity Shares of face value ₹10/- each, representing 50.20%.
	DIN	01914107
	Other Interests	<p>Directorships</p> <ol style="list-style-type: none"> Mundra Coke Limited Ultimate Plywood Trading (India) Private Limited Yasho Energy Private Limited Gopi Ram Flour Mills Private Limited <p>Other Venture</p> <ol style="list-style-type: none"> Goel Brick Industries Yashvardhan Food Industries Praveen Kumar Goel HUF Indian Coal Company
		Anju Goel, (Whole Time Director)
Qualification		Bachelor of Commerce
Date of Birth		September 20, 1976
Age		47 years
Address		E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
Experience		3 years
Occupation		Business
Permanent Account Number		ACIPA8606L
Passport Number		R6379565
License Number		P04102007540505
No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	100 Equity Shares of face value ₹10/- each, representing 0.002%.	
DIN	02525953	

	Other Interests	<u>Directorships</u> -
		<u>Other Venture</u>
	Yash Vardhan Goel, (Managing Director)	
	Qualification	Bachelor of Commerce
	Date of Birth	May 14, 1999
	Age	25 years
	Address	E-37 Kirti Nagar, Ramesh Nagar H O West Delhi-110015
	Experience	4 years
	Occupation	Business
	Permanent Account Number	CLCPG4211L
	Passport Number	R5625041
	License Number	DL10 20170154547
	No. of Equity Shares held in [% of Shareholding (Pre-Issue)]	30,87,030 Equity Shares of face value ₹10/- each, representing 49.79%.
	DIN	10425908
	Other Interests	<u>Directorships</u> -
	<u>Other Venture</u> 1. Bharat Logistics 2. Yashvardhan Food Industries	

BRIEF PROFILE OF PROMOTERS

Praveen Goel – Kindly refer page 135 of our management for Brief profile of our promoter.

Yash Vardhan Goel- Kindly refer page 135 of our management for Brief profile of our promoter.

Anju Goel- Kindly refer page 135 of our management for Brief profile of our promoter.

DECLARATION

Our Company confirms that the Permanent Account Number (PAN), Aadhar Card Number, Driving License Number, Bank Account Details and Passport Number of our Promoter shall be submitted with the Stock Exchange at the time of filing this Draft Red Herring Prospectus.

UNDERTAKING

None of our Promoter or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority;
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad;
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoter, Group Company and Company promoted by the promoter of our company;
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoter, Group Company and Company promoted by the promoters since incorporation;
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoter are disclosed in chapter titled “***Outstanding Litigations and Material Developments***” beginning on page 195 of this Draft Red Herring Prospectus;

- None of our Promoters person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

OTHER VENTURES OF OUR PROMOTERS

Other than as disclosed in this section **“Our Promoter and Promoter Group”** beginning on page 148 of this Draft Red Herring Prospectus, our Promoter is not involved in any other ventures.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any effective change in the control of our Company in the since incorporation till the date of this Draft Red Herring Prospectus and except otherwise stated in the chapter titled **“Our Management”** beginning on page 135 of this Draft Red Herring Prospectus, there has been no change in the management of our Company.

INTEREST OF PROMOTERS

Interest in Promotion of our Company

Our Company is promoted by Praveen Goel, Anju Goel and Yash Vardhan Goel who hold an aggregate of aggregate 61,99,600 Equity Shares of face value ₹10/- each, representing 99.99% of the pre-issued, subscribed and paid-up Equity Share capital of our Company as of the date of this Draft Red Herring Prospectus.

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their shareholdings in our Company and/or the shareholding of their relatives in our Company and/or employment related benefits paid by our Company i.e., remuneration and reimbursement of expenses payable to the individual promoters in such capacities. For further details in this regard, please refer chapter titled **“Capital Structure”** and **“Our Management”** beginning on page 55 and 135 respectively of this Draft Red Herring Prospectus.

Interest in the properties, land, construction of building, supply of machinery, etc.

Except as mentioned in the chapter titled **“Business Overview”** and **“Restated Financial Statements”** beginning on page 95 and 157 respectively of this Draft Red Herring Prospectus, neither of our Promoters have any other interest in any property acquired or proposed to be acquired by our Company in the period of 2 (two) years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years

Except as stated above in chapters **“Restated Financial Statements”** beginning on page 157 of this Draft Red Herring Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing of this Draft Red Herring Prospectus or intended to be paid or given to any Promoter or member of our Promoter Group and no consideration for payment of giving of the benefit.

Interest in our Company other than as Promoters

Except as mentioned in this chapter and chapters titled **“Business Overview”**, **“History and Corporate Structure”**, **“Our Management”** and **“Restated Financial Statements”** beginning on page 95, 131, 135 and 157 respectively, our Promoters do not have any other interest in our Company

Other ventures of our Promoters

Both of our Promoters are also the Director on the board, or is a shareholder, member or partner, and other entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to such entities forming part of the Promoter Group and such other entities. For the payments that are made by our Company to certain entities forming part of the Promoter Group and other related parties, see **“Summary of Issue Document”** and **“Our Group Company”** beginning on page 19 and 154 respectively of this Draft Red Herring Prospectus.

INTEREST OF DIRECTORS

For further details, please refer Chapter **“Our Management”** beginning on page 135 of this Draft Red Herring Prospectus.

INTEREST OF GROUP COMPANY

For further details, please refer Chapter “*Our Group Company*” beginning on page 154 of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, see Chapter titled “*Business Overview*” and “*Our Management*” beginning on page 95 and 135 respectively of this Draft Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For the transactions with our Group Company, please refer to chapter titled “*Restated Financial Statements- Annexure – 39- Related Party Transactions*” beginning on page 183 of this Draft Red Herring Prospectus.

OUTSTANDING LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 195 of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES

Except as stated in the chapter titled and chapter titled “*Restated Financial Statements*” beginning on page 157 of this Draft Red Herring Prospectus, respectively, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE (3) YEARS

Our Promoters have not disassociated themselves from any firms or companies in the last three (3) years preceding this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulations 2(1) (pp) of the SEBI (ICDR) Regulations 2018, is as under:

Natural Persons who are a part of the promoter group

Promoter	Praveen Goel	Yash Vardhan Goel	Anju Goel
Relationship with Promoter			
Father	Mahesh Chandra Goel	Praveen Goel	Late Shri Lakshmi Chand Agarwal
Mother	Urmila Devi Goel	Anju Goel	Premlata Agarwal
Spouse	Anju Goel	NA	Praveen Goel
Brother/Sister	Sonia Singhal	NA	Amit Agarwal
Brother/Sister	Anju Chamaria	Vibha Goel	Sanjay Agarwal
Brother/Sister	Poonam Garg	NA	Pankaj Agarwal
Brother/Sister	Nisha Gupta	NA	Vandana Agarwal
Son(s)	Yash Vardhan Goel	NA	Yash Vardhan Goel
Daughter(s)	Vibha Goel	NA	Vibha Goel
Spouse's Father	Late Lakhmi Chand Agarwal	NA	Mahesh Chandra Goel
Spouse's Mother	Premlata Agarwal	NA	Urmila Devi Goel
Spouse's Brother(s)	Pankaj Agarwal, Sanjay Agarwal, Amit Agarwal	NA	NA
Spouse's Sister(s)	Vandana Rateria	NA	Sonia Singhal, Anju Chamaria, Poonam Garg, Nisha Gupta

Companies and proprietorship firms forming part of our Promoter Group are as follows:

Promoter	Praveen Goel	Yash Vardhan Goel	Anju Goel
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member	Yasho Energy Private Limited, Mundra Coke Limited, Ultimate Plywood Trading India Private Limited, Gopi Ram Flour Mills Private Limited	Mundra Coke Limited	Yasho Energy Private Limited, Mundra Coke Limited
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	NA	NA	NA
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 20%.	M/s. Goel Bricks Industries (Partnership Firm) M/s. Yashvardhan Food Industries (Partnership Firm) M/s Praveen kumar Goel HUF M/s Indian Coal Company (Partnership firm)	M/s. Yashvardhan Food Industries (Partnership Firm) M/s. Bharat Logistics (Partnership Firm)	NA

persons whose shareholding is aggregated under the heading “shareholding of the Promoter Group”:

The following person’s forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018:

Name of the Promoters	Name of the Relative	Relationship	No of Shares Held
Praveen Goel	Anju Goel	Spouse	31,12,470
Yash Vardhan Goel	Praveen Goel/ Anju Goel	Father/ Mother	30,87,030
Anju Goel	Praveen Goel	Spouse	100

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

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 contractual obligations, applicable legal restrictions, results of operations, financial condition, revenues, profits, over financial condition, capital requirements and business prospects.

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. Our Board may also declare interim dividend from time to time.

The Company has not declared and paid any dividends on the Equity Shares since Incorporation.

OUR GROUP COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board.

Further, pursuant to a resolution of our Board dated June 13, 2024 has adopted the materiality policy for the purpose of disclosure in relation to Group companies in connection with the Offer, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions:

(i) if the Company entered into two or more transactions with such companies exceeding 10% of the total revenue of the company as per the Restated Financial Statements.

(ii) All such companies which are deemed to be material by the Board of Directors.

The Board may amend, abrogate, modify or revise any or all of the clauses of this policy in accordance with the applicable provisions of listing Regulations and amendments thereto notified by the securities and Exchange board of India or stock exchange from time to time, However, amendment in the Listing regulations shall be binding even if not incorporated in the policy.

Yasho Energy Private Limited (YEPL)

Corporate Information:

Yasho Energy Private Limited was incorporated as a private limited company under the Companies Act, 1956 on July 25, 2012 with the name Yasho Mediatronics Private Limited having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015 later on 4th December 2017 the name of the company was changed to Yasho Energy Private Limited. The Company was engaged in applying tenders for operating petrol pumps but due to some reasons the company was not able to succeed in its venture.

Particular	Details
CIN NO.	U92190DL2012PTC239334
PAN NO.	AAACY5927F
REGISTER OFFICE	E-37 KIRTI NAGAR, NEW DELHI, DELHI, INDIA, 110015

Board of Directors

As on date of this Draft Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Praveen Goel	Director	01914107
2.	Anil Kumar Gupta	Director	08011778
3.	Nisha Gupta	Director	08011780

Shareholding Pattern

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	5,000	50%
2.	Anju Goel	5,000	50%

Mundra Coke Limited

Corporate Information

Mundra Coke Limited was incorporated as a public limited company under the Companies Act, 1956 on 16th April 2004 having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015. The Company is engaged in manufacturing and trading of Low Ash Metallurgical coke & other types of coke and coke Products. However, the company was not able to

succeed in its venture.

Board of Directors

As on date of this Draft Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Mahesh Chandra Goel	Director	01914072
2.	Praveen Goel	Director	01914107
3.	Urmila Devi Goel	Director	01914121

Shareholding Pattern

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	22,490	44.94%
2.	Mahesh Chandra Goel	27,500	54.96%
3.	Urmila Devi Goel	10	0.02%
4.	Anju Goel	10	0.02%
5.	Yash Vardhan Goel	10	0.02%
6.	Vibha Goel	10	0.02%
7.	Poonam Garg	10	0.02%

Ultimate Plywood Trading (India) Private Limited

Corporate Information

Ultimate Plywood Limited was incorporated as a Private limited company under the Companies Act, 1956 on 13th March 1997 with the name Goel Brick Industries Private Limited having its registered office at E-37 Kirti Nagar, New Delhi, Delhi, India, 110015. However, later on 24th July 2009 the name of the Company was changed to Ultimate Plywood Trading (India) Private Limited. The Company is engaged in Manufacturing and Producing Bricks, Slabs, cubes, Blocks and other Shapes and Sizes of building material used in construction. However, the company was not able to succeed in its venture.

Board of Directors

As on date of this Draft Prospectus, the following are the Directors:

S No.	Name	Designation	DIN No.
1.	Mahesh Chandra Goel	Director	01914072
2.	Praveen Goel	Director	01914107
3.	Pawan Kumar Chamria	Director	00684932
4.	Anju Chamaria	Director	00684978

Shareholding Pattern

S No.	Name	No. of Equity Share	Percentage (%)
1.	Praveen Goel	10,100	66.45%
2.	Mahesh Chandra Goel	5,100	33.55%

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful

defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities as on the date of this Draft Red Herring Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

INTEREST OF OUR GROUP ENTITIES

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled “*Restated Financial Statements*” beginning on page 157 of this Draft Red Herring Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

SICK COMPANIES / WINDING UP

No Promoters Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, “*Outstanding Litigations and Material Developments*” beginning on page 195 of this Draft Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the companies during preceding three years.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

There is no sale purchase between our Company and Group Entities except as mentioned in *Annexure 39 Related Party Disclosures* under the chapter titled “*Restated Financial Statement*” beginning on page 183 of this Draft Red Herring Prospectus.

COMMON PURSUITS BETWEEN OUR GROUP COMPANY AND OUR COMPANY

Yasho Energy Private Limited is not engaged in the similar line of business under any segment as that of the company.

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company’s business.

RELATED PARTY TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in “*Annexure 39- Restated Financial Statements*” beginning on page 183 of this Draft Red Herring Prospectus, there are no other business transactions between our Company and the Group Company which are significant to the financial performance of our Company.

OTHER CONFIRMATIONS

Our Group Company are not listed on any stock exchange. Our Group Company have not made any public or rights issue of securities in the preceding three years.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Restated Financial Statements.	158-186

Independent Auditors' Report
(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies
(Prospectus and Allotment of Securities) Rules, 2014)

To,
Board of Directors,
NFP SAMPOORNA FOODS LIMITED,
C/O Ashok Gupta Nathupur, Sonipat P.S. Rai
Haryana, India, 131029
Dear Sir/Ma'am,

1. We have examined the attached Restated Financial Statement along with the Significant Accounting Policies and related notes of NFP Sampoorna Foods Limited (Formerly Known as Nut and Food Processor) (hereinafter referred as the 'Company') as at and for the period ended on March 31, 2024 and period/year ended on 20th December, 2023, March 31, 2023 and March 31, 2022 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (being collectively referred as "Offer Document") in connection with its proposed Initial Public Offer ("IPO") on the SME Platform of the NSE Limited ("NSE").
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
 - i. Section 26 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - iii. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Offer Document being issued by the Company for its proposed IPO of equity shares on SME Platform of the NSE Limited ("NSE"); and
 - iv. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (Annexure – II) for the year ended on March 31, 2024 and period/year ended on 20th December, 2023, March 31, 2023 and March 31, 2022 and the 'Restated Statement of Assets and Liabilities' (Annexure-I) as on above dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (Annexure – 4 to 40) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial statements for the year ended on March 31 2024, December 20 2023, March 31 2023 & March 31 2022 is audited by us, M/s. Ajay K. Kapoor & Company Co., Chartered Accountants, being the Statutory Auditor of the Company for the year ended on and March 31 2024, March 31, 2023 & March 31 2022 which is approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.
4. In terms of Schedule VI (Part A) (11) (II) (i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of NFP Sampoorna Foods Limited, we, M/s. Ajay K. Kapoor & Company., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

5. Based on our examination, we further report that:
- a. "The Restated Financial Statement of Assets and Liabilities" as set out in Annexure 1 to this report, of the Company for the year ended on March, 2024, for the period/year ended on December 20, 2023, March 31, 2023 and March 31, 2022 is prepared by the Company (Formerly Known as Nut and Food Processor) and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to 36 to this Report.
 - b. "The Restated Financial Statement of Profit and Loss" as set out in Annexure 2 to this report, of the Company for the year ended on March 31, 2024, for the period/year ended on December 20, 2023, March 31, 2023 and March 31, 2022 is prepared by the Company (Formerly Known as Nut and Food Processor) and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to 36 to this Report.
 - c. "The Restated Financial Statement of Cash Flows" as set out in Annexure 3 to this report, of the Company for the year ended on March 31, 2024 for the period/year ended on December 20,2023 March 31, 2023 and March 31, 2022 is prepared by the Company (Erstwhile Partnership Firm) and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to 36 to this Report.
 - d. The Restated Financial Statements have been made after incorporating adjustments for:
 - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
 - ii. Prior period and other material amount in the respective financial years to which they relate.
 - iii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments. which are stated in the Notes to Accounts as set out in Annexure V.
 - e. There were no qualifications in the Audit Reports issued by Statutory Auditor(s) for the year ended on March 31, 2024, for the period/year ended on December 20,2023, March 31, 2023 and March 31, 2022 which would require adjustments in this Restated Financial Statements of the Company.
6. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

Particulars	Annexures
Basis of Preparation and Significant Accounting Policies	Annexure 4
Adjusments Made In Restated Financial Statements/ Regrouping Notes	Annexure 5
Restated Statement of Share Capital	Annexure 6
Restated Statement of Reserve & Surplus	Annexure 7
Restated Statement of Long Term Borrowings	Annexure 8
Restated Statement of Other Long Term Liabilities	Annexure 9
Restated Statement of Long Term Provisions	Annexure 10
Restated Statement of Short Term Borrowings	Annexure 11
Restated Statement of Trade Payable	Annexure 12

Restated Statement of Other Current Liabilities	Annexure 13
Restated Statement of Short Term Provision	Annexure 14
Restated Statement of Property Plants and Equipments	Annexure 15
Restated Statement of Intangible Assets	Annexure 16
Restated Statement of Non – Current Investments	Annexure 17
Restated Statement of Deferred Tax	Annexure 18
Restated Statement of Other Non Current Assets	Annexure 19
Restated Statement of Inventories	Annexure 20
Restated Statement of Trade Receivables	Annexure 21
Restated Statement of Cash and Cash Equivalents	Annexure 22
Restated Statement of Short Term Loans & Advances	Annexure 23
Restated Statement of Other Current Assets	Annexure 24
Restated Statement of Revenue from operations	Annexure 25
Restated Statement of Other Income	Annexure 26
Restated Statement of Cost of Direct Expenses	Annexure 27
Restated Statement of Changes in Inventories	Annexure 28
Restated Statement of Employees Benefit Expenses	Annexure 29
Restated Statement of Finance Cost	Annexure 30
Restated Statement of Depreciation & Amortization	Annexure 31
Restated Statement of Other Expenses	Annexure 32
Restated Statement of Earnings per share from Continuing Operations	Annexure 33
Restated Statement of Segment Reporting	Annexure 34
Restated Statement of Ratios	Annexure 35
Restated Statement of Other Financial Information	Annexure 36
Restated Statement of Other Financial Tax Shelter	Annexure 37
Restated Statement of Details of Payment made to auditor	Annexure 38
Restated Statement of Details of Related Party Transactions	Annexure 39
Restated Statement of Details of Corporate Social Responsibility	Annexure 40

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to V read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).
8. Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.
9. Earlier NFP Sampoorna Foods Limited was Partnership Firm with the name of “Nut & Food Processors” and has been Converted into Public company on 13 December, 2023, & all assets and liabilities has taken over by company with effect from 20th December, 2023.
10. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued nor should this report be construed as a new opinion on any of the financial statements

referred to therein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

DATE: 04.07.2024
PLACE: GHAZIABAD
UDIN: 24092423BJZYIV1076

FOR AJAY K. KAPOOR & COMPANY,
CHARTERED ACCOUNTANT
FRN:013788N

(AJAY KAPOOR)
F.C.A.
M.NO. 092423

ANNEXURE 1: RESTATED FINANCIAL STATEMENT OF ASSETS & LIABILITIES

(₹ in Lakhs)

PARTICULARS		Annexure No	AS AT			
			March 31, 2024	December 20, 2023	March 31, 2023	March 31, 2022
I.	EQUITY & LIABILITIES					
	1. SHAREHOLDER' FUNDS					
	a	Share Capital	6	620.00	-	-
	bi	Reserves & Surplus	7(i)	17.10	-	-
	bii	Partner's Capital Account	7(ii)	-	514.12	854.90
	c	Money received against Share Warrants	-	-	-	-
	2.	SHARE APPLICATION MONEY PENDING ALLOTMENT	-	-	-	-
	3. NON-CURRENT LIABILITIES					
	a	Long Term Borrowings	8	424.60	607.00	-
	b	Deferred Tax Liabilities (Net)	-	0.58	-	-
	c	Other Long Term Liabilities	9	-	-	-
	d	Long Term Provisions	10	-	-	-
	4. CURRENT LIABILITIES					
	a	Short Term Borrowings	11	428.71	429.91	-
	b	Trade Payables :-	12			144.34
	(i)	Total outstanding dues of MSME		-	-	-
	(ii)	Total outstanding dues of other than MSME		18.94	61.97	1.49
	c	Other Current Liabilities	13	103.69	77.95	14.43
	d	Short Term Provisions	14	54.46	46.54	18.52
		Total		1,668.08	1,737.49	889.34
	II. ASSETS					
	1. NON CURRENT ASSETS					
	a	Property, Plant & Equipment and Intangible Assets				
	(i)	Property, Plant & Equipment	15	139.50	125.44	119.55
	(ii)	Intangible Assets	16	-	-	-
	(iii)	Capital Work In Progress	-	-	-	-
	(iv)	Intangible Assets Under Development	-	-	-	-
	(v)	Fixed Assets held for Sale	-	-	-	-
	b	Non Current Investments	17	-	-	-
	c	Deferred Tax Assets (Net)	18	-	-	-
	d	Long Term Loans & Advances	-	-	-	-
	e	Other Non Current Assets	19	7.38	3.75	3.75
	2. CURRENT ASSETS					
	a	Current Investments	-	-	-	-
	b	Inventories	20	681.36	986.27	269.83
	c	Trade Receivables	21	98.73	459.61	173.72
	d	Cash & Cash Equivalents	22	33.55	17.39	11.22
	e	Short Term Loans & advances	23	562.90	127.22	266.62
	f	Other Current Assets	24	144.67	17.81	44.65
		Total		1668.08	1737.49	889.34

As per our report of even date

FOR AJAY K. KAPOOR & COMPANY

Chartered Accountants,

Firm Registration No.- 013788N

Peer Review Certificate No.- 016088

(CA AJAY K. KAPOOR)

Partner

Membership Number: 092423

For NFP SAMPOORNA FOODS LIMITED
and on behalf of the Board of Directors

PRAVEEN GOEL

(Director)

(DIN : 01914107)

YASH VARDHAN GOEL

(Managing Director)

(DIN : 10425908)

ANIL GUPTA

(CFO)

Place: Ghaziabad

Date: 04/07/2024

ANNEXURE 2: RESTATED FINANCIAL STATEMENT OF PROFIT & LOSS

(₹ in Lakhs)

PARTICULARS	Annex No	FOR THE PERIOD		FOR THE YEAR	
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
I. CONTINUING OPERATIONS					
1 Revenue From Operations	25	599.66	1700.70	1674.68	748.69
2 Other Income	26	0.00	30.55	0.01	0.00
Total Income		599.66	1731.25	1674.69	748.69
3 EXPENSES					
a Cost of Revenue from operations	27	124.65	2004.51	1531.88	673.80
b Purchase of Stock In Trade		-	-	-	-
c Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	28	304.92	(716.44)	(129.36)	(11.07)
d Employee Benefit Expenses	29	74.80	174.35	137.09	40.76
e Finance Costs	30	25.15	48.18	4.81	2.03
f Depreciation & Amortisation Expenses	31	6.55	9.23	12.88	8.63
g Other Expenses	32	37.98	78.24	57.28	40.94
Total		574.05	1598.07	1614.58	755.08
4 Profit / (Loss) before Exceptional & Extraordinary Items & Tax {(1+2)-3}		25.61	133.18	60.11	(6.39)
5 Exceptional Items		-	-	-	-
6 Profit / (Loss) before Extraordinary Items & Tax (4+/-5)		25.61	133.18	60.11	(6.39)
7 Extraordinary Items		-	-	-	-
8 Profit / (Loss) before Tax (6+/-7)		25.61	133.18	60.11	(6.39)
9 Tax Expenses					
a Current Tax Expenses for Current Year		7.92	46.54	18.52	0.00
b MAT Credit (Where applicable)		-	-	-	-
c Current Tax Expenses Relating to Prior Years		0.00	0.00	0.00	0.00
d Net Current Tax Expenses		7.92	46.54	18.52	0.00
e Deferred Tax Asset/Liabilities		(0.58)	0.00	0.00	0.00
Total		8.50	46.54	18.52	0.00
10 Profit / (Loss) from Continuing Operations (8+/-9)		17.10	86.64	41.59	(6.39)
11 Profit / (Loss) from Discontinuing Operations Before Tax		-	-	-	-
12 Tax Expenses of Discontinuing Operations		-	-	-	-
13 Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)		-	-	-	-
14 Profit / (Loss) For the Year (10+/-13)		17.10	86.64	41.59	(6.39)
15 Earning per Share (of Rs.10/- each) :	33				
a Basic		0.99	N.A.	N.A.	N.A.
b Diluted		0.99	N.A.	N.A.	N.A.
(Note: EPS is for the year 01/04/2023 to 31/03/2024 - Rs. 1.67)					

As per our report of even date
FOR AJAY K. KAPOOR & COMPANY
 Chartered Accountants,
 Firm Registration No.- 013788N
 Peer Review Certificate No.- 016088

(CA AJAY K. KAPOOR)
 Partner
 Membership Number: 092423

Place: Ghaziabad
 Date: 04/07/2024

For NFP SAMPOORNA FOODS LIMITED
 and on behalf of the Board of Directors

PRAVEEN GOEL
 (Director)
 (DIN : 01914107)

YASH VARDHAN GOEL
 (Managing Director)
 (DIN : 10425908)

ANIL GUPTA
 (CFO)

ANNEXURE 3 RESTATED FINANCIAL STATEMENT OF CASH FLOW

(₹ in Lakhs)

Particulars	Year Ended March 31,2024	Period Ended December 20,2023	Year Ended March 31,2023	Year Ended March 31,2022
A CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Profit Before Tax	25.61	133.18	60.11	(6.39)
Adjustments for:				
Depreciation	6.55	9.23	12.88	8.63
Interest Expenses	25.15	48.18	4.81	2.03
Interest Income	0.00	0.00	0.00	0.00
Operating Profit before working capital changes:	57.31	190.59	77.80	4.26
Adjustments for changes in working capital:				
(Increase)/Decrease in Trade Receivables	360.88	(285.88)	(155.01)	(9.22)
(Increase)/Decrease in Other Current assets	(126.86)	26.84	(17.36)	(10.64)
(Increase)/Decrease in Short Term Loans & Advances	(435.67)	139.40	252.04	(515.12)
(Increase)/Decrease in Inventories	304.92	(716.44)	(129.36)	(11.07)
Increase/(Decrease) in Short Term Borrowings	(1.20)	429.91	(144.34)	144.34
Increase/(Decrease) in Trade payables	(43.03)	60.49	(2.47)	2.76
Increase/(Decrease) in Other Current Liabilities & Provisions	25.73	63.52	13.10	1.13
Cash generated from operations	142.07	(91.58)	(105.61)	(393.56)
Income Taxes paid	0.00	18.52	0.00	0.61
NET CASH FROM OPERATING ACTIVITIES (A)	142.07	(110.10)	(105.61)	(394.17)
B CASH FLOWS FROM INVESTING ACTIVITIES				
Interest Received	0.00	0.00	0.00	0.00
Fixed assets purchased including Intangible Assets	(20.62)	(15.11)	(62.98)	(34.08)
Fixed assets purchased including Intangible Assets	0.00	0.00	0.00	0.00
(Increase)/Decrease in Non-Current Investments	-	-	-	0.00
(Increase)/Decrease in Other Non Current Assets	(3.63)	0.00	(0.10)	(0.25)
NET CASH USED IN INVESTING ACTIVITIES (B)	(24.25)	(15.11)	(63.08)	(34.33)
C CASH FLOWS FORM FINANCING ACTIVITES				
Interest paid	(25.15)	(48.18)	(4.81)	(2.03)
Increase in Long-Term Borrowings	(182.40)	607.00	0.00	0.00
Addition of Partners Capital Account	0.00	0.05	187.00	761.12
Issue of share capital	620.00	0.00	0.00	0.00
Withdraw of Partners Capital Capital	(514.12)	(427.48)	(12.47)	(341.21)
Increase/ (Decrease) in other Long term liabilities	0.00	0.00	0.00	0.00
NET CASH USED IN FINANCING ACTIVITIES (C)	(101.67)	131.39	169.71	417.87
NET INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)	16.16	6.18	1.03	(10.63)
Opening Cash and Cash Equivalents	17.39	11.22	10.19	20.82
CLOSING CASH AND CASH EQUIVALENT	33.55	17.39	11.22	10.19
RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH THE BALANCE SHEET:				
Cash & cash equivalent as per Balance sheet	33.55	17.39	11.22	10.19
Cash & cash equivalent at the end of the period	33.55	17.39	11.22	10.19

As per our report of even date
FOR AJAY K. KAPOOR & COMPANY
 Chartered Accountants,
 Firm Registration No. - 013788N
 Peer Review Certificate No. - 016088

(CA AJAY K. KAPOOR)
 Partner
 Membership Number: 092423

Place: Ghaziabad
 Date: 04/07/2024

For NFP SAMPOORNA FOODS LIMITED
 and on behalf of the Board of Directors

PRAVEEN GOEL
 (Director)
 (DIN : 01914107)

YASH VARDHAN GOEL
 (Managing Director)
 (DIN : 10425908)

ANIL GUPTA
 (CFO)

Annexure -4 Significant Accounting Policy and Notes to the Restated

A. COMPANY OVERVIEW

The Company is incorporated on 13/12/2023 having its registered office at C/O Ashok Gupta Nathupur, Sonipat P.S. Rai, P.S.Rai, Sonipat, Sonipat, Haryana, India, 131029, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center. Previously, our business was operated as a partnership firm named M/s Nut and Food Processor, registered under the Partnership Act, 1932. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited. M/s Nut and Food Processor, a partnership firm, was established on October 30, 2019, by Deepak Gupta and Nitish Gupta. The firm was subsequently acquired by the present promoters, Mr. Yashvardhan Goel and Mr. Praveen Goyal, who further expanded the business. and The firm continues to operate successfully with its conversion into a public limited company, NFP Sampoorna Foods Limited, on December 13, 2023 under the supervision of Management of the company. NFP Sampoorna Foods Limited is engaged in processing raw cashew nuts into finished cashew kernels in various grades, with a presence in various state. We mainly procure raw cashew material by way of import from Africa. We focus on quality of our products to increase our presence across the country. The Company is primarily engaged in the processing and trading of cashew nuts.

B SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation:

The summary statement of restated assets and liabilities of the Company as at 31 st March 2024, 20th December 2023, 31st March 2023 and 31st March, 2022 and the related summary statement of restated profit and loss and cash flows for the period from 21.12.2023 to 31.03.2024, from 01.04.2023 to 20.12.2023, year ended 31st March 2023 and 31st March, 2022 (collectively referred to as the "Restated summary financial information") have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

The restated summary financial information has been prepared by applying necessary adjustments to the financial statements ('financial statements') of the Company. The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the accounting standards specified under section 133 of the Companies Act, 2013, of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2009, as amended (the "Regulations"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistently applied.

a. Use of Estimates

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

(i) Revenue recognition:

The company derives its revenues primarily from Processing and Trading of Cashewnuts. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of goods to the customer.

(a) Other Income:

Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

(ii) Property Plant and Equipment including Intangible assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition.

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

(iv) Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation as per the Written Down Value (WDV) method. Depreciation on new assets acquired during the year is provided at the rates applicable from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

The estimated useful lives of assets are as follows:

Useful life of Property, Plant and Equipments

Category	Useful life
Computer & Laptop	3 years
Furniture & Fittings	10 years
Office Equipments	5 years
Plant & Machinery	15 years
Vehicles	8 years

(v) Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

(vi) Employee Benefits:

The company provides for the various benefits plans to the employees. These are categorized into Defined Benefits Plans and Defined Contributions Plans. Defined contribution plans includes the amount paid by the company towards the liability for Provident fund to the employee's provident fund organization and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefits, such as Leave Encashment.

Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.

(vii) Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(viii) Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

(ix) Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(xi) Operating Leases

Lease where the Lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating lease. Operating lease payments are recognized as an expense in the Profit and Loss Account on a straight-line basis.

(xii) Cash and Cash Equivalents:

Cash and cash equivalents comprise cash and cash deposits with banks. The Company considers all highly liquid investments with a original maturity at a date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents. Other deposits with bank represent investments with a original maturity at a date of purchase between 3 months and 12 months.

(xiii) Foreign Currency Transactions

In preparing financial statements of the company, transactions in currencies other than the functional currency are recorded at the rate of exchange Prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of reporting period. Non monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in the statement of profit and loss for the period Exchange differences arising on retranslation on non-monetary items carried at fair value are included in statement of profit and loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income.

(xiv) Inventories

Stock of Raw Materials, components and other stocks are valued at Cost (FIFO Basis) (net off CENVAT & GST wherever applicable) Finished products including traded goods and work-in-process are valued at lower of cost or net realizable value.

(xv) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take Substantial period of time to get ready for their intended for use Other income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing cost recognised in profit and loss in the period in which they are incurred.

Annexure 5: Adjustments Made in Restated Financial Statements / Regrouping Notes**Adjustments having no impact on Profit Material Regrouping**

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

Reconciliation of Profits:		(Rs. In Lacs)			
S No.	Particulars	For the Period December 21, 2023 to March 31,2024	For the Period April 01, 2023 to December 20,2023	Year Ended March 31,2023	Year Ended March 31,2022
I)	Net Profit after tax (as per audited financial statements but before adjustments for restated accounts)	17.10	86.64	41.36	(6.39)
II)	Material Restatement Adjustments	-	-	-	-
	Accrued Interest reversed of Previous Years	-	-	-	-
	Provision For Gratuity Expense	-	-	-	-
	Provision For Leave Encashment Expense	-	-	-	-
	Provision for Deferred Tax	-	-	-	-
	Provision for Income Tax	-	-	-	-
	Other Adjustments	-	-	(0.23)	-
	Net adjustments in Profit & Loss account	-	-	(0.23)	-
III)	Net Profit after Tax as per Restated accounts	17.10	86.64	41.59	(6.39)

Reconciliation of Reserves & Surplus:

		(Rs. In Lacs)			
S No.	Particulars	Year Ended March 31,2024	Period Ended December 20,2023	Year Ended March 31,2023	Year Ended March 31,2022
I)	Reserves & Surplus as per audited financial statements	17.10	514.12	854.67	638.78
II)	Material Restatement Adjustments	-	-	-	-
	Accrued Interest reversed of Previous Years	-	-	-	-
	Provision For Gratuity Expense	-	-	-	-
	Provision For Leave Encashment Expense	-	-	-	-

	Provision for Deferred Tax	-	-	-	-
	Provision for Income Tax	-	-	(0.23)	-
	Net adjustments in Reserves & Surplus	-	-	(0.23)	-
III)	Reserves & Surplus as restated	17.10	514.12	854.90	638.78

Annexure: 6 Equity Share Capital

(Rs. In Lacs)

EQUITY SHARE CAPITAL		AS AT 31.03.2024		AS AT 20.12.2023		AS AT 31.03.2023		AS AT 31.03.2022	
		Number	Amount	Number	Amount	Number	Amount	Number	Amount
a	AUTHORISED CAPITAL								
	Equity shares of Rs. 10/- each	10000000	1000	0	0.00	0	0.00	0	0.00
	Total	10000000	1000	0	0.00	0	0.00	0	0.00
b	ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL								
	Equity shares of Rs. 10/- each	6200000	620	0	0.00	0	0.00	0	0.00
	Total	6200000	620	0	0.00	0	0.00	0	0.00

Reconciliation of the number of shares and amount outstanding as at March 31,2024 , December 20, 2023, March 31, 2023 And March 31, 2022								
Particulars	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Equity shares outstanding at the beginning of the year	0	0.00	0	0.00	0	0.00	0	0.00
Share issued during the year	6200000	620.00	-	-	-	-	-	-
Share Bought back during the year	-	-	-	-	-	-	-	-
Equity shares outstanding at the end of the year	6200000	620.00	0	0.00	0	0.00	0	0.00
(ii) Details of shares held by each shareholder holding more than 5% shares:								
Class of shares / Name of shareholder	As at 31 March, 2024		As at 20 December, 2023		As at 31 March, 2023		As at 31 March, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares

Mr.Praveen Goel	3112470	50.201	0	0.00	0	0.00	0	0.00
Mr. Yash Vardhan Goel	3087030	49.791	0	0.00	0	0.00	0	0.00

(iii) Details of share holding of the Promoters at the end of period												
Name of the Promotor	As at 31 March, 2024			As at 20 December, 2023			As at 31 March, 2023			As at 31 March, 2022		
	Number of shares held	% Holding in that class of shares	(%) Change	Number of shares held	% Holding in that class of shares	(%) Change	Number of shares held	% Holding in that class of shares	(%) Change	Number of shares held	% Holding in that class of shares	(%) Change
Mr.Praveen Goel	3112470	50.201	-	0	0.00	-	0	0.00	-	0	0.00	-
Mr. Yash Vardhan Goel	3087030	49.791	-	0	0.00	-	0	0.00	-	0	0.00	-
Mrs. Anju Goel	100	0.002	-	0	0.00	-	0	0.00	-	0	0.00	-

Annexure 7(i): Reserves & Surplus

(Rs. In Lacs)

	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Share Premium Account				
Opening Balance	0.00	0.00	0.00	0.00
Add ; Additions during the Period/ Year	-	-	-	-
Closing Balance	0.00	0.00	0.00	0.00
Profit & Loss Account				
Opening Balance	0.00	0.00	0.00	0.00
Add ; Net Profit / (Net Loss) for the Period/Year	17.10	0.00	0.00	0.00
Closing Balance	17.10	0.00	0.00	0.00

Annexure 7(ii): Partner's Capital Account

(Rs. In Lacs)

	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Opening Balance	514.12	854.90	638.78	225.27
Add ; Addition	0.00	0.05	187.00	761.12
Less ; Drawings	0.00	427.48	12.47	341.21
Add ; Net Profit / (Net Loss) for the Period/Year	0.00	86.64	41.59	(6.39)
Less ; Transferred to issue of Equity Shares	514.12	0.00	0.00	0.00
	0.00	514.12	854.90	638.78
Total {7(i)+7(ii)}	17.10	514.12	854.90	638.78

NOTE:

- Opening balance as stated in the above annexure, denotes to the brought forward balance of previous year.
- Addition as stated in the above annexure, denotes to the capital brought in to the business by the partners during the year/period.
- Drawings as stated in the above annexure, denotes to the capital withdrawn by the partners during the year/period. Net profit/loss in the above annexure, denotes to the income/loss earned during the year/period.
- Transferred as stated in the above annexure, denotes to the partner's capital converted in to Share capital.

Annexure 8: Long Term Borrowings**(Rs. In Lacs)**

Secured Loans	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Term Loans				
From Banks & Financial Institutions	0.00	0.00	0.00	0.00
From Others	0.00	0.00	0.00	0.00
Unsecured Loans				
From Banks & Financial Institutions	339.30	180.82	0.00	0.00
From Related Parties	85.30	426.18	0.00	0.00
From Others	0.00	0.00	0.00	0.00
Total	424.60	607.00	0.00	0.00

Annexure 9: Other Long Term Liabilities**(Rs. In Lacs)**

	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Security Deposit & Sundry Payables	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

Annexure 10: Long Term Provisions**(Rs. In Lacs)**

	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Provision for Employee Benefit Expense	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

Annexure 11: Short Term Borrowings**(Rs. In Lacs)**

Short Term Borrowings	As at March 31, 2024	As at December 20, 2023	As at March 31, 2023	As at March 31, 2022
Loans repayable on Demand				
Secured				
From Banks	353.98	277.16	0.00	27.78
From Others	0.00	152.75	0.00	116.57
Current Maturities of Long Term Borrowing	74.73	0.00	0.00	0.00
Total	428.71	429.91	0.00	144.34

Note: We have taken CC limit of Rs. 450 Lakhs & pledge limit of Rs. 650 Lakhs out of which on 31.03.2024 CC limit & Pledge limit outstanding balance are Rs. 353.98 Lakhs & Rs. 0 respectively.

Annexure 12: Trade Payables

(Rs. In Lacs)

TRADE PAYABLES-BILLED	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Trade Payables - outstanding dues of MSME	0.00	0.00	0.00	0.00
Trade Payables - outstanding dues of Others	18.94	61.97	1.49	3.95
Total	18.94	61.97	1.49	3.95

Trade Payables ageing schedule:

	Particulars	Outstanding for following periods from due date of Payment			
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
	As at 31 March, 2024				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	18.94	0.00	0.00	0.00
	Total	18.94	0.00	0.00	0.00
	As at 20th December, 2023				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	61.97	0.00	0.00	0.00
	Total	61.97	0.00	0.00	0.00
	As at 31 March, 2023				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	1.49	0.00	0.00	1.49
	Total	1.49	0.00	0.00	1.49
	As at 31 March, 2022				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	3.95	0.00	0.00	3.95
	Total	3.95	0.00	0.00	3.95

Annexure 13: Other Current Liabilities

(Rs. In Lacs)

Statutory Liabilities Payable	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
EPF Payable	0.77	0.00	0.19	0.00
ESIC Payable	0.22	0.00	0.10	0.00
LWF Payable	1.49	1.87	0.48	0.00
GST RCM Payable	0.10	1.14	0.12	0.00
TDS & TCS Payable	1.92	2.00	0.73	0.19
Other Expenses Payable				
Audit Fee Payable	0.90	0.75	0.30	0.30
Director Imprest Payable	0.50	0.00	0.00	0.00
Electricity Expenses Payable	1.02	0.52	0.87	0.57
Interest on Loan Payable	3.00	3.08	0.00	0.00
Legal & Professional Expenses Payable	0.40	0.35	0.23	0.00
Pest Management Services Expenses Payable	0.14	0.09	0.00	0.00
Rent Expenses Payable	0.00	0.47	0.15	0.00
Security Services Expenses Payable	0.00	0.00	0.14	0.14
Staff Welfare Expenses Payable	0.26	0.29	0.26	0.00
Telephone & Internet Expenses Payable	0.00	0.00	0.04	0.00
Wages & Salary Payable	5.57	10.80	6.61	0.13
Advance from Customers	87.39	56.61	4.23	0.00

Total	103.69	77.95	14.43	1.33

Annexure 14: Short Term Provisions

(Rs. In Lacs)

Short Term Provisions	As at 31 st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Provision For Income Tax	54.46	46.54	18.52	0.00
Total	54.46	46.54	18.52	0.00

Annexure 15: Property, Plant & Equipment

March 31, 2024

(Rs. In Lacs)

Particulars	Plant & Machinery	Shed & Building	Furniture & Fixture	Office Equipment	Computer	Total
Gross Block						
Balance as at December 20, 2023	112.04	28.67	0.63	13.31	1.53	156.17
Additions for the period	18.08	0.00	2.54	0.00	0.00	20.62
Disposals	-	-	-	-	-	-
Balance as at March 31, 2024	130.12	28.67	3.16	13.31	1.53	176.79
Accumulated Depreciation						
Balance as at December 20, 2023	25.75	1.43	0.03	3.21	0.31	30.73
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	4.32	0.72	0.04	1.26	0.21	6.55
Balance as at March 31, 2024	30.08	2.15	0.07	4.47	0.52	37.29
Net Block						
Balance as at December 20, 2023	86.28	27.24	0.59	10.10	1.22	125.44
Balance as at March 31, 2024	100.04	26.52	3.09	8.84	1.01	139.50

December 20, 2023

Particulars	Plant & Machinery	Shed & Building	Furniture & Fixture	Office Equipment	Computer	Total
Gross Block						
Balance as at April 1, 2023	99.02	28.67	0.00	13.37	0.00	141.05
Additions for the period	22.09	0.00	0.63	0.75	1.53	24.98
Disposals	9.07	-	-	0.80	-	9.87
Balance as at December 20, 2023	112.04	28.67	0.63	13.31	1.53	156.17
Accumulated Depreciation						
Balance as at April 1, 2023	19.11	0.00	0.00	2.39	0.00	21.50
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the period	6.64	1.43	0.03	0.82	0.31	9.23

Balance as at December 20, 2023	25.75	1.43	0.03	3.21	0.31	30.73
Net Block						
Balance as at April 1, 2023	79.90	28.67	0.00	10.98	0.00	119.55
Balance as at December 20, 2023	86.28	27.24	0.59	10.10	1.22	125.44

March 31, 2023

Particulars	Plant & Machinery	Shed & Building	Furniture & Fixture	Office Equipment	Computer	Total
Gross Block						
Balance as at April 1, 2022	54.82	18.54	0.00	4.72	0.00	78.07
Additions for the year	46.60	10.13	0.00	8.65	0.00	65.38
Disposals	2.40	-	-	-	-	2.40
Balance as at March 31, 2023	99.02	28.67	0.00	13.37	0.00	141.05
Accumulated Depreciation						
Balance as at April 1, 2022	7.93	0.00	0.00	0.69	0.00	8.63
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the year	11.18	0.00	0.00	1.70	0.00	12.88
Balance as at March 31, 2023	19.11	0.00	0.00	2.39	0.00	21.50
Net Block						
Balance as at April 1, 2022	46.89	18.54	0.00	4.03	0.00	69.45
Balance as at March 31, 2023	79.90	28.67	0.00	10.98	0.00	119.55

March 31, 2022

Particulars	Plant & Machinery	Shed & Building	Furniture & Fixture	Office Equipment	Computer	Total
Gross Block						
Balance as at April 1, 2021	40.28	0.00	0.00	3.72	0.00	43.99
Additions for the year	14.54	18.54	0.00	1.00	0.00	34.08
Disposals	-	-	-	-	-	-
Balance as at March 31, 2022	54.82	18.54	0.00	4.72	0.00	78.07
Accumulated Depreciation						
Balance as at April 1, 2021	0.00	0.00	0.00	0.00	0.00	0.00
Deductions/adjustments	-	-	-	-	-	-
Depreciation for the year	7.93	0.00	0.00	0.69	0.00	8.63
Balance as at March 31, 2022	7.93	0.00	0.00	0.69	0.00	-8.63
Net Block						
Balance as at April 1, 2021	40.28	0.00	0.00	3.72	0.00	43.99
Balance as at March 31, 2022	46.89	18.54	0.00	4.03	0.00	69.45

Annexure 16: Other Intangible Assets

(Rs. In Lacs)

Particulars	Software
Gross Carrying Value	
Balance as at March 31, 2022	0.00
Additions for the year	0.00

Disposals	
Balance as at December 20, 2023	0.00
Additions for the year	-
Disposals	-
Balance as at March 31, 2023	0.00
Additions for the year	-
Disposals	-
Balance as at March 31, 2024	0.00
	-
<i>Accumulated Depreciation</i>	-
Balance as at March 31, 2022	0.00
Amortisation During the year	0.00
Balance as at March 31, 2023	0.00
Amortisation During the period	0.00
Balance as at December 20, 2023	0.00
Amortisation During the period	0.00
Balance as at March 31, 2024	0.00
<i>Net Carrying value</i>	
Balance as March 31,2022	-
Balance as March 31,2023	0.00
Balance as December 20,2023	0.00
Balance as March 31,2024	0.00

Annexure 17: Non Current Investments

(Rs. In Lacs)

	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Investment in Subsidiary (At Cost)	0.00	0.00	0.00	0.00
Company Shares				
Investment in Listed Company				
Investment in Shares	0.00	0.00	0.00	0.00
Investment in Unlisted Company				
Investment in Shares	0.00	0.00	0.00	0.00
Investment in Partnership Firms & AOP				
Partnership Firm	0.00	0.00	0.00	0.00
AOP	0.00	0.00	0.00	0.00
Investment in Land & Property				
Investment in Land	0.00	0.00	0.00	0.00
Investment in House Property - Guest House	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

Annexure 18: Deferred Tax Assets (Net)

(Rs. In Lacs)

Movement in deferred tax liabilities / asset	As at April 1, 2021	Recognised in profit & loss	As at March 31, 2022
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	0.00	0.00	0.00
Deferred Tax Assets (B)			
Property, Plant and Equipments	0.00	0.00	0.00
Provision for Employee benefits	0.00	0.00	0.00
Total deferred tax assets (B)	0.00	0.00	0.00
Disclosed as Deferred Tax Assets (Net B-A)	0.00	0.00	0.00

Movement in deferred tax liabilities / asset	As at April 1, 2022	Recognised in profit & loss	As at March 31, 2023
Deferred Tax Assets			
Property, Plant and Equipments	0.00	0.00	0.00
Provision for Employee benefits	0.00	0.00	0.00
	0.00	0.00	0.00
Disclosed as Deferred Tax Assets	0.00	0.00	0.00

Movement in deferred tax liabilities / asset	As at April 1, 2023	Recognised in profit & loss	As at December 20, 2023
Deferred Tax Assets			
Property, Plant and Equipments	0.00	0.00	0.00
Provision for Employee benefits	0.00	0.00	0.00
	0.00	0.00	0.00
Disclosed as Deferred Tax Assets	0.00	0.00	0.00

Movement in deferred tax liabilities / asset	As at December 20, 2023	Recognised in profit & loss	As at March 31, 2024
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	0.00	0.58	0.58
Deferred Tax Assets (B)			
Preliminary Expense	0.00	0.00	0.00
Property, Plant and Equipments	0.00	0.00	0.00
Provision for Employee benefits	0.00	0.00	0.00
Total deferred tax assets (B)	0.00	0.00	0.00
Disclosed as Deferred Tax Assets (Net B-A)	0.00	0.00	0.00

Annexure 19: Other Non -Current Assets

(Rs. In Lacs)

Other Non -Current Assets	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Security Deposite with Ashok Gupta Against Factory	3.40	3.40	3.40	3.40
Security Deposite with Attar Singh (Appartment)	0.15	0.15	0.15	0.15
Security Deposite with CDSL	0.45	0.00	0.00	0.00
Security Deposite with GS1 INDIA (Bar Code Reg.)	0.03	0.00	0.00	0.00
Security Deposite with NSDL	0.45	0.00	0.00	0.00
Security Deposite with Rahul- CO2 Gas Cylendra	0.20	0.20	0.20	0.10
Security Deposite with Rajesh Devi (Corporate Off.)	2.70	0.00	0.00	0.00
Others (Bank Balances)-Bank Deposits with maturity more than 12 months	0.00	0.00	0.00	0.00
Preliminary Expenses	0.00	0.00	0.00	0.00
Total.	7.38	3.75	3.75	3.65

Annexure 20: Inventories

(Rs. In Lacs)

Inventories	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
(Taken, Valued & Certified by the Management of The Company)				
Closing Raw Material & Packing Material & Consumable Item	55.12	557.47	74.37	102.26
Closing Work in Progress	53.00	51.40	65.87	29.74

Closing Finished Goods	573.23	377.41	129.59	8.47
Total.	681.36	986.27	269.83	140.46

Note: Raw Material is valued at Cost Price
Closing Work in Progress is valued at Cost Price.

Annexure 21: Trade Receivables

(Rs. In Lacs)

(To the extent considered good)	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good				
-Related parties	0.00	0.00	119.52	0.00
-Other than related parties	98.73	459.61	54.20	18.71
Total.	98.73	459.61	173.72	18.71

Trade Receivables ageing schedule (As told by the Management)						
Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 Months	6 Months to 1 Year	1 Year - 2 year	2 Year - 3 year	More than 3 years	
As at 31 March, 2024						
(i) Undisputed Trade Receivables - considered good	94.43	4.30	0.00	0.00	0.00	98.73
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	94.43	4.30	0.00	0.00	0.00	98.73
As at 20 December, 2023						
(i) Undisputed Trade Receivables - considered good	457.15	2.46	0.00	0.00	0.00	459.61
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	457.15	2.46	0.00	0.00	0.00	459.61
As at 31 March, 2023						
(i) Undisputed Trade Receivables - considered good	171.60	1.39	0.73	0.00	0.00	173.72
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
Total Rs.	171.60	1.39	0.73	0.00	0.00	173.72
As at 31 March, 2022						
(i) Undisputed Trade Receivables - considered good	17.87	0.85	0.00	0.00	0.00	18.71
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-

(iv)	Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
	Total Rs.	17.87	0.85	0.00	0.00	0.00	18.71

Annexure 22: Cash & Cash Equivalents
(Rs. In Lacs)

	As at 31st March, 2024		As at 20th December, 2023		As at 31st March, 2023		As at 31st March, 2022	
	%		%		%		%	
Balances with Banks								
- In Current Account	87.0291	29.20	0	0.00	3.695	0.41	0.0064	0.00
- In Deposits with original maturity of less than 3 months	0	0.00	0	0.00	0	0.00	0	0.00
Cash in Hand	12.9709	4.35	100	17.39	96.31	10.80	99.994	10.19
Total	100.00	33.55	100.00	17.39	100.00	11.22	100.00	10.19

Annexure 23: Short Term Loans & Advances
(Rs. In Lacs)

	As at 31st March, 2024		As at 20th December, 2023		As at 31st March, 2023		As at 31st March, 2022	
	%		%		%		%	
Sundry/Other Advances								
Loans and Advances to Subsidiaries, KMP & Related Parties :								
Secured, considered good		-		-		-		-
Unsecured, considered good	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Doubtful		-		-		-		-
		-		0.00		0.00		0.00
Less: Provision for doubtful Sundry / Other Advances		-		-		-		-
Loans and Advances to Suppliers & Others								
Secured, considered good		-		-		-		-
Unsecured, considered good	100.00	562.90	100.00	127.22	100.00	266.62	100.00	518.66
Doubtful		-		-		-		-
		562.90		127.22		266.62		518.66
Less: Provision for doubtful Sundry / Other Advances		-		-		-		-
Total	100.00	562.90	100.00	127.22	100.00	266.62	100.00	518.66

Annexure 24: Other Current Assets
(Rs. In Lacs)

	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
TDS Recoverable from Parties	2.47	1.32	0.00	0.00
Actionable Claims Receivables	13.15	13.66	0.00	0.00
Balance with Indirect Revenues Authorities (GST Recoverable)	58.93	0.00	38.77	27.09
Advance Tax, TDS & TCS	55.70	0.00	5.39	0.20
Prepaid Expenses	14.43	2.83	0.49	0.00
Total	144.67	17.81	44.65	27.29

Annexure 25: Revenue from Operations
(Rs. In Lacs)

	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Sale of Raw Material (Raw Material) Trading	0.00	62.35	35.14	33.00
Sale of Finished Cashew Nuts	561.98	1294.42	1178.04	678.89
Sale of NW Cashew Nuts	0.00	155.38	357.63	0.00
Sale of By- Products (Husk & Shell)	37.67	115.05	103.87	36.80
Job Work (Processing of Cashew)	0.00	9.20	0.00	0.00
Sale of Other-Products Other than Cashew Nuts	0.02	64.30	0.00	0.00
Total	599.66	1700.70	1674.68	748.69

Annexure 26: Other Income
(Rs. In Lacs)

	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Interest (Received) on Income Tax Refund	0.00	0.00	0.01	0.00
Rebate & Discount (Received)	0.00	13.21	0.00	0.00
Foreign- Currency Exchange Flucation	0.00	2.96	0.00	0.00
Miscellaneous Income	0.00	0.00	0.00	0.00
Actionable Claims Note- Insurance Claim Received against loss of stock due to strom	0.00	14.37	0.00	0.00
Total	0.00	30.55	0.01	0.00

Annexure 27: Cost of Revenue Operations
(Rs. In Lacs)

	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Purchase of Material	85.35	1869.89	1434.20	628.37
Consumable Items	0.35	2.40	2.14	3.18
Power & Fuel	11.45	25.11	24.54	13.57
Packing Material Expenses	12.76	32.53	26.55	17.41
Freight & Cartage Expenses	13.76	39.48	39.55	11.28
Raw Material Handling & Shipping Charges	0.00	35.09	1.74	0.00
Unloading Expenses	0.99	0.00	3.14	0.00
Total	124.65	2004.51	1531.88	673.80

Annexure 28: Change in Inventories of Finished Goods, Work in Progress & Stock in Trade
(Rs. In Lacs)

	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Opening Stock :-				
Raw Material & Packing Material & Consumable Item	557.47	74.37	102.26	10.11
Work in Progress	51.40	65.87	29.74	53.72
Finished Goods	377.41	129.59	8.47	65.56
	986.27	269.83	140.46	129.39
Closing Stock :-				
Raw Material & Packing Material & Consumable Item	55.12	557.47	74.37	102.26
Work in Progress	53.00	51.40	65.87	29.74

Finished Goods		573.23	377.41	129.59	8.47
		681.36	986.27	269.83	140.46
Increase / Decrease in Finished & Semi-Finished Goods	Total	304.92	(716.44)	(129.36)	(11.07)

Annexure 29: Employee Benefit Expenses

(Rs. In Lacs)

Particulars	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Wages & Salary (Paid) Including Employee's Contribution to EPF, ESIC & LWF	70.84	166.71	125.51	39.42
Partner's Salary	0.00	0.00	6.00	0.00
Employers' Contribution to ESIC	0.69	0.96	0.83	0.00
Employers' Contribution to EPF	1.47	2.96	0.58	0.00
Employers' Contribution to LWF	0.19	0.57	0.32	0.00
Staff Welfare expenses	1.62	3.15	3.84	1.34
Total	74.80	174.35	137.09	40.76

Annexure 30: Finance Costs

(Rs. In Lacs)

Particulars	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Bank Charges & Commission	3.12	1.60	0.91	0.29
Bank Interest & Finance Charges	21.03	46.58	1.22	0.00
Foreign- Currency Exchange Flucation	0.00	0.00	0.18	0.00
Interest Paid to Unsecured Loans & Others	1.00	0.00	2.50	1.74
Total	25.15	48.18	4.81	2.03

Annexure 31: Depreciation and Amortisation Expenses

(Rs. In Lacs)

Particulars	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Property, Plant and Equipment	6.55	9.23	12.88	8.63
Intangible Assets	0.00	0.00	0.00	0.00
Total	6.55	9.23	12.88	8.63

Annexure 32: Other Expenses

(Rs. In Lacs)

Particulars	For the Period 21.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Annual Custody Fees	0.03	0.00	0.00	0.00
Annual Maintenance Expenses	0.06	0.09	0.08	0.00
Auditors' Remuneration	0.50	0.50	0.30	0.30
Business Promotion & Marketing Expenses	1.66	2.94	4.13	3.75

Commission and Brokerage	1.00	5.88	0.00	0.00
Conveyance Expenses	0.34	0.96	0.93	1.95
Discount on Sales	0.00	0.00	0.63	0.76
Factory & Warehouse Rent (Paid)	11.50	22.11	27.76	23.49
Fees & Taxes	0.00	0.10	0.10	0.00
Festival Expenses	0.00	1.43	0.34	0.00
Fine & Penalty	0.00	0.00	0.00	0.00
Freight & Forwarding Charges	3.86	17.96	4.26	0.87
GST late Fees	0.01	0.00	0.00	0.00
Insurance	0.84	3.87	1.06	0.58
Joining Fees & Subscription Expenses	0.15	0.00	0.00	0.00
Legal & Professional Charges	1.10	5.11	1.56	1.03
Loss on Damage of Goods	0.00	1.59	0.00	0.00
Machine Hiring Charges	0.00	0.00	0.28	0.00
Machinery Repair & Maintenance	0.63	2.59	7.48	5.89
Miscellaneous Expenses	0.28	1.99	0.13	0.15
Office Expenses	0.47	0.78	1.01	0.59
Pest Management Services Expenses	0.47	0.68	0.37	0.00
Pollution Expenses	0.00	0.00	0.19	0.00
Postage & Courier Expenses	0.01	0.02	0.02	0.00
Preliminary Exp. w/off	10.21	0.00	0.00	0.00
Printing & Stationery	0.05	0.13	0.12	0.00
Product Bar-Code Registration Fees	0.35	0.20	0.00	0.00
ROC Fees Expenses	0.07	0.00	0.00	0.00
Sampling & Cutting Lab Test Expenses	0.17	2.18	0.06	0.00
Security & Patrolling Expenses	0.05	0.45	1.76	0.84
Software Expenses	0.00	0.06	0.04	0.17
Telephone, Internet & Mobile Charges	0.10	0.26	0.57	0.00
Travelling & Conveyance	4.09	6.23	3.98	0.58
Vehicle Running and Maintenance	0.00	0.13	0.14	0.00
Total	37.98	78.24	57.28	40.94

Annexure 33: Earnings Per Share

(Rs. In Lacs)

Particulars	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Restated profit after tax attributable to the equity holders (INR in lacs) (A)	17.10	86.64	41.59	-6.39
Weighted average number of shares at the end of Period/Year	17,32,602.74	0.00	0.00	0.00
No of equity Shares at the year end	6200000.00	0.00	0.00	0.00
Nominal value of shares (Rupees)	10.00	0.00	0.00	0.00
Earning Per Share (Pre Bonus Issue)				
Basic & Diluted	0.99	-	-	-
Earning Per Share (Post Bonus Issue)				
Basic & Diluted	0.99	-	-	-
Return on Net Worth (%)	2.68%	-	-	-
Net Asset Value Per Share	10.28	-	-	-
Current Ratio	2.51	2.61	22.24	4.78

Basic & Diluted Earning per year = $\frac{\text{Restated Profit available to Equity Shareholders}}{\text{Weighted Number of Equity Shares at the end of period/year}}$

Return on Net Worth = $\frac{\text{Restated Profit available to Equity Shareholders}}{\text{Net Asset Value Per Share}}$

Restated Net Worth of Equity Shareholders

$$\text{Net Asset Value per share} = \frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Weighted Number of Equity Shares at the end of period/year}}$$

Annexure 34: Segment Reporting

(Rs. In Lacs)

Particulars	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
(a) Segment Revenue				
- Manufacturing & Processing	599.65	1,636.40	1,674.68	748.69
- Trading	0.02	64.30	-	-
Total	599.66	1,700.70	1,674.68	748.69
Less: Inter Segment Revenue	-	-	-	-
Total Revenue	599.66	1,700.70	1,674.68	748.69
(b) Segments Results				
- Manufacturing & Processing	25.60	133.18	60.11	(6.39)
- Trading	0.00	7.43	-	-
Total Profit Before Tax	25.60	140.61	60.11	(6.39)
(c) Income Tax	8.50	46.54	18.52	-
(d) Net Profit	17.10	86.64	41.59	(6.39)
(e) Segment Assets				
- Manufacturing & Processing	1,665.50	1,737.49	889.34	788.41
- Trading	2.58	-	-	-
Total				
(f) Segment Liabilities				
- Manufacturing & Processing	1,668.08	1,737.49	889.34	788.41
- Trading	-	-	-	-
Total				

Annexure: 35 Restated Statement of Accounting Ratios

Particulars	Numerator	Denominator	As at	As at	As at	As at
			31 st March 2024	20 th December 2023	31 st March 2023	31 st March 2022
Current Ratio	Current assets	Current liabilities	2.51	2.61	22.24	4.78
Debt- Equity Ratio	Total debts	Shareholder's Fund	1.62	2.38	0.04	0.23

Debt- Service Coverage Ratio	Earnings available for debt services	Debt services	2.02	3.76	13.49	(2.15)
Return On Equity	Net profit after tax	Average Shareholder's Equity	0.03%	0.13%	0.06%	(0.02)%
Trade Receivable Turnover Ratio	Revenue	Average trade Receivable	2.15	5.37	17.40	53.08
Trade Payable Turnover Ratio	Purchases & Expenses	Average trade Payable	3.08	63.17	563.16	340.80
Net Capital Turnover Ratio	Revenue	Working Capital	0.66	1.71	2.29	1.32
Net Profit Ratio	Net profit	Revenue	0.03	0.05	0.02	(0.01)
Return On Capital Employed	Earnings before interest & tax	Capital employed	4.78%	16.18%	7.59%	(0.68)%

Annexure 36: Other Financial Information

(Rs. In Lacs)

Particulars	As at 31 st March, 2024		As at 31 st March, 2023	As at 31 st March, 2022
	21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023		
	Net Worth	637.10	514.12	854.90
Net Worth excluding Preference Share Capital	637.10	514.12	854.90	638.78
Restated Profit/Loss after tax	17.10	86.64	41.59	(6.39)
Less: Prior Period Item	-	-	-	-
Adjusted Profit after Tax	17.10	86.64	41.59	(6.39)
Number of Equity Share outstanding as on the End of Year/Period	62,00,000.00	0.00	0.00	0.00
Weighted average number of shares at the end of Period/Year	1732602.74	-	-	-
Current Assets	1,521.20	1,608.30	766.04	715.31
Current Liabilities	605.80	616.37	34.44	149.63
Face Value per Share	10.00	10.00	10.00	10.00
EBITDA				
Restated Profit after tax	17.10	86.64	41.59	(6.39)
Add: Finance Cost	25.15	48.18	4.81	2.03
Add: Provision for Tax	7.92	46.54	18.52	0.00
Add: Depreciation	6.55	9.23	12.88	8.63
Less: Other Income	-	30.55	0.01	-
EBITDA	56.73	160.04	77.79	4.26
For Basic Earnings Per Share	0.99	0.00	0.00	0.00
For Diluted Earnings Per Share	0.99	0.00	0.00	0.00
EARNINGS PER SHARE				
Restated Basic Earnings Per Share (INR)	0.99	0.00	0.00	0.00
Restated Diluted Earnings Per Share	0.99	0.00	0.00	0.00

Notes: The definitions of ratio/ formulas used for actual computation are as follows:

1. Basic earnings per share (INR) = net profit after tax attributable to owners of the Company, as restated / Weighted average number of equity shares outstanding during the year.
2. Diluted earnings per share (INR) = net profit after tax attributable to owners of the Company, as restated /Weighted
3. Restated EBITDA=Restated PAT+Depreciation+Finance cost+Income tax-other income.
4. Restated Basic EPS =Restated PAT/No of shares at the end of period.
5. Return on Net Worth (%) =Restated PAT/No of shares after bonus.
6. Net Assets value per Equity Share =Net worth restated/No of equity shares after Bonus Impact.

7. Return on Average Net Worth (%) = Net profit after tax attributable to owners of the Company, as restated / Average net worth as restated.
8. The amounts disclosed above are based on the restated financial information of the Company.
9. Net worth means the aggregate value of the paid up share capital of the Company and all reserve.

Annexure 37: Tax Shelter

(Rs. In Lacs)

S. No.	Particulars	As at 31st March, 2024		As at 31st March, 2023	As at 31st March, 2022
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023		
A	Restated Profit before tax	25.61	133.18	60.11	(6.39)
	Short Term Capital Gain at special rate	-	-	-	-
	Normal Corporate Tax Rates (%)	0.25	0.35	0.31	0%
	Short Term Capital Gain at special rate	-	-	-	-
	MAT Tax Rates (%)		0%	0%	0%
B	Tax thereon (including surcharge and education cess)	7.92	46.54	18.52	-
	Tax on normal profits	7.92	46.54	18.52	-
	Short Term Capital Gain at special rate	-	-	-	-
	Total	7.92	46.54	18.52	-
	Adjustments:	-	-	-	-
C	Permanent Differences	-	-	-	-
	Deduction allowed under Income Tax Act	-	-	-	-
	Exempt Income	-	-	-	-
	Allowance of Expenses under the Income Tax Act Section 35	-	-	-	-
	Disallowance of Income under the Income Tax Act	-	-	-	-
	Disallowance of Expenses under the Income Tax Act	-	-	-	-
	Total Permanent Differences	-	-	-	-
D	Timing Differences	-	-	-	-
	Difference between Depreciation as per Income tax, 1961 and Companies Act 2013	(2.31)	-	-	-
	Difference between Company Incorporation Exp Allowed in Future	8.17	-	-	-
	Provision for Gratuity disallowed	-	-	-	-
	Expense disallowed u/s 43B	-	-	-	-
	Total Timing Differences	5.86	-	-	-
E	Net Adjustments E: (C+D)	5.86	-	-	-
F	Tax expense/(saving) thereon	-	-	-	-
G	Total Income/(loss) (A+E)	31.46	133.18	60.11	(6.39)
	Taxable Income/ (Loss) as per MAT	25.61	133.18	60.11	(6.39)
I	Income Tax as per normal provision	7.92	46.54	18.52	-
J	Income Tax under Minimum Alternative Tax under Section 115 JB of the Income Tax Act	-	-	-	-
	Net Tax Expenses (Higher of I,J)	7.92	46.54	18.52	-
K	Relief u/s 90/91	-	-	-	-
	Total Current Tax Expenses	7.92	46.54	18.52	-
L	Adjustment for Interest on income tax others	-	-	-	-

	Total Current Tax Expenses	7.92	46.54	18.52	-
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Annexure: 38 Details of Payment Made to Auditor

(Rs. In Lakhs)

Particulars	For the period	For the period	For the period	For the period
	21.12.2023 to 31.03.2024	01.04.2023 to 20.12.2023	01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
Audit Fees	0.50	0.50	0.30	0.30

Annexure: 39 Related Party Transaction

Name of the Related	Relationship			
	As at 31st March 2024	As at 20th December 2023	As at 31st March 2023	As at 31st March 2022
Deepak Gupta	-	-	-	Partner
Nitish Gupta	-	-	-	Partner
Praveen Goel	Director	Partner	Partner	Partner
Yash Vardhan Goel	Managing Director	Partner	Partner	Partner
Anil Kumar Gupt	-	Partner	-	-
Nisha Gupta	-	Partner	-	-
Sanjay Kumar Garg	-	Partner	-	-
Sudhanshu Shekhar Thakur	-	Partner	-	-
Anju Goel	Whole Time Director	Partner	-	-
Anil Kumar Gupta	CFO	-	-	-
Rajesh Arora	Director	-	-	-
Ankur Sharma	Director	-	-	-
Yashvardhan Foods Industries	Proprietorship in which director is partner (Yashvardhan Goel & Praveen Goel)	Proprietorship in which director is partner (Yashvardhan Goel & Praveen Goel)	Proprietorship in which director is partner (Yashvardhan Goel & Praveen Goel)	-

Transactions carried out with related parties referred to in (1) above, in ordinary course of business: (Rs. In Lakhs)

	Name of the Related Parties	For the period	For the period	For the period	For the period
		21.12.2023 to 31.03.2024	01.04.2023 to 20.12.24	01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
Remuneration	Yash Vardhan Goel	-	-	6.00	-
Remuneration	Anju Goel	0.61	2.17	-	-
Sales	Yashvardhan Foods Industries	294.63	806.33	994.53	-
Purchases	Yashvardhan Foods Industries	52.49	30.69	18.44	-
Loan taken	Praveen Goel	-	410.00	-	-
Loan taken	Yash Vardhan Goel	-	16.18	-	-

Related Party Outstanding Balance as at end:**(Rs. In Lakhs)**

Particulars	Name of the Related Parties	For the Year ended 31st Match, 2024	For the period ended 20th December, 2023	For the Year ended 31st Match, 2023	For the Year ended 31st Match, 2022
Debtors	YASHVARDHAN FOODS INDUSTRIES	-	286.44	119.52	
Partner's Remuneration Payable	YASH VARDHAN GOEL	-	-	6.00	-
Director's Remuneration Payable	ANJU GOEL	0.21	0.14	-	-
Partner Loan	PRAVEEN GOEL	69.12	410.00	-	-
Partner Loan	YASH VARDHAN GOEL	16.13	16.18	-	-
Advance From Customers	YASHVARDHAN FOODS INDUSTRIES	67.75	-	-	-

Annexure 40: Corporate Social Responsibility (CSR)

As Per Provision of Section 135(1) of Companies Act, 2013 CSR is Not Applicable.

OTHER FINANCIAL INFORMATION

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

Statement of Accounting & Other Ratios, As Restated:

(₹ in lakhs unless otherwise mentioned)

Particulars	For the Period 20.12.2023 to 31.03.2024	For the Period 01.04.2023 to 20.12.2023	For the Period 01.04.2022 to 31.03.2023	For the Period 01.04.2021 to 31.03.2022
Restated profit after tax attributable to the equity holders (INR in lacs) (A)	17.10	86.64	41.59	(6.39)
Weighted average number of shares at the end of Period/Year	17,32,602.74	-	-	-
No of equity Shares at the year end	62,00,000	-	-	-
Nominal value of shares (Rupees)	10.00	-	-	-
Earning Per Share				
Basic & Diluted	0.99	-	-	-
Earning Per Share				
Basic & Diluted	0.99	-	-	-
Return on Net Worth (%)	0.03	-	-	-
Net Asset Value Per Share	10.28	-	-	-
Current Ratio	2.51	2.61	22.24	4.78

Note:

1. *Net worth= Paid up share capital plus reserves and surplus less miscellaneous expenditure to the extent not written off*
2. *Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year*
3. *Return on Net worth (%) = Restated Profit after taxation / Net worth x 100*
4. *Net asset value/Book value per share (₹) = Net worth / No. of equity shares*
5. *The Company does not have any revaluation reserves or extra-ordinary items.*

STATEMENT OF FINANCIAL INDEBTEDNESS

To,
The Board of Directors
NFP Sampoorna Foods Limited
(Formerly known as M/s Nut & Food Processors)
C/O Ashok Gupta Nathupur, Sonipat P.S. Rai
Haryana, India, 131029

Dear Sir,

Subject- Statement of Financial Indebtedness of NFP Sampoorna Foods Limited Limited(Formerly known as M/s Nut & Food Processors).

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **NFP Sampoorna Foods Limited (Formerly known as M/s Nut & Food Processors)** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31, 2024 are mentioned below:

SECURED LOANS & UNSECURED LOANS

Statement of Principal Terms of Secured Loans & unsecured and Assets Charged as Security.

Name of Lender	Purpose	Sanction Amount (₹ in Lakhs)	Rate of Interest	Securities Offered	Re-Payment (Amount in ₹)	Outstanding as on 31.12.2024 (₹ in Lakhs)
HDFC Bank Limited	CC limit	450.00	9.20%	Hypothecation of Stock & Debtors , Collateral- Directors Residence , Directors Personal Guarantee	-	353.98
HDFC Bank Limited	WCDL Limit	600.00	9.20%	Hypothecation of Stock & Debtors , Collateral- Directors Residence , Directors Personal Guarantee	-	-
AXIS BANK LTD	BUSINESS LOAN	25.00	16.00%	Unsecured Loan	In 36 Installments of Rs. 88697.00/-	18.51
BAJAJ FINANCE LTD DOD A/C	BUSINESS LOAN	30.80	17.00%	Unsecured Loan	In 36 Installments of Rs. 1,09,824.00/-	23.83
CLIX CAPITAL SERVICES PRIVATE LIMITED	BUSINESS LOAN	20.00	18.00%	Unsecured Loan	In 36 Installments of Rs. 72,500.00/-	15.51
IDFC FIRST BANK LIMITED		30.60	16.40%	Unsecured Loan	In 36 Installments of Rs. 1,06,585/-	23.54
INDUSIND BANK	BUSINESS LOAN	25.00	17.00	Unsecured Loan	In 24 Installments of Rs. 1,23,606	16.60
KISETSU SAISON FINANCE (INDIA) PRIVATE LIMITED	BUSINESS LOAN	15.30	18.00%	Unsecured Loan	In 36 Installments of Rs. 55,314.00/-	11.83

KOTAK MAHINDRA BANK	BUSINESS LOAN	30.00	16.78%	Unsecured Loan	In 36 Installments of Rs. 1,06,585.00/-	23.10
L&T FINANCE LTD DOD A/C	BUSINESS LOAN	20.00	18.00%	Unsecured Loan	In 36 Installments of Rs. 72,809.50/-	15.58
POONAWALLA FINCORP LIMITED	BUSINESS LOAN	20.14	17.00%	Unsecured Loan	In 36 Installments of Rs. 71,792/-	15.52
SSA FINSERV PRIVATE LIMITED	BUSINESS LOAN	250.00	12.00%	Unsecured Loan	Interest of Rs. 3,00,000.00/- Paid Monthly and principal Amt Paid in 22 nd , 23 rd & 24 th Month	250.00
PRAVEEN GOEL	LOAN FROM DIRECTOR	-	-	Unsecured Loan	-	69.12
YASHVARDHAN GOEL	LOAN FROM DIRECTOR	-	-	Unsecured Loan	-	16.18

DATE: 15.07.2024
PLACE: GHAZIABAD
UDIN: 24092423BJZYHV6856

FOR AJAY K. KAPOOR & COMPANY,
CHARTERED ACCOUNTANT
FRN: 013788N

(AJAY KAPOOR)
F.C.A.
M.NO. 092423

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements as at March 31, 2024, and as adjusted for the Issue. This table should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “*Restated Financial Statements*” and “*Risk Factors*” beginning on page 191, 157 and 25 respectively of this Draft Red Herring Prospectus.

Statement of Capitalization, As Restated:

(₹ in Lakhs)

<i>Particulars</i>	<i>Pre-Issue March 31, 2024</i>	<i>Post Issue*</i>
<i>Borrowing:</i>		
<i>Long- term (including current maturities) (A)</i>	499.33	[●]
<i>Short Term Debt</i>	353.98	[●]
<i>Total Debt</i>	853.31	[●]
<i>Shareholders’ Fund:</i>		
<i>Equity Share Capital</i>	620.00	[●]
<i>Reserves and Surplus</i>	17.10	[●]
<i>Total Shareholders’ Fund</i>	637.10	[●]
<i>Long Term Debt/Shareholders’ Fund</i>	0.78	[●]
<i>Total Debt/Shareholders’ Fund</i>	1.34	[●]

*The Corresponding post issue figure are not determinable at this stage, due to pendency of public issue, hence not furnished.

Notes:

1. *Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.*
2. *Long term Debts represent debts other than short term Debts as defined above excluding installment of term loans repayable within 12 months grouped under short term borrowings.*
3. *The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2024.*

The above has been verified from the records produced before us for our verification. Further the certificate has been issued on the specific request of the company without any financial responsibility.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 157. You should also read the section titled "Risk Factors" on page 25 and the section titled "Forward Looking Statements" on page 18 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor 31st March, 2024 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

OVERVIEW.

Our company, NFP Sampoorna Foods Limited, was incorporated under the Companies Act, 2013, and received its Certificate of Incorporation on December 13, 2023, bearing Corporate Identification Number U10793HR2023PLC117207 from the Central Registration Center. Previously, our business was operated as a partnership firm named M/s Nut and Food Processor, registered under the Partnership Act, 1932. Following a resolution passed by our partners on October 28, 2023, our partnership was converted into a public limited company, and our name was subsequently changed to NFP Sampoorna Foods Limited.

M/s Nut and Food Processor, a partnership firm, was established on October 30, 2019, by Deepak Gupta and Nitish Gupta. The firm was subsequently acquired, as a going concern by the present promoters Mr. Yashvardhan Goel and Mr. Praveen Goyal, who further expanded the business. and the firm continues to operate successfully with its conversion into a public limited company, NFP Sampoorna Foods Limited, on December 13, 2023 under the supervision of Management of the company.

NFP Sampoorna Foods Limited is engaged in processing raw cashew nuts into finished cashew kernels in various grades with a presence in various state. We mainly procure raw cashew material by way of import from Africa. We focus on quality of our products to increase our presence across the country. The Company is primarily engaged in the processing and trading of cashew nuts.

The company adheres to stringent quality control measures and has obtained certifications such as ISO 9001:2015 and ISO 22000:2018, underscoring their dedication to quality management and food safety, These Certifications validate NFP Sampoorna Nuts commitment to delivering superior cashew products that meet international standards and meet customer expectations.

For the financial year 2020-21, the partnership firm, M/s Nut and Foods Processor, achieved a turnover of ₹309.19 lakhs, with a profit before partner remuneration of ₹8.67 lakhs. After Acquisition by the current Promoters of the Company in the subsequent financial year 2022, the firm showed remarkable growth, achieving a turnover of ₹748.68 lakhs, representing a significant increase of over 140% compared to the previous financial year 2021.

The partners of M/s Nut Foods Processors decided to transition the business to a corporate structure and consequently converted the firm into a company, namely NFP Sampoorna Foods Limited. As a result, all assets and liabilities of the partnership firm were transferred to the company effective December 20, 2023. The consideration for this conversion was discharged through the issuance of 51,41,152 equity shares of the company, valued at ₹10 per share, totaling ₹5,14,11,520.

The Company is in the business of trading of cashew in to B2B and B2C Market. The Company is selling the Cashew to the wholesalers and Consumers.

The Company has been importing the RCN (Raw Cashew Nut) directly from farm of Africa. The Company is procuring the best quality raw cashew nuts at the best competitive rates to provide crispiest and crunchiest cashew to every household in the country.

Key Performance Indicators of the Company

Key Financial Performance	(₹ in Lakhs, otherwise mentioned)			
	21st Dec 2023-31 March 2024	01st April 2023-20 th Dec 2023	01 - April 2022- 31 st March 2023	01 April 2021- 31 st March 2022
Revenue from Operations ⁽¹⁾	599.66	1700.70	1674.68	748.69
EBITDA ⁽²⁾	57.31	190.59	77.80	4.26
EBITDA Margin (%) ⁽³⁾	9.56%	11.21%	4.65	0.57
PAT	17.10	86.64	41.59	-6.39
PAT Margin (%) ⁽⁴⁾	2.85%	5.09%	2.48%	-0.85%
Return on equity (%) ⁽⁵⁾	2.97%	12.66%	5.57%	-1.48%
Return on capital employed (%) ⁽⁶⁾	4.78%	16.18%	7.59%	-0.68%

Notes:

- (1) Revenue from operation means revenue from sale of the products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) PAT Margin is calculated as PAT for the period/year divided by revenue from operations
- (5) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (6) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as Share holders Fund + Long term borrowing + Short term borrowing+ Deferred Tax Liability.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin(%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin(%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to "*Annexure IV of Restated Financial Statements*" beginning on page 165 of this Prospectus.

Factors Affecting our Results of Operations

Our Business is subjected to various risks and uncertainties, including those discussed in the section "Risk Factors" beginning on page 25 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. occurrence of Environmental Problems & Uninsured Losses;
3. Changes in consumer demand;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Our failure to keep pace with rapid changes in technology;
9. Our ability to grow our business;
10. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
11. general economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company's ability to successfully implement its growth strategy and expansion plans;
14. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
15. inability to successfully obtain registrations in a timely manner or at all;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. The performance of the financial markets in India and globally;
18. Global distress due to pandemic, war or by any other reason.
19. Foreign Currency Exchange rate fluctuation risks
20. Our product is perishable goods and we have to take lot of care & precautions in storing these goods.

Discussion on Result of Operation

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(Rs. in lakhs)

Particulars	21 Dec 2023-31Mar 2024	% of Total Income	April 2023-20 th Dec 2023	% of Total Income	Mar 31, 2023	% of Total Income	Mar 31, 2022	% of Total Income
Revenue from operations	599.66	100%	1700.70	98.23%	1674.68	99.99%	748.69	100%
Other income	-		30.55	1.76%	0.01	0.01%	-	

Total Income	599.66	100%	1731.25	100%	1674.69	100%	748.69	100%
Expenses								
Raw Material consumption	124.65	20.78%	2004.51		1531.88	91.47%	673.80	89.99%
Change in inventories of finished goods , work in progress and stock in trade	304.92	50.84%	(716.44)	41.38%	(129.36)	7.72%	(11.07)	0.14%
Employee Benefit Expenses	74.80	12.47%	174.35	10.07%	137.09	8.18%	40.76	0.054%
Finance Costs	25.15	4.19%	48.18	2.78%	4.81	0.28%	2.03	0.27%
Depreciation and Amortisation Expenses	6.55	1.09%	9.23	0.53%	12.88	0.76%	8.63	1.15%
Other Expenses	37.98	6.33%	78.24	4.51%	57.28	3.42%	40.94	5.46%
Total expenses	574.05	95.72%	1598.07	92.30%	1614.58	96.41%	755.08	-
Profit/(Loss)Before Exceptional & extraordinary items & Tax	25.61	4.27%	133.18	7.69%	60.11	3.58%	(6.39)	-
Exceptional and Extraordinary items	-		-		-		-	-
Profit/(Loss)Before Tax	25.61	4.27%	133.18	7.69%	60.11	3.58%	(6.39)	-
Tax Expense:								-
Tax Expense for Current Year	7.92	1.32%	46.54	2.68%	18.52	1.10%	-	-
Deferred Tax	(0.58)	0.096%						-
Net Current Tax Expenses	8.50	1.41%	46.54	2.68%	18.52	1.10%	-	-
Profit/(Loss)for the Year	17.10	2.85%	86.64	5.00%	41.59	2.48%	(6.39)	-

The Restated Profit after tax for the financial year 2023-24 was Rs. 103.74 Lakhs as compared to Restated Profit after Tax of Rs. 41.59 lakhs during the financial year 2022-23, representing a significant increase of 62.15%

Revenue from operations mainly consists of sale of Cashew Nuts.

Other Income:

Our other income primarily comprises of discount income, Export Incentives, interest income and other miscellaneous income.

Expenses:

Company's expenses consist of raw material consumption, change in inventories of finished goods, work in progress and Scrapped Goods, Employee benefits expense, Finance costs, Depreciation and amortization and other expenses.

Raw material consumption:

Our Raw Material consumption comprises primarily of Raw Cashew Nuts.

Change in inventories of finished goods, work in progress and Scrapped Goods:

Our changes in the inventory comprises of changes in the finished goods, work in progress.

Employee benefits expense:

Our employee benefits expense primarily comprises of Salary & Wages, Managerial Remuneration and Labour & Staff Welfare Expenses.

Finance Costs:

Our finance cost includes Interest expense and Other Borrowing cost.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Property, Plant & Equipments etc.

Other Expenses:

Our other expenses includes Manufacturing Expenses such as Electricity expenses, Repair and Maintenance charges, inspection charges, drawing & knotting charges, job work expenses, packing expenses, housekeeping expenses, canteen expenses, printing & stationery, security charges, Transportation charges etc.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED March 31, 2024

Total Income:

Total income for the period ended March 31, 2024 stood at Rs. 2330.91 Lakhs. The total income consists of revenue from operations and other income.

Revenue from Operations:

During the period ended March 31, 2024 the net revenue from operation of our Company was Rs. 2300.36 Lakhs. Revenue from operations mainly consists of sale of Cashew Nuts.

Other Income:

During the period ended March 31, 2024 the other income of our Company stood at Rs. 30.55 Lakhs.

Total Expenses

Company's expenses consist of raw material consumption, change in inventories of finished goods, work in progress and Scrapped goods, Employee benefits expense, Finance costs, Depreciation and amortization and other expenses. During the period ended March 31, 2024 the total expenses of our Company stood at Rs. 2172.12 Lakhs.

Raw material consumption:

During the period ended March 31, 2024 the Raw material consumption expenses of our Company stood at Rs. 2129.16 Lakhs. Our Raw Material consumption comprises primarily of Raw Cashew Nuts for manufacturing of Cashew Nuts.

Change in inventories of finished goods, work in progress and stock in trade:

Our changes in the inventory comprises of changes in the finished goods, work in progress and Scrapped Goods. During the period ended March 31, 2024 Change in inventories of finished goods, work in progress and scrapped goods of our Company stood at Rs. (411.53) Lakhs.

Employee benefits expense:

During the period ended March 31, 2024 the employee benefit expenses of our Company stood at Rs. 249.16 Lakhs. The main components of the employee benefit expenses are Salaries and wages, Managerial Remuneration and Labour & Staff welfare expenses.

Finance Costs:

During the period ended March 31, 2024 the Finance cost of our Company stood at Rs. 73.33 Lakhs. The main components of the finance costs consist of Interest expense and other borrowing cost.

Depreciation and Amortization Expenses:

During the period ended March 31, 2024 the Depreciation and amortization charges of our Company stood at Rs. 15.78 Lakhs.

Other Expenses:

During the period ended March 31, 2024 the Other Expenses of our Company stood at Rs. 125.21 Lakhs. Our other expenses include Manufacturing Expenses such as Electricity expenses, Repair and Maintenance charges, inspection charges, job work expenses, packing expenses, housekeeping expenses, canteen expenses, printing & stationery, security charges, Transportation charges etc.

Restated Profit before tax:

The Company reported Restated profit before tax for period ending March 31, 2024 of Rs. 158.79 Lakhs.

Restated profit after tax:

The Company reported Restated profit after tax for period ending March 31, 2024 of Rs. 103.74 Lakhs.

Comparison of Financial Year 2024 with Financial Year 2023 (Based on Restated Financial Statements)**Total Income**

Total income for the financial year 23-24 stood at Rs. 2300.91 Lakhs whereas in Financial Year 22-23 the same stood at Rs. 1674.69 Lakhs

Revenue from Operations:

Revenue from Operations for the F.Y. 2023-24 stood at Rs. 2300.36 Lakhs whereas in F.Y. 2022-23 the same stood at Rs. 1674.68 Lakhs representing an increase of 37.36%. The main reason for increase in revenue from operations were: Increase in demand of our product because of good quality of raw material and final produced goods, competitive prices, marketing strategies etc.

Other Income:

For F.Y. 2023-24, other income has been increased to Rs. 30.55 Lakhs as against Rs.10.43 Lakhs in the Financial Year 2022-23 representing an increase of which is mainly due to increase Rebate & discount received, foreign currency exchange rate fluctuation income, Insurance claim receipt.

Total Expenses:

For F.Y. 2023-24, total expenses has significantly increased to Rs. 2172.12 Lakhs from Rs.1614.58 Lakhs in the financial year 2022-23 representing an increase of 34.53%. Such increase was due to increase in the volume of business operations of the Company.

Raw material consumption:

For F.Y. 2023-24, raw material consumption was increased to Rs. 2120.16 lakhs from Rs. 1531.88 lakhs in the F.Y. 2022-23 representing an increase of 38.43%.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPEMENT

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.

In terms of the SEBI ICDR Regulations, the Company is required to disclose in the Draft Prospectus / Prospectus all outstanding (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) taxation matters (indirect and direct taxes); and (iv) other pending material litigation, involving our Company, our directors, our promoters and our group companies.

Our Board, in its meeting held on June 13, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) as per the following:

1. For the purposes of determining outstanding material litigation(s) involving the Company, five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year, is to be considered as the appropriate threshold for determination of material litigations of the Company. The Company has identified material litigation matters on the following parameters:

For outstanding litigation which may, or may, not have any impact on the future revenues of our Company:

(a) where the aggregate amount involved in such individual litigation exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year;

(b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed five per cent (5%) of the profit after tax and amount involved in all of such cases taken together exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year; and

(c) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed five per cent (5%) of the profit after tax and amount involved in all of such cases taken together exceeds five per cent (5%) of the profit after tax as per the latest audited financial statement, for the entire financial year; and

2. For the purposes of determining material litigation(s) involving our Directors, all outstanding litigation involving each Director shall be considered and if any such litigation has an adverse outcome and therefore, would materially and adversely affect the reputation, operations or financial position of the Company, it shall be considered as material litigation and accordingly, each of our directors shall identify and provide information relating to such outstanding litigation involving themselves.

A. LITIGATIONS INVOLVING THE COMPANY

Litigations or proceedings against the Company

1. Criminal Proceedings

There are no criminal proceedings against the company.

2. Civil Proceedings

There are no criminal proceedings against the company.

3. Action taken by Statutory/Regulatory Authorities

There is no action or proceedings by Statutory/Regulatory Authorities against the Company.

4. Tax proceedings under tax laws

There are no tax proceedings pending against the company.

5. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Company.

Litigations or Proceedings initiated by the Company

1. Criminal Proceedings

There are no criminal proceedings initiated by the company.

2. Civil or any other Litigations

There are no civil or any other Litigation proceedings initiated by the company.

B. LITIGATIONS INVOLVING THE PROMOTERS

Litigations Against the Promoters

1. Criminal Proceedings

There are no criminal or any other litigation pending against the Promoters.

2. Civil Proceedings

There are no civil proceedings pending against the Promoters.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Promoters.

4. Tax proceedings under tax laws

There are no tax proceedings pending against the Promoters of the Company.

5. Other Material Litigations

There are no Other Material Litigations against the Promoters of the Company.

Litigations initiated by the Promoters

1. Civil or other proceedings

There are no civil or any other litigation initiated by the Promoters.

2. Criminal Proceedings

There are no criminal proceedings initiated by the Promoters.

LITIGATION INVOLVING THE DIRECTORS

Litigation Against the Directors

1. Criminal Proceedings

There are no criminal proceedings against the Directors of the Company.

2. Civil Proceedings

There are no civil proceedings against the Directors of the Company.

3. Action taken by Statutory/Regulatory Authorities

There are no proceedings initiated by Statutory/Regulatory Authorities against the Directors.

4. Proceedings initiated by SEBI or Stock Exchanges

There are no proceedings initiated by SEBI or Stock Exchanges against the Directors of the Company.

5. Tax proceedings under tax laws

There are no tax proceedings pending against the Directors of the Company.

6. Other Material Litigations

There are no Other Material Litigations against the Directors of the Company.

Litigations initiated by the Directors

1. Civil or other proceedings

There are no civil or any other litigation initiated by any of the Directors.

2. Criminal Proceedings

There are no criminal proceedings initiated by any of the Directors.

LITIGATIONS INVOLVING SUBSIDIARIES OF THE COMPANY

NFP Sampoorna Foods Limited does not have any subsidiary.

LITIGATION INVOLVING GROUP COMPANIES

There are no outstanding litigations or show notices against the group companies.

B. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

(Rs. In Lacs)

TRADE PAYABLES-BILLED	As at 31st March, 2024	As at 20th December, 2023	As at 31st March, 2023	As at 31st March, 2022
Trade Payables - outstanding dues of MSME	0.00	0.00	0.00	0.00
Trade Payables - outstanding dues of Others	18.94	61.97	1.49	3.95
Total	18.94	61.97	1.49	3.95

Trade Payables ageing schedule:

	Particulars	Outstanding for following periods from due date of Payment			
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years
	As at 31 March, 2024				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	18.94	0.00	0.00	0.00
	Total	18.94	0.00	0.00	0.00
	As at 20th December, 2023				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	61.97	0.00	0.00	0.00
	Total	61.97	0.00	0.00	0.00
	As at 31 March, 2023				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	1.49	0.00	0.00	1.49
	Total	1.49	0.00	0.00	1.49
	As at 31 March, 2022				
(i)	Outstanding dues of MSME	0.00	0.00	0.00	0.00
(ii)	Outstanding dues of Others	3.95	0.00	0.00	3.95
	Total	3.95	0.00	0.00	3.95

C. 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 191 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the licenses, permissions, approvals, no-objections, certifications, registrations, (collectively "Approvals") from the Government of India and various statutory, regulatory, governmental authorities listed below, our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Draft Red Herring Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business. It must be distinctly understood that in granting these Approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals in Relation to Our Company's incorporation:

1. Certificate of Incorporation dated December 13, 2023 from the Registrar of Companies, Central Registration Centre, under the Companies Act, 2013 as "NFP Sampurna Foods Limited" (Corporate Identification No. U10793HR2023PLC117207).

Approvals in relation to the Issue

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on July 05, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated July 08, 2024, under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated August 29, 2024.

Approvals from Stock Exchange

1. Our Company has received in-principle listing approval from the SME Platform of NSE Limited (NSE Emerge) dated [●] for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated January 23, 2024 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.
2. The Company has entered into an agreement dated January 24, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals:

Sr. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Income Tax Department - (PAN)	AAJCN2963R	Income Tax Act, 1961	Permanent Account Number	Valid, till Cancelled

2.	Income Tax Department - (TAN)	RTKN10112E	Income Tax Act, 1961	Tax Deduction and collection Account Number	Valid, till Cancelled
3.	Central Board of Indirect Taxes & Customs (Sonipat, Haryana Branch)	06AAJCN2963R1ZP	The Central Goods And Services Tax Act, 2017.	GST Certificate, Haryana	Valid, till cancelled
4.	Central Board of Indirect Taxes & Customs (Delhi Branch)	07AAJCN2963R1ZN	The Central Goods And Services Tax Act, 2017.	GST Certificate, Delhi	Valid, till cancelled

Business Related Approvals

Sr. No.	Authority Granting Approval	Approval/ Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Ministry of Micro, Small and Medium Enterprises, Government of India*	UDYAM-HR-18-0034396	The Micro, Small and Medium Enterprises Development Act, 2006	Udyam Registration as Small Unit in Manufacturing	Valid, till cancelled
2.	Ministry of Commerce and Industry, Government of India*	AAJCN2963R	The Foreign trade (Development and Regulation) Act, 1992	Certificate Of Importer- Exporter Code (IEC)	Valid, till cancelled (Issued on 06 th January, 2024)
3.	Food Safety and Standards Authority of India**	License Number: 10021064000135	Food Safety and Standards Act 2006	Central License for General Manufacturing	Valid from 01/03/2024 till 28/02/2026
4.	Legal Entity Identifier India Limited	984500FE4070BF69T971	Companies Register (Ministry of Corporate Affairs) India	LEI Certificate	Valid from 17/01/2024 till 16/01/2025 (Renewal as on 17 th January, 2025 and automatic renewal upto 17 th January, 2029)
5.	Chief Inspector of Boilers Haryana	HA-7857	Section 7/8 of Indian Boilers Act – 1923	Certificate for use of Boiler	Valid from 18/04/2024 till 17/04/2025
6	Chief Inspector of Factories Haryana	SPT-ONLINE-CHD-N-450	Factories Act 1948	Factory License	Valid from 21/08/2024 till 31/12/2024

****Issued in the name of Partnership Firm “Nut and Food Processor” dated 01st March, 2021 and after conversion of Firm into Company dated 13th December, 2023, the licence was transferred/issued/modified in the name of Company with effect from 01st March, 2024**

Registrations related to Labour Laws:

Sr. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Registration Certificate issued under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952	HRKNL3153046000	Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employees Provident Fund Organisation Ministry of Labour	Valid, till cancelled
2.	Registration Certificate issued under the Employees State Insurance Act, 1948	13001205250001099	Employees State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation	Valid, till cancelled


Environmental Law Related Approvals

Sr. No.	Authority Granting Approval	Approval/Registration No.	Applicable Laws	Nature Of Approvals	Validity
1.	Haryana State Pollution Control Board *	313282622SONCTE28277427	Water (Prevention and Control of Pollution) Act 1974	Consolidated consent and Authorisation from Water (Prevention and Control of Pollution) Act 1974	Valid upto 31 st March, 2025
2.	Haryana State Pollution Control Board**	313282622SONCTO30031783	Air (Prevention and Control of Pollution) Act 1981	Consolidated consent and Authorisation from Air (Prevention and Control of Pollution) Act 1981	Valid upto 31 st March, 2025

* Consent has been issued on 13th November, 2021 in the name of Partnership Firm "Nut and Food Processor". After conversion of the Firm into Company- "NFP Sampoorna Foods Limited" with effect from 13th December, 2023. Company has filed application dated 22nd July, 2024 with Haryana State Pollution Control Board for transferring/ updating the name of the company, which is pending with the competent authority.

**Consent has been issued on 13th November, 2021 in the name of Partnership Firm "Nut and Food Processor". After conversion of the Firm into Company- "NFP Sampoorna Foods Limited" with effect from 13th December 2023. Company has filed application dated 22nd July, 2024 with Haryana State Pollution Control Board for transferring/ updating the name of the company, which is pending with the competent authority.

Intellectual Property

Sr. No	Brand Name/Logo Trademark	Class	Application Number	Owner	Date of Applied/Registration	Authority	Current Status/ Validity
1.		29	6540173	M/s. NFP Sampoorna Foods Limited	23/07/2024	Trade Marks Registry, Delhi	Under Process

Domain Name:

Sr. No	Domain Name and ID	Registrant Organisation	Creation Date	Registry Expiry Date
1.	www.sampoornanuts.com	GoDaddy.com, LLC	September 18, 2021	September 18, 2028

Certificates in the name of the company:

Sr. No.	Description	Certificate Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of registration for quality management compliant with ISO 9001:2015	IN/31401761/7291	ICV Assessments Pvt. Ltd.	02/02/2024	01/02/2027
2.	Certificate of registration for Food Safety Management Systems compliant with ISO 22000 : 2018	IN/44511788/1265	ICV Assessments Pvt. Ltd.	05/02/2024	04/02/2027

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OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated July 05, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue, by passing a Special Resolution at the Extra Ordinary General Meeting held on July 08, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide letter dated [●] to use the name of NSE in this Issue Document for listing of equity shares on the SME Platform of NSE Limited. NSE Emerge is the designated stock exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

We confirm that our Company, Promoter, Promoter Group and Directors have not been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoter, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoter, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoter, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.

PROHIBITION BY RBI

Neither our Company, nor Promoter, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers, by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 195 of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, Promoter and Promoter Group, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is an “unlisted issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible in terms of Regulation 228, 229(1) and 230 of SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue paid up capital shall not be more than ₹10.00 Crores and we may hence, Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange [in this case being the “SME Platform of NSE Limited”].

Our Company was originally incorporated as Public Limited, under the Companies Act, 2013 (“**Companies Act**”) in the name and style of “*NFP Sampoorna Foods Limited*” on December 13, 2023 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U10793HR2023PLC117207.

We confirm that:

In accordance with Regulation 246 the SEBI ICDR Regulations, the book running Book Running Lead Manager shall ensure that the Issue or shall file copy of the Red Herring Prospectus with SEBI along with relevant documents as required at the time of filing the Red Herring Prospectus to SEBI.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the total issue size. For further details, pertaining to said underwriting please refer to chapter titled “**General Information-Underwriting**” beginning on page 51 of this Draft Red Herring Prospectus.

In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Issue on the SME Platform of NSE Limited (NSE Emerge). For further details of the arrangement of market making please refer to chapter titled “**General Information**” beginning on page 44 and details of the Market Making Arrangements for this please refer to chapter titled “**The Issue**” beginning on page 39 of this Draft Red Herring Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within four 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 four working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations 2018, the Companies Act, 2013 and applicable laws. 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.

As per Regulation 229

(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and / or other eligibility conditions of NSE Limited (NSE Emerge) in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on December 13, 2023 under the provisions of the Companies Act, 2013 vide Certificate of Incorporation issued by the Registrar of Companies, Central Registration Centre.
2. As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up capital (face value) of ₹620.00 Lakhs comprising 62,00,000 Equity Shares of ₹10/- each and the Post Issue paid-up Capital (face value) will be ₹[●] Lakhs comprising [●] Equity Shares which shall be below ₹1,000.00 Lakhs.
3. Our Company confirms that it has track record of more than 3 years.

Our Company was originally formed and registered as a Partnership Firm under the Partnership Act, 1932 (“Partnership Act”) in the name and style of “M/s Nut and Food Processor”, pursuant to a deed of partnership dated 30th October, 2019. Thereafter “M/s Nut and Food Processor” was converted from Partnership Firm to a Limited Company under Part I (Chapter XXI) of the Companies Act, 2013 in the name of “NFP Sampoorna Foods Limited” and received a certificate of incorporation dated 13th December, 2023 issued by the Registrar of Companies, Central Registration Centre. Therefore, we are in compliance with criteria of having track record of 3 years.

4. As per the Restated Financial Statements, our company has operating profit (earnings before interest, depreciation and tax excluding other income) in two out of the three preceding financial year depicted as follows:

EBITA as per Restated financial statements:

(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 20.12.2023	As at 31.03.2023	As at 31.03.2022
EBITDA	56.73	160.04	77.79	4.26

5. As per the Restated Financial Statements disclosed in this Draft Red Herring Prospectus, the Net worth of our company (excluding revaluation reserves) as per Financial Statements is ₹637.10 Lakhs as at March 31, 2024, and hence is positive. The Net worth as at March 31, 2024 based on the Restated Financial Statements was calculated as the sum of share capital and reserves & surplus.

6. As per Restated Financial Statements disclosed in this Draft Red Herring Prospectus, the net tangible assets are ₹139.50 Lakhs as at March 31, 2024, The Net Tangible Assets as at March 31, 2024 based on the Restated Financial Statements was calculated as the net worth minus intangible assets.
7. The Leverage ratio (Total Debts to Equity) of the Company as on December 31, 2023 was 1.62:1 which less than the limit of 2:1.
8. Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
9. There is no winding up petition against the company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
10. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
11. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
13. Other Disclosures:
 - a. We have disclosed all material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter/promoting company(ies), group Company, companies promoted by the promoter/promoting company(ies) of our company in the Draft Red Herring Prospectus.
 - b. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, promoter/promoting company(ies), group Company, companies promoted by the promoter/promoting company(ies) during the past three years except as mentioned in the Draft Red Herring Prospectus.
 - c. We have disclosed the details of our company, promoter/promoting company(ies), group Company, companies promoted by the promoter/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter "**Outstanding Litigations and Material Developments**" beginning on page 195 of this Draft Red Herring Prospectus.
 - d. We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For Details, refer the chapter "**Outstanding Litigations and Material Developments**" beginning on page 195 of this Draft Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- a. The Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the NSE Emerge. NSE is the Designated Stock Exchange.
- b. Our Company has entered into an agreement dated January 24, 2024 with NSDL and agreement dated January 23, 2024 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be offered.
- c. The entire pre- Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d. The entire Equity Shares of the Company in dematerialization form.
- e. The fund requirements set out for the Objects of the Issue are proposed to be met entirely from the Net Proceeds.

Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter "**Objects of the Issue**" beginning on page 65 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable. Further, our Company confirms that it is not ineligible to make the Issue in terms of

Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter group or our directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is Promoters or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.
4. None of our Promoters or Directors is a fugitive economic offender.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED 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 THIS OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE OFFEROR DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, 3DIMENSION CAPITAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 29, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to the Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 33(1) and 33(2) of the Companies Act.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.sampoornanuts.com or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company, and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever,

including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares 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 Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Company, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Company, and our affiliates or associates for which they have received and may in future receive compensation

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Haryana only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company or that the information contained herein is correct as of any time subsequent to this date. No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

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 Regulations under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulations of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE EMERGE

NSE Limited ("NSE") has vide its letter dated [●] given permission to "NFP SAMPOORNA FOODS LIMITED" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("EMERGE platform") the Company's securities are proposed to be listed. NSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. NSE 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 NSE; 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 NSE. 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 NSE 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. 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 EMERGE 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 NSE/other regulatory authority. Any use of the EMERGE platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

FILING OF DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS WITH THE SEBI/ ROC

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 the Red Herring Prospectus/ Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, NCT of Delhi & Haryana.

LISTING

The Equity Shares Offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of NSE Limited. Application have been made to the NSE Emerge for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of NSE Limited after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from NSE vide letter dated [●] to use name of NSE in the Red Herring Prospectus for listing of equity shares on SME Platform of NSE Limited.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Issue Closing Date or such period as may be prescribed by SEBI.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE mentioned above are taken within three (3) Working Days of the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who-

i. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities,

or

ii. 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 otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013”

CONSENTS

Consents in writing of Our Directors, Our Promoter, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Book Running Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank*, Syndicate Members*, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained as required under Section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 26 & 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

**The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, 2018, M/s. Ajay K. Kapoor & Co., Chartered Accountants, Statutory Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Statement of Possible of Tax Benefits dated July 4, 2024.
- Report of the Auditor on the Restated Financial Information of the Company, which comprises of the Restated Balance Sheet, the Restated Profit and Loss Information and Restated Cash Flow Information for the period ended on ended 31st March 2024. 31st March 2023 and 31st March 2022 of the Company dated 4th July 2024.

EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “*Objects of the Issue*” beginning on page 65 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager.

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees, Brokerage and Selling Commission payable.

The total fees payable to the Book Running Lead Manager will be as per the (i) Memorandum of Understanding dated July 20, 2024 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/Issue Closing Date.

Fees Payable to the Registrar to the Issue.

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing

of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated June 29, 2024 a copy of which is available for inspection at our Company's Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST THREE YEARS

We have not made any rights to the public and public issues in the past, and we are an **“Unlisted Company”** in terms of the SEBI ICDR Regulations and this Issue is an **“Initial Public Offer”** in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST THREE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANY, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled **“Capital Structure”** beginning on page 55 of Draft Red Herring Prospectus, our Company has not made any capital issue during the previous three years.

Except as disclosed in Chapter titled **“Our Group Company”** beginning on page 154 of Draft Red Herring Prospectus, our Company has no other group company.

PERFORMANCE VIS-A-VIS OBJECTS

Our Company is an **“Unlisted Issuer”** in terms of the SEBI (ICDR) Regulations, and this Issue is an **“Initial Public Offering”** in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA OF EQUITY SHARES

This being an Initial Public Offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of three years from the date of listing and commencement of trading of the Equity Shares to enable the 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 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 non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the 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.

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**” beginning on page 46 of this Draft 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.

Our Company has also appointed Yashita Vasan, Company Secretary and Compliance Officer for the Issue. For details, see “**General Information**” beginning on page 44 of this Draft Red Herring Prospectus.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 7 (seven) days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints within 30 days of receipt of complaint or upon receipt of satisfactory documents.

Our Company shall, after filing of this Draft Red Herring Prospectus, obtain authentication on the SCORES in terms of the

SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.

Our Company has appointed Yashita Vasani, as the Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Offer. Contact details for our Company Secretary and Compliance Officer are as follows:

Yashita Vasani

Company Secretary and Compliance Officer

NFP Sampoorna Foods Limited

Address: House No. 9, Street No. 3, Tarsem Colony Jassian Road,

Ludhiana, Punjab-141001

Phone No: +91-7527889391

Email: compliance@sampoornanuts.com

Website: <https://www.sampoornanuts.com/>

Investors can contact the Compliance Officer or the Registrar in case of any pre-offer or post-offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Further, our Board by a resolution on June 13, 2024 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Praveen Goel	Non-Executive Director	Chairman
Ankur Sharma	Independent Director	Member
Yash Vardhan Goel	Managing Director	Member

For further details, please see the chapter titled **"Our Management"** beginning on page 135 of this Draft Red Herring Prospectus.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled **"Statement of Possible Tax Benefits"** beginning on page 80 of this Draft Red Herring Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in Section **"Business Overview"** beginning on page 95 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

CAPITALIZATION OF RESERVES OR PROFITS

Save and except as stated in **"Capital Structure"** beginning on page 55 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

There has not been any revaluation of assets since incorporation of the Company.

SERVICING BEHAVIOUR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS 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 his employment in our Company or superannuation.

Except as disclosed under chapter titled “**Our Management**” beginning on page 135 and chapter “**Restated Financial Statements**” beginning on page 157 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by **3DIMENSION CAPITAL SERVICES LIMITED**, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI, and the website of Lead Manager at www.3dcs.com.

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY 3DIMENSION CAPITAL SERVICES LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.								N. A.

SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar Day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date					
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%			
2023-24*																	N.A

Note: - (3Dimension Capital Services Limited) has recently started IPO Segment and does not have any listing of IPO with the exchange and hence do not have any data to disclose regarding of Price Information of Past Issues Handled)

For details regarding track record of the Lead Manager as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012, issued by the SEBI, please refer the website of the Lead Manager at: www.3dcs.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 Book Running Lead Manager at: www.3dcs.com. However, as on the date of this Draft Red Herring Prospectus, the BRLM has not had any issue being listed on any Stock Exchanges.

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.

No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

SECTION IX – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered pursuant to this Issue shall be subject to the provisions of the Companies Act 2013, SEBI (ICDR) Regulations 2018, SEBI (LODR) Regulations 2015, SCRA, SCRR 1957, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN / Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents / certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange(s), the RBI, RoC and / or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchange(s), the RoC and / or any other authorities while granting its approval for the Issue.

Please note that, in terms of 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 have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID19 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, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“UPI Phase III”). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

For details in relation to Offer expenses, see “Objects of the Issue” And “Other Regulatory and Statutory Disclosures” on page nos. 65 and 203, respectively

AUTHORITY FOR THE ISSUE

The present Public Issue of upto 24,41,115 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 05, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on July 08, 2024 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “Main Provision of the Articles of Association” beginning on page 257 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors. For further details in relation to dividends, please refer to sections titled, “*Dividend Policy*” and “*Main Provision of the Article of Association*”, beginning on page 153 and 257 respectively, of this Draft 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 is ₹[●] per Equity Share. The Floor Price is ₹[●] per Equity Share and at the Cap Price is ₹[●] per Equity Share, being the Price Band. The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Issue Price, Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs, and advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Hindi daily newspaper (Hindi being the regional language of Haryana, where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares, unless otherwise permitted by law.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- g) Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- h) Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI (LODR) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “*Main Provision of the Articles of Association*” beginning on page 257 of this Draft Red Herring Prospectus.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

In terms of provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies

Act, 2013 the Equity Shares to be allotted must 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. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of NSE Limited (“NSE Limited”) from time to time by giving prior notice to investors at large. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Company:

- a) Tripartite Agreement dated January 24, 2024 between NSDL, our Company and Registrar to the Company; and
- b) Tripartite Agreement dated January 23, 2024 between CDSL, our Company and Registrar to the Company;
- c) The ISIN no of the company is INE0T1501010.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakhs per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked within 6 Working days of closure of issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 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.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require

changing the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for 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 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 Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with BRLM, withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus with the Stock Exchange.

BID/ISSUE PROGRAM

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/Issue Opening Date	[●](1)
Bid/Issue Closing Date	[●](2)(3)
Finalization of Basis of Allotment with Designated Stock Exchange	On or before [●]
Initiation of refunds /unblocking of funds from ASBA Account*	On or before [●]
Credit of Equity Shares to demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on Stock Exchange	On or before [●]

1. *Our Company in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*
2. *Our Company in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
3. *UPI mandate end time and date shall be at 5:00 pm IST on Bid/Issue Closing Date, i.e. [●]*

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation / withdrawal / deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted / partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post issue LM shall be liable for compensating the Applicant at a uniform rate of ₹100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. 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, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

The above timetable other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation or liability on our Company or the BRLM.

Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to

the timelines. Further, the issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within three days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. The Shareholder, severally and not jointly, has specifically confirmed that it shall extend such reasonable support and co-operation required by our Company and the BRLM for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within such time as prescribed by SEBI.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors)

Bid 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

* UPI mandate end time and date shall be at 5.00 pm IST on Bid/Issue Closing Date

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 RIBs.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchange only for uploading Bids received by RIBs after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise; or blocking of application amount by SCSBs on receipt of instructions from the Sponsor Bank due to any errors, omissions, or otherwise non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in the UPI Mechanism.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

In case of revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, may extend the Bid/ Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in Price Band, and therevised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public announcement and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. In accordance with Regulation 260 (1) of ICDR Regulations, this Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of 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 offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum. In the event of an under-subscription in the Offer, Equity Shares offered pursuant to the Fresh Issue shall be allocated in the Issue prior to the Equity Shares offered pursuant to the Offer for Sale.

If our Company does not receive the subscription of 100% of the Issue through this Offer document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond 8 days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

In accordance with 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 fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of Issue.

Further in accordance with Regulation 260 (1) 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 this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1.00 Lakhs (Rupees One Lakhs) 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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NO RESERVATION FOR ELIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

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.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by e NSE Emerge (SME Platform of NSE) from time to time by giving prior notice to investors at large.

However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on e NSE Emerge (SME Platform of NSE).

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters’ Contribution in the Issue as detailed in the chapter “*Capital Structure*” beginning on page 55 of this Draft Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled “*Main Provision of the Articles of Association*” beginning on page 257 of this Draft Red Herring Prospectus.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

In accordance with the NSE Circular dated March 10, 2014, which is further revised vide circular no. NSE/SME/37551 dated April 18, 2018, NSE/SME/47077 dated January 21, 2021 and NSE/SME/56427 dated April 20, 2023. our Company will have to be mandatorily listed and traded on the SME Platform of the NSE for a period of 3 (Three) years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

1. If the Paid up Capital of the Company is likely to increase above ₹ 25 Crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postalballot where in the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board; or
2. If the Paid-Up Capital of our Company is more than ₹10.00 Crore and up to ₹25.00 Crore, our company may still apply for migration to the Main Board. If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this issue are proposed to be listed on the SME Platform of NSE Limited, wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of NSE Limited for a minimum period of three years from the date of listing of shares offered through this Draft Red Herring Prospectus. For further details, of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker; please see “*General Information*” beginning on page 44 of this Draft Red Herring Prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Haryanvi edition newspaper (Hindi being the regional language of Haryana) with wide circulation where the Registered Office of our Company is situated.

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.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is Upto ₹10 Crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of National Stock Exchange of India Limited i.e. NSE EMERGE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of Issue*” and “*Issue Procedure*” beginning on page 214 and 227 respectively of this Draft Red Herring Prospectus.

ISSUE STRUCTURE

This Issue comprised of Initial Public upto 24,41,115 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 ₹[●] Lakh (“**The Issue**”) by our Company. The Issue comprises a reservation of [●] Equity Shares of face value of ₹10.00/- 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 to Public of [●] Equity Shares of face value of ₹10.00/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs (“**the Net Issue**”). The Issue and the Net Issue will constitute [●]% and [●]%, respectively of the post Issue e paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
Number of Equity Shares available for allocation or allotment ⁽²⁾	Upto [●] Equity Shares.	Not more [●] Equity Shares.	Not less than [●] Equity Shares available for allocation	Not less than [●] Equity Shares available for allocation
Percentage of Issue Size available for Allocation or allotment	[●] % of the Issue Size.	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 will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of Net Issue.	Not less than 35% of Net Issue.
Basis of Allotment ⁽³⁾	Firm allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares. For details, see “ <i>Issue Procedure</i> ” beginning on page 227 of this	Proportionate basis subject to minimum allotment of [●] Equity Shares. For details, see “ <i>Issue Procedure</i> ” beginning on page 227 of this Draft Red Herring Prospectus.

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
		<p>Mutual Funds only; and</p> <p>(b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of QIB Portion (of upto [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	Draft Red Herring Prospectus.	
Mode of Bid	Only through ASBA Process	ASBA only except for Anchor Investors ⁽⁴⁾	Only through ASBA Process	Through ASBA Process, Through Banks or by using UPI ID for payment
Mode of allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹2.00 Lakhs.	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the Anchor portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹2.00 Lakhs.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
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 and in multiples thereof

Particulars	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors/Bidders	Retail Individual Investors/Bidders
Who can apply	Market Maker	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹2500 lakhs, pension fund with minimum corpus of ₹2500 lakhs, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs, in accordance with applicable laws including FEMA Rules.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts, FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹2.00 Lakhs in value.
Terms of Payment	<p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p> <p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids. ⁽⁵⁾</p>			
Mode of Bid	Only through the ASBA process.			

(1) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00

Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.

- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI ICDR Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- (4) Anchor Investors are not permitted to use the ASBA process.
- (5) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (6) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.
- (7) SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIBs and RIBs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

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

- (1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- (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.

The Bids by FPIs with certain structures as described under “**Issue Procedure**” beginning on page 227 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws. Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

In case of any revision in the Price Band, the Bid/ Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public announcement and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the “General Information Document”) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the 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 Issue 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.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, including the reduction of time period for unblocking of application monies from 15 days to four days. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus.

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 NSE Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on www.nseindia.com. For details on their designated branches for submitting Application Forms, please see the above mentioned website of SME Platform of NSE Limited (“NSE EMERGE”).

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 Book Running Lead Manager 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 this 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.

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, anRII 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 Exchanges and the Book Running Lead Manager.

BOOK BUILDING PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except 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. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares 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.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/ Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Issue through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- I. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

- II. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- III. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour of Application Form
Anchor Investor**	White
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 NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*Electronic Bid cum Application Form will also be available for download on the website of the NSE Limited (www.nseindia.com).

** Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

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 the 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:

For Applications submitted by Investors to SCSB:	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.
For applications submitted by investors to intermediaries other than SCSBs:	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.
For applications submitted by investors to 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. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the 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, without prior or subsequent notice of such changes to the Bidders.

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centers, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE Limited (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian national's resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant:

XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs would be considered at par with those from individuals;

- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant’s category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- r) National Investment Fund set up by Resolution No. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- s) Insurance funds set up and managed by army, navy or air force of the Union of India;
- t) Multilateral and bilateral development financial institution;
- u) Eligible QFIs;
- v) Insurance funds set up and managed by army, navy or air force of the Union of India;
- w) Insurance funds set up and managed by the Department of Posts, India;
- x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 nonresident 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 Issuer 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 BRLMs 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 Financial Express English national newspaper, all editions of Hindi national newspaper [●] Regional newspaper [●] 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 [●] Regional newspaper [●] 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) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) 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.
- d) 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”.
- e) Except in relation to the Bids received from the Anchor Investors, 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.
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one

working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “**Issue Procedure**” beginning on page 227 of this Draft Red Herring Prospectus.
- h) 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.
- i) 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.
- j) 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.
- k) 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.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

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 maybe on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

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) 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 ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1) (ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under- subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 Lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 12) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRI'S

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the 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. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI 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.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

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 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot

invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation 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.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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.

BIDS BY HUFs

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 Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non - Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non- Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

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 reserves the right to reject any bid without assigning any reason thereof.

Limited liability partnerships can participate in the Issue only through the ASBA process.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided

Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company.

Provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds.

- No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- a. Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b. The entire group of the investee Company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c. the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a. With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b. With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c. With respect to applications made by provident funds with minimum corpus of ₹25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d. With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the 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.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

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 which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' 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 if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make

- (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and
- (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the 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 Draft 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.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “NFP Sampoorna Foods Limited IPO - Anchor Account - R”.
- b. In case of Non-Resident Anchor Investors: “NFP Sampoorna Foods Limited IPO - Anchor Account- NR”
- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

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 offer an electronic facility for registering applications for the Issue. This facility will be 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 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:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code

Sr. No.	Details*
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by 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 SCSBbranch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a 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 centres 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 and the Anchor Investor 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 under-subscription 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.
- f. Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- a. Our company has entered into an Underwriting Agreement dated [●].
- b. A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be registered with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

PRE - ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Red Herring Prospectus with the ROC, publish a Pre - Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper i.e. [●]; (ii) Hindi National Newspaper i.e. [●] and (iii) Regional Newspaper i.e. [●] each with wide circulation. In the pre - Issue advertisement, we shall state the Bid Opening Date and the Bid/ Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This 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 Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will Issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

GENERAL INSTRUCTIONS

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/ Issue period and withdraw their Bids until Bid/ Issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
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;
6. If the first applicant is not the 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;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. 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;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by person's 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;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. 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 via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by 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 submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not Bid for Equity Shares in excess of what is specified for each category;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. 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 Applicant;
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 by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

OTHER INSTRUCTIONS FOR THE BIDDERS

Joint Bids

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

Investor Grievance

In case of any Pre - Issue or Post Issue related problems regarding demat credit / refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

Submission of Bids

- a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

GROUND OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firmas such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;

- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant 's identity (DP ID) and the beneficiary 's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GUID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BIDCUM 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 and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. 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.

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

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) 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.

d. Allotment to Anchor Investor (If Applicable)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:
 - i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii) 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 price at which allocation is being done to other Anchor Investors; and
 - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to ₹2 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹2 crores and up to ₹25 crores subject to minimum allotment of ₹1 crores per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.
- e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed:

Basis of Allotment 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 SME Platform of NSE Limited i.e., NSE Emerge (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 DRHP.

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 NSE.

The Executive Director / Managing Director of NSE - 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 4 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 transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 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. www.bseindia.com and NSE i.e. www.nseindia.com with a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from 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. www.bseindia.com and NSE i.e. www.nseindia.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 from 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 1 (One) 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 NSE Emerge platform 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 1 (One) 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.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders 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."

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within Three (3) working days from Issue Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue the Bid/ Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/ Issue Closing Date, our Company shall be required to file a fresh Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to

proceed with the Issue;

- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Tripartite Agreement dated January 24, 2024 between NSDL, the Company and the Registrar to the Issue;
- b. Tripartite Agreement dated January 23, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0T1501010.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. See “*Issue Procedure*” beginning on page 227 of this Draft 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. See “*Issue Procedure*” beginning on page 227 of this Draft 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 X: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE
ARTICLES OF ASSOCIATION
OF
NFP SAMPOORNA FOODS LIMITED
(Incorporated under Companies Act, 2013)
(COMPANY LIMITED BY SHARES)**

Sr. No	Particulars
1	Subject as hereinafter provided, the regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company with appropriate modifications.
INTERPRETATION	
2	<p>(i) In these regulations:</p> <p>(a) The Act means the Companies Act, 2013.</p> <p>(b) Articles shall mean these Articles of Association as originally framed or, as from time to time altered by Special Resolution.</p> <p>(c) Board means the collective body of the directors of the company.</p> <p>(d) Company means NFP SAMPOORNA FOODS LIMITED*.</p> <p>(e) Director means a director appointed to the Board of a Company.</p> <p>(f) Document shall include summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.</p> <p>(g) Electronic mode shall mean any communication sent by a company through its authorized and secured computer Programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member.</p> <p>(h) Financial Year means the period ending on 31st day of March every year.</p> <p>(i) Member means the subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of member</p> <p>(ii) Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the Company</p> <p>(iii) Every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a depository.</p> <p>(j) Postal ballot shall mean voting by post or through any electronic mode.</p> <p>(k) Share shall mean a share in the share capital of a Company and includes stock.</p> <p>(l) Video conferencing or other audio-visual means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.</p> <p>(ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p> <p>I. CONSTITUTION OF THE PUBLIC COMPANY The Company is a Public Limited Company as per Section 2(71) of the Companies Act, 2013 means a company which-</p> <p>(a) is not a private company; Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;</p>
SHARE CAPITAL AND VARIATION OF RIGHTS	
3.	<p>a. The authorized share capital of the Company shall be such amount and of such description as is stated for the time being or at any time under Clause 5 of the Company's Memorandum of Association with rights, privileges and conditions attached thereto as per the relevant provisions contained in this behalf in these presents and with power to increase or reduce the capital and to divide the share in the capital of the company for the time being, into different classes as may be specified under the Act from time to time.</p> <p>b. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall</p>

	be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
4.	<p>i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -- one certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of Twenty rupees for each certificate after the first.</p> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up 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 of several joint holders shall be sufficient delivery to all such holders</p>
5.	If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
6.	Except as required by law no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or be compelled in any way to 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 (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
7.	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 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 that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
8.	If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
9.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
10.	Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
	LIEN
11.	The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any

	share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
12.	The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
13.	To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14.	The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.
	CALLS ON SHARES
15.	The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.
16.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
17.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
19.	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20.	The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and b. upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance.
	TRANSFER OF SHARES
21	The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22	The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

23.	The Board may decline to recognise any instrument of transfer unless. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 b. the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and c. the instrument of transfer is in respect of only one class of shares.
24.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
TRANSMISSION OF SHARES	
25	On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognized by the company as having any title to his interest in the shares Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
26.	Any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.
27	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
28	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends bonuses or other monies payable in respect of the share until the requirements of the notice have been complied with.
29.	In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
FORFEITURE OF SHARES	
30.	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
31.	The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.

32	If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
33	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
34	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
35	A duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of The transferee shall thereupon be registered as the holder of the share and The transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.
36.	The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.
ALTERATION OF CAPITAL	
37.	The company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
38.	Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
39.	Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.
40.	The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.
CAPITALISATION OF PROFITS	
41.	The company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such

	sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
42.	Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members
	BUY-BACK OF SHARES
43.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the company may purchase its own shares or other specified securities.
	GENERAL MEETINGS
44.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
45.	The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
	PROCEEDINGS AT GENERAL MEETINGS
46.	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.
47.	The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.
48.	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.
49.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.
50.	In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.
	ADJOURNMENT OF MEETING

51.	The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
VOTING RIGHTS	
52.	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
53.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
54.	In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
55.	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.
56.	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
57.	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
58.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
PROXY	
59.	The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
60.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
61.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
BOARD OF DIRECTORS	
62.	The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. 1. Praveen Goel 2. Anju Goel 3. Yash Vardhan Goel
63.	The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue

	from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.
64.	The Board may pay all expenses incurred in getting up and registering the company.
65.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
66.	All cheques promissory notes drafts hundis bills of exchange and other negotiable instruments and all receipts for monies paid to the company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine
67.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
68.	Subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
	PROCEEDINGS OF THE BOARD
69.	The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
70.	Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
71.	The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the company but for no other purpose.
72.	The Board may elect a chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.
73.	The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
74.	A committee may elect a chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
75.	A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

76.	Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
77.	In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.
	CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER
78.	Subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer
79.	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 manager company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of chief executive officer manager company secretary or chief financial officer.
	THE SEAL
80.	The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
	DIVIDENDS AND RESERVE
81.	The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
82.	Subject to the provisions of section 123 the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
83.	The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve
84.	Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
85.	The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
86.	Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant

	sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
87.	Any one of two or more joint holders of a share may give effective receipts for any dividends bonuses or other monies payable in respect of such share.
88.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
89.	No dividend shall bear interest against the company.
	ACCOUNTS
90.	The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	WINDING UP
91.	Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
	INDEMNITY
92.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
	OTHERS
93.	•

SECTION XI- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus/Prospectus to be delivered to the RoC for filing and also the documents for inspection referred to hereunder, may be inspected at the Registered office: C/O Ashok Gupta Nathupur, P.S.Rai, Sonipat, Haryana, India, 131029, from the date of filing the Red Herring Prospectus with RoC to Issue Closing Date on working days from 11.00 a.m. to 5.00 p.m. Also, the below-mentioned contracts and also the documents are available for inspection online at website of Company i.e. www.sampoornanuts.com.

MATERIAL CONTRACT

1. Issuer Agreement dated July 20, 2024 between our company and the Book Running Lead Manager.
2. Registrar Agreement dated June 29, 2024 between our company and the Registrar to the Issue.
3. Market Making Agreement dated [●] between our company, the Book Running Lead Manager and the Market Maker.
4. Bankers to the Issue Agreement dated [●] between our Company, the Book Running Lead Manager, Banker(s) to the Issue and Refund Banker and the Registrar to the Issue.
5. Underwriting Agreement dated [●] between our company and the Underwriters.
6. Tripartite Agreement among NSDL, our company and the registrar to the issue dated January 24, 2024.
7. Tripartite Agreement among CDSL, our company and the registrar to the issue dated January 23, 2024.
8. Syndicate Agreement dated [●] between our Company, Book Running Lead Manager and Syndicate Member.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certified true copy of Certificate of Incorporation dated December 13, 2023 issued by Registrar of Companies, Central Registration Centre.
3. Resolutions of the Board of Directors dated July 05, 2024 in relation to the Issue and other related matters.
4. Shareholders' resolution dated July 08, 2024 in relation to the Issue and other related matters.
5. Copies of Restated Financial Statements of our Company for the period ended March 31, 2024, March 31, 2023, and March 31, 2022
6. Statutory Auditors Report dated July 4, 2024 on the Restated Financial Statements for the financial years for the year ended on March, 2024, for the period/year ended on December 20, 2023, March 31, 2023 and March 31, 2022
7. Statement of Tax Benefits dated July 04, 2024 issued by our Statutory Auditors M/s. Ajay K. Kapoor & Company., Chartered Accountants.
8. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Management Personnel, Statutory Auditor/ Peer Review Auditor, Banker(s) to the Company, Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue and Underwriter to act in their respective capacities.
9. Certificate on KPI's issued by our statutory auditors namely M/s. Ajay K. Kapoor & Company., Chartered Accountants dated July 04, 2024.
10. Due diligence certificate dated August 29, 2024 from Book Running Lead Manager to the Issue.

11. Board Resolution dated August 29, 2024 for approval of Draft Red Herring Prospectus, dated [●] for approval of the Red Herring Prospectus and dated [●] for approval of the Prospectus
12. In Approval from NSE Limited vide letter dated [●] to use the name of NSE Limited in this Offer Document for listing of Equity Shares on the NSE Emerge (SME Platform of NSE Limited).

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Name	Designation	Signature
Praveen Goel	Non-Executive Director	Sd/-
Yash Vardhan Goel	Managing Director	Sd/-
Anju Goel	Whole Time Director	Sd/-
Rajesh Arora	Independent Director	Sd/-
Ankur Sharma	Independent Director	Sd/-

SIGNED BY THE CFO AND CS OF OUR COMPANY

Name	Designation	Signature
Anil Kumar Gupta	Chief Financial Officer	Sd/-
Yashita Vasani	Company Secretary and Compliance Officer	Sd/-

Place: August 29, 2024

Date: Haryana