



(Please scan this QR code
to view the Prospectus)



ITALIAN EDIBLES LIMITED

(Formerly Known as Italian Edibles Private Limited)

Corporate Identification Number: U15141MP2009PLC022797

Registered Office		Contact Person	Email and Telephone	Website
309/1/1/8 Block No.03, Mangal Udhayog Nagar, Gram Palda, Indore 452020, Madhya Pradesh, India		Ms. Sunila Kalra (Company Secretary & Compliance Officer)	Email: italian_edibles@yahoo.com Tel No.: +91 9826298268	www.ofcoursegroup.com
PROMOTERS OF OUR COMPANY: MR. AJAY MAKHIJA AND MR. AKSHAY MAKHIJA				
DETAILS OF ISSUE TO PUBLIC				
Type	Fresh Issue Size	Total Issue Size	Eligibility 229(1) / (2) & Share Reservation among NII & RII	
Fresh Issue	39,20,000 Equity Shares at the Issue Price of Rs.68 each aggregating Rs 2665.60 Lakhs	39,20,000 Equity Shares at the Issue Price of Rs.68 each aggregating Rs 2665.60 Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. The Issue is being made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations, as the Company's post issue paid up capital is more than Rs. 10.00 Cr.	
RISKS IN RELATION TO THE FIRST ISSUE				
This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10/- each and the Issue Price of Rs. 68 is 6.8 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 76 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
GENERAL RISK				
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 20 of this Prospectus.				
ISSUER'S ABSOLUTE RESPONSIBILITY				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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 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 this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("Emerge Platform of NSE"). For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited ("NSE").				
LEAD MANAGER TO THE ISSUE			REGISTRAR TO THE ISSUE	
				

Name of the Lead Manager to the Issue FIRST OVERSEAS CAPITAL LIMITED	Name of Contact Person: Mr. Rushabh Shroff/ Ms. Mala Soneji Tel No.: +91 22 40509999 Email: mb@focl.in	Name of the Registrar to the Issue BIGSHARE SERVICES PRIVATE LIMITED	Name of Contact Person Mr. Vinayak Morbale Tel No.: +91 22 6263 8200 E-mail: ipo@bigshareonline.com
ISSUE PROGRAMME			
ISSUE OPENS ON: FEBRUARY 02, 2024; FRIDAY		ISSUE CLOSSES ON: FEBRUARY 07, 2024; WEDNESDAY	

Prospectus
Dated: January 25, 2024
Fixed Price Issue

Please read section 26 and 32 of the Companies Act, 2013



ITALIAN EDIBLES LIMITED

(Formally Known as Italian Edibles Private Limited)

Corporate Identification Number: U15141MP2009PLC022797

Our Company was originally incorporated as Italian Edibles Private Limited on December 16, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh and Chattisgarh. Subsequently, the name of the company was changed from "Italian Edibles Private Limited" to "Italian Edibles Limited" under The Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on September 06, 2023 and had obtained fresh certificate of incorporation dated September 21, 2023 issued by the Registrar of Companies, Gwalior. The CIN of the Company is U15141MP2009PLC022797. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled 'History and Certain Corporate Matters' beginning on page no. 119 of this Prospectus.

Registered Office: 309/1/1/8 Block No.03, Mangal Udhog Nagar, Gram Palda, Indore-452020, Madhya Pradesh, India; **Tel. No.:** +91 9826298268; **Email:** italian_edibles@yahoo.com; **Website:** www.ofcoursegroup.com; **Contact Person:** Ms. Sunila Kalra, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: MR. AJAY MAKHIJA AND MR. AKSHAY MAKHIJA
<p>INITIAL PUBLIC ISSUE OF 39,20,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF ITALIAN EDIBLES LIMITED ("OUR COMPANY" OR "THE ISSUER COMPANY") FOR CASH AT A PRICE RS. 68/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS.58/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. 2665.60 LAKHS ("THE ISSUE"), OUT OF WHICH 2,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR A CASH PRICE OF RS. 68/- PER EQUITY SHARE, AGGREGATING TO RS. 136.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 37,20,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. 68/- PER EQUITY SHARE AGGREGATING TO RS. 2529.60 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.53 % AND 25.17 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 225 OF THIS PROSPECTUS.</p>
<p>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE 233 OF THE PROSPECTUS.</p>
<p>All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 32 of the Companies Act, 2013. For details in this regards, specific attention is invited to "Issue Procedure" on page 233. A copy of the Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.</p>
THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE OF Rs. 68.00 IS 6.8 TIMES OF THE FACE VALUE
RISKS IN RELATION TO THE FIRST ISSUE
<p>This being the first issue of the Issuer, there has been no formal market for the securities of our Company. The face value of the Equity Shares of our Company is ₹10.00. The Issue Price should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.</p>
GENERAL RISK
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the statement of 'Risk Factors' given on page 20 under the section 'General Risks'.</p>
ISSUER'S ABSOLUTE RESPONSIBILITY
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this 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 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</p>

of which makes this 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 this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“Emerge Platform of NSE”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated January 12, 2024 from National Stock Exchange of India Limited (“NSE”) for using its name in the offer document for listing of our shares on the Emerge Platform of NSE. For the purpose of the Issue, the Designated Stock Exchange will be National Stock Exchange of India Limited (“NSE”). A copy of Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of Companies Act, 2013.

LEAD MANAGER TO THE ISSUE



FIRST OVERSEAS CAPITAL LIMITED
1-2 Bhupen Chambers, Dalal Street, Fountain,
Mumbai – 400 001, Maharashtra, India
Tel No.: +91 22 4050 9999
Email: mb@focl.in
Investor Grievance Email: investorcomplaints@focl.in
Website: www.focl.in
Contact Person: Mr. Rushabh Shroff/ Ms. Mala Soneji
SEBI Registration No: INM000003671

REGISTAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED
S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to
Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India
Tel. No.: +91 22 6263 8200
Email: ipo@bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Vinayak Morbale
SEBI Registration No.: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: FEBRUARY 02, 2024; FRIDAY

ISSUE CLOSES ON: FEBRUARY 07, 2024; WEDNESDAY

Contents

SECTION	I	-	GENERAL
.....			1 DEFINITIONS AND
ABBREVIATIONS			1 PRESENTATION
OF FINANCIAL, INDUSTRY AND MARKET DATA			13 FORWARD
LOOKING STATEMENT			15 SECTION
II – SUMMARY OF THE ISSUE DOCUMENT			16
SECTION III – RISK FACTORS			
20	SECTION	IV	-
.....			INTRODUCTION
.....			41 THE ISSUE
.....			41
SUMMARY OF FINANCIAL INFORMATION			
42	SECTION	V-	GENERAL
.....			INFORMATION
.....			46 SECTION VI- CAPITAL STRUCTURE
.....			54 SECTION VII – PARTICULARS OF
THE ISSUE			66 OBJECTS OF THE
ISSUE			66 BASIS FOR
ISSUE PRICE			76
STATEMENT OF TAX BENEFIT			
81	SECTION	VIII	-
US			84 ABOUT
OVERVIEW			84 INDUSTRY
BUSINESS OVERVIEW			
91	KEY	INDUSTRY	REGULATIONS
.....			AND
.....			POLICIES
.....			109 HISTORY AND CERTAIN CORPORATE
MATTERS			119 OUR MANAGEMENT
.....			123 OUR PROMOTER
AND PROMOTER GROUP			135 OUR GROUP
COMPANIES/ ENTITIES			140 RELATED
PARTY TRANSACTIONS			141
DIVIDEND POLICY			
142	SECTION	IX	-
.....			FINANCIAL
.....			143 RESTATED
INFORMATION			FINANCIALS
.....			143
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF			
OPERATIONS			
188			
STATEMENT OF FINANCIAL INDEBTEDNESS			
198	SECTION	X-	LEGAL
.....			AND
.....			OTHER
.....			INFORMATION
.....			199 OUTSTANDING LITIGATIONS AND MATERIAL
DEVELOPMENTS			199 GOVERNMENT AND OTHER
APPROVALS			205 SECTION XI- OTHER
REGULATORY AND STATUTORY DISCLOSURES			210 SECTION XII -
ISSUE RELATED INFORMATION			225 TERMS OF
THE ISSUE			225 ISSUE
STRUCTURE			230
ISSUE PROCEDURE			
233	RESTRICTIONS	ON	FOREIGN
.....			OWNERSHIP
.....			OF INDIAN
.....			SECURITIES
.....			261 SECTION – XIII MAIN PROVISIONS OF THE ARTICLES OF
ASSOCIATION			262 SECTION XIV – OTHER INFORMATION
.....			309 MATERIAL CONTRACTS AND
.....			309 DECLARATION
.....			311

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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 Prospectus, but not defined herein shall have 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 ‘Risk Factors’, ‘Statement of Tax Benefits’, ‘Industry Overview’, ‘Business Overview’, ‘Key Regulations and Policies in India’, ‘Restated Financial Statements’, ‘Outstanding Litigation and Material Developments’, ‘Issue Procedure’, and ‘Main Provisions of Articles of Association’ beginning on page nos. 20, 109, 84, 91, 108, 143, 199, 233, and 262 respectively, shall have the meanings ascribed to such terms in the respective sections.

I. CONVENTIONAL / GENERAL TERMS

Italian Edibles Limited/ Italian Edibles /IEL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer Company	Unless the context otherwise indicates or implies refers to Italian Edibles Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at 309/1/1/8 Block No.03, Mangal Udhyog Nagar, Gram Palda, Indore-452020, Madhya Pradesh, India
--	---

TERM	DESCRIPTION
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of Italian Edibles Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Auditors/ Statutory Auditors/ Statutory Auditors of the Company	The Statutory & Tax Auditors of our Company, being M/s Maheshwari & Gupta, Chartered Accountant.
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Chief Executive Officer	Chief Executive Officer of our Company in this case being, Mr. Akshay Makhija
Chief Financial Officer	Chief Financial Officer of our Company in this case being, Mr. Satyanarayan Rawat
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company is Ms. Sunila Kalra
Director(s)	Director(s) of our Company unless otherwise specified

Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option
FV	Value of paid-up Equity Capital per Equity Share, in this case Rs. 10/- each.
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoter) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under

1

TERM	DESCRIPTION
	the applicable accounting standards, and any other companies as considered material by our Board, such entities as are included in the Chapter in ‘Our Promoter Group and Group Companies / Entities’ beginning on page no. 135 of this Prospectus.
Independent Director	A non-executive and independent director of our Company appointed as per Section 149(6) the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. For details, please refer to the chapter titled “Our Management” beginning on page no. 123 of this Prospectus.
Key Managerial Personnel / KMP	The personnel are listed as Key Managerial Personnel our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled ‘Our Management’ beginning on page no. 123 of this Prospectus.
Managing Director	Managing Director of our Company in this case being, Mr. Ajay Makhija
Materiality Policy	The policy adopted by our Board on September 25, 2023 identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, re-constituted on January 01, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no. 123 of this Prospectus
NRIs/Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s Maheshwari & Gupta, Chartered Accountants
Promoter/ Promoters of our Company	Promoters of our Company are Mr. Ajay Makhija and Mr. Akshay Makhija

Promoter Companies/ Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in 'Our Promoter Group And Group Companies / Entities' beginning on page 135 of this Prospectus.
Registered Office	The Registered Office of our Company which is located at 309/1/1/8 Block No.03, Mangal Udhog Nagar, Gram Palda, Indore-452020, Madhya Pradesh, India
Registrar of Companies	3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India
Restated Financial Statements	The financial information of the Company which comprises of the restated financial statement of Assets and Liabilities, Profit and Loss and Cash Flows for the period ended August 31, 2023 and for the Financial Years March 31, 2023, 2022 and 2021 and the related notes, schedules and annexures thereto included in this Prospectus, which have been prepared in accordance with Section 133 of the Companies Act, 2013, and restated in accordance with the SEBI ICDR Regulations.
SME Exchange	Unless the context otherwise requires, refer to the Emerge Platform of National Stock Exchange of India Limited
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in "Our Management" beginning on page no. 123 of this Prospectus.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations

ISSUE RELATED TERMS

TERM	DESCRIPTION
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity Shares	Unless the Context otherwise requires, the allocation of Equity Shares pursuant to this Issue to successful Applicants.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee's	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.

Application Collecting Intermediary	1) a 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') (and 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') (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by all applicants to make a Bid authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by RIIs using UPI Mechanism.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Draft Prospectus.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled "General Information" beginning on page no. 45 of this Prospectus.
Banker(s) to the Issue/ Escrow Collection Bank(s)/Public Issue Bank/ Refund Banker	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being HDFC Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled 'Issue Procedure' beginning on page 233 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. the details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the NSE- www.nseindia.com
Business Day	Monday to Friday (except public holidays)

TERM	DESCRIPTION
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account

Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/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 Lead Manage, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details and UPI (If applicable)
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as Amended from time to time.
Designated CDP Location	Such locations of the CDPs where Applicants 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 website of the Stock Exchange.
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Offer Account or unblock such amounts, as appropriate in terms of the Prospectus.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker / Market Maker	In our case, Nikunj Stock Brokers Limited
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange
Designated SCSB Branches	Such branches of the SCSBs which collected the ASBA Application Form from the applicants and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange/ Emerge Platform of NSE /National Stock Exchange	Emerge Platform of the National Stock Exchange of India Limited (NSE EMERGE)

TERM	DESCRIPTION
Draft Prospectus	The Draft Prospectus dated October 12, 2023 issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulation, 2018
Escrow Agreement	Agreement dated January 15, 2024 entered in to amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue/ Escrow Collection Bank(s) for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Reconstitutes an invitation to subscribe to the Equity Shares offered herein.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors 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 offered thereby and who have opened dematerialized accounts with SEBI registered qualified depository participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being [•].
First/Sole Applicant	The Applicant whose name appears first in the Application Form or 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.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
	Investor / FPIs Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (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, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no.(SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and circular no.(SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM

Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 39,20,000 Equity Shares of Rs. 10/- each fully paid of Italian Edibles Limited (“the Company” or “the Issuer”) for cash at a price of Rs.68/- Per Equity Share aggregating to Rs. 2665.60 Lakhs. The Issue and The Net Issue will constitute 26.53% and 25.17% Respectively of the post issue paid up capital of the Company
Issue Agreement/ MoU	The agreement dated October 05, 2023 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.

5

TERM	DESCRIPTION
Issue Period	The Issue period shall be February 02, 2024; Friday being the Issue Opening Date, to February 07, 2024; Wednesday, being the Issue Closing Date.
Issue Closing Date	February 07, 2024; Wednesday, The Date on which Issue closes for subscription
Issue Opening Date	February 02, 2024; Friday The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs.68/- per equity share.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue
LM / Lead Manager	Lead Manager to the Issue, in this case being First Overseas Capital Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement with Emerge Platform of NSE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Emerge Platform of National Stock Exchange of India Limited
Lot Size	The Market lot and Trading lot for the Equity Share is 2,000 and in multiples of 2,000 thereafter; subject to a minimum allotment of 2,000 share to the successful applicants
Market Making Agreement	Market Making Agreement dated January 16, 2024 between our Company, Lead Manager and Market Maker.
Market Maker/MM	Nikunj Stock Brokers Limited 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 2,00,000 Equity Shares of Rs.10/- each at Rs.68/- Per Equity Shares aggregating to Rs.136.00 for Market Maker in the Initial Public Issue of Italian Edibles Limited.
Minimum Promoter Contribution	Aggregate of 20 % of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter of 20% and locked-in for a period of three years from the date of Allotment
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism

Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue/ Net Proceeds	The Issue (excluding the Market Maker Reservation Portion) of 37,20,000 Equity Shares of Rs.10/- each of Italian Edibles Limited at Rs.68/- Per Equity Share aggregating to Rs.2,529.60 Lakhs.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors/ Applicants/NIIIs	All Applicants (including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers (QIBs) (including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than Rs.2,00,000.
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.

6

TERM	DESCRIPTION
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 dated January 25, 2024 to be filed with the ROC in accordance with Section 26 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Issue opening and Issue closing dates and other certain information
Public Issue Account	Account opened with Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI (ICDR), Regulations, 2018
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case HDFC Bank Limited
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals.

Registrar Agreement	The agreement dated October 05, 2023 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.
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 in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being Bigshare Services Private Limited having a registered office at S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India
Retail Individual Investors/ RIIs	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/ SCSB	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
Emerge Platform of NSE	The Emerge Platform of NSE, i.e.; NSE Emerge for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time
Specified Locations	Centers where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push

7

TERM	DESCRIPTION
	the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being HDFC Bank Limited
Systemically Important Non Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Specified Securities	Equity Shares are being offered through this Prospectus
Sponsor Banker	The Banker(s) registered with SEBI which is 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 Applicants into the UPI, in this case being HDFC Bank Limited

TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters to the Issue	First Overseas Capital Limited and Nikunj Stock Brokers Limited
Underwriting Agreement	The Agreement dated January 16, 2024 entered into between the Underwriters and our Company.
Unified Payments Interface/ UPI	UPI is an instant payment system developed by the NPCI.
UPI Circulars/ SEBI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard
UPI Application	Collectively, individual investors applying as Retail Individual Investors in -the Retail Portion, and Other than retail individual investors applying with an application size of more than ₹ 200,000 and up to ₹ 500,000 in the Other than Retail Investors category and applying under the UPI Mechanism. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) 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), (ii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iii) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request / Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI

TERM	DESCRIPTION
	application equivalent to Application Amount and subsequent debit of funds in case of Allotment. 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, 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(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018
UPI PIN	Password to authenticate UPI transaction.
Willful Defaulter	Willful Defaulter is defined under Regulation 2(1) (III) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR), Regulations, 2018, working day means all days on which commercial banks in the city as specified in the offer document are open for business. <ul style="list-style-type: none"> - However, till Application / Issue closing date: All days other than 2nd and 4th Saturday of the month, Sunday or a public holiday; - Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).

ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate

CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CST	Central Sales Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time
COVID-19	Coronavirus disease 2019
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity

ABBREVIATIONS	FULL FORMS
DB	Designated Branch
DTC	Direct Tax Code, 2013
EBIDTA	Earning/Revenues from operations (net) less total expenses (expenses other than finance cost, depreciation and amortization)
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FCNR	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India

FTP	Foreign Trade Policy,2009
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
GAAP	General Accepted Accounting Principles
GDP	Gross Domestic Product
GFSR	Global Financial Stability Report
GoI/ Government	Government of India
GST	Goods and Services Tax Act, 2017
HNI	High Net worth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICDR/ Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./Rupees/ `	Indian Rupees, the legal currency of the Republic of India
JV	Joint Ventures
Km	Kilometres
KMP	Key Managerial Personnel
KPI	Key Performance Indicators
LM	Lead Manager
LMT	Lakh Metric Tonnes

Ltd	Limited
-----	---------

ABBREVIATIONS	FULL FORMS
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MGNREGS	Mahatma Gandhi National Rural Employment Guarantee Scheme
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSP	Minimum Support Price
N.A./n.a	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No.	Number
NPCI	National payments Corporation of India
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	per annum

P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
PE Ratio	Price/ Earning Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
PPE	Personal Protective Equipment
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
RBI	The Reserve Bank of India
R & D	Research and Development
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
SEZ	Special Economic Zone

ABBREVIATIONS	FULL FORMS
SGST	State GST
SME	Small and Medium Enterprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TIN	Tax Identification Number

TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
UIN	Unique Identification Number
u/s	Under Section
UPI	Unified Payment Interface
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
VAT	Value Added Tax
WDV	Written Down Value
WEO	World Economic Outlook
w.e.f.	With Effect From
WTD	Whole Time Director
WTO	World Trade Organization
YoY	Year over year

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 assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income
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.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
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.
--	---------------------------

TECHNICAL/ INDUSTRY RELATED TERMS

TERM	DESCRIPTION
FMCG	Fast-Moving Consumer Goods
GIS	Geographical Information Systems
MoRD	Ministry of Rural Development of the Government of India
MSP	Minimum Support Payment
PLI	Production Linked Incentive
SHGs	Self-Help Groups

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “**Italian Edibles Limited**” /or “Italian Edibles”, unless the context otherwise indicates or implies, refers to **Italian Edibles Limited**.

All references in this Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless stated otherwise, the financial data which is included in this Prospectus is derived from our restated audited financial statements for the period ended August 31, 2023 and for the Financial Years March 31, 2023, 2022 and 2021 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which were in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Prospectus, and set out in the section titled ‘**Financial Statements**’ beginning on page no.143 of this Prospectus.

Our Financial Year commences on April 1st of each year and ends on March 31st of the following year, so all references to a particular Financial Year are to the (12) twelve-month period ended March 31st of that year. In this Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding off. Further, figure represented in the BRACKET or with the sign “-” indicates NEGATIVE data in this Prospectus in relation to our Company and Industries. 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, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled ‘**Risk Factors**’, ‘**Business Overview**’ and ‘**Management's Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page 20, 91 and 188, respectively, of this Prospectus and elsewhere in this 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 SEBI ICDR Regulations.

Currency and Units of presentation

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

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

All references to the word “Lakh/Lakhs or Lac” mean “One Hundred Thousand”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

Industry and Market Data

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

13

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

FORWARD LOOKING STATEMENT

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

These forward-looking statements can generally be identified by words or phrases such as “will”, “may”, “aim”, “is likely to result”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward-looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results to differ materially from our expectations include but are not limited to the followings:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various products and business plans for which funds are being raised through this Issue; • Our ability to respond to customers test and preferences;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain skilled personnel and the effect of wage pressures and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments; • Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations; • Market fluctuations and industry dynamics beyond our control;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to manage our growth and to compete effectively, particularly in new markets and businesses; • Changes in government policies and regulatory actions that apply to or affect our business; • Developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.


For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘Risk Factors’, ‘Business Overview’ and ‘Management’s Discussion and Analysis of Financial Conditions and Results of Operations’ beginning on page 20, 91 and 188, respectively of this Prospectus. Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. By their nature, certain risk disclosures are only estimating and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our directors nor the Lead Managers, nor any of their respective affiliates or associates have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until the listing and trading permission is granted by the Stock Exchange(s).

SECTION II – SUMMARY OF THE ISSUE DOCUMENT

Summary of our Business

Our Company was originally incorporated as Italian Edibles Private Limited on December 16, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh and Chattisgarh. Subsequently the name of the company was changed from “Italian Edibles Private Limited” to “Italian Edibles Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on September 06, 2023 and had obtained fresh certificate of incorporation September 21, 2023 issued by the Registrar of Companies, Gwalior. The CIN of the Company is U15141MP2009PLC022797.

Confectionery in a broader sense implies the preservation of sweet delicacy preparation in the form of candies, caramels, chocolate, processed cocoa and milk and traditional Indian confections. Keeping in mind the company’s mantra “Sharing is Everything” and “Delightful Creation and Boundless Joy”, our company has been manufacturing delicious mouthwatering confectionery products for the last 14 years.

Our confectionery products are sold under the brand name of “”. We offer a wide range of confectionery’s such as Rabdi [Meethai Sweet], Milk Paste, Chocolate Paste, Lollipops, Candies, Jelly Candies, Multi-Grain Puff Rolls, Fruit Based Products to our customers. India being a country with different cultures, many festivals and occasions, celebration with confectioneries plays a major role in those special occasions, festivals etc.

Our confectionery products are sold PAN India, majorly in rural and semi-urban areas of Andhra Pradesh, Assam, Bihar, Chhattisgarh, Delhi, Gujarat, Haryana, Himachal Pradesh, Jammu & Kashmir, Jharkhand, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Odisha, Punjab, Rajasthan, Tamil Nadu, Telangana, Uttar Pradesh, Uttarakhand, West Bengal and through local wholesalers and distributors located in these areas. Our consumer segments largely include teenagers, young adults and children’s located in rural and semi-urban areas of India. Apart from selling our confectionery products within India, we also export to various countries such as Nigeria, Yemen, Sinegal and Sudan. As on August 31, 2023 our top customers include Chocolate World, Yuvraj Agency, Bakewell Biscuits Private Limited, R. K. Prabhavati Tarders, Mamta Stores, Ma Laxmi Traders, Suria Distributor etc. Also, one of our product, i.e., Jelly Candies are sold to Dharpal Premchand Ltd (BABA) group.

Over the years, we have developed a large pan-India distribution network. As of August 31, 2023, we had approximately 450 Suppliers and distributors located across 22 states in India and have we have exported our products through network of 5 merchant exporters. Our distribution network within India and outside India and well-established brand has enabled us to effectively manage marketing strategy, market penetration and thereby increase our turnover over the years.

We have two operational manufacturing unit that is operated by us and is located in Gram Palda, Indore and Prabhu Toll Kanta, Indore (Madhya Pradesh). Being strategically located in the industrial area, procurement and transportation of raw materials is easy, quick and cost effective. Our manufacturing unit are FSAAI, ISO 22000:2018 and FIEO certificated. Our in house manufacturing unit is well equipped with mixture of modern, fully-automated and semi-automated plant & machinery which enables us to manufacture our confectionery products in an effectively control manner and also ensure consistent quality while manufacturing the confectionery products. In addition, we manufacture range of products under the private labeling arrangement with our customers and is exclusively sold by third party. However, we do not have any collaboration with these companies. We sell our confectionery products in retail and wholesale packs. Lollipops, Candies, milk sweetmeat products are available in Pet Jars, polypacks and cardboard boxes.

Being in the confectionery market for 14 years has strengthen our confectionery product brands across India and Aboard and it has also enabled us to understand our target markets, consumer taste and preferences, product innovation capabilities, our ability to develop an effective business model with stringent quality control over processes, our distribution network and our marketing and promotional activities which has further led to establish our brand name further across India and Aboard.

For more information on our Company’s business, please refer to chapter titled “**Business Overview**” on page no. 91 of this Prospectus

Summary of Our Industry:

16

The India confectionery market size reached INR 338.2 Billion in 2022. Looking forward, IMARC Group expects the market to reach INR 485.9 Billion by 2028, exhibiting a growth rate (CAGR) of 6.3% during 2023-2028.

Confectionery refers to a wide range of food products that are rich in sugar and other sweeteners. They are prepared by using several ingredients, such as stabilizers, emulsifiers, gelling, flavoring, and thickening agents, which assist in enhancing the texture, taste, appearance, and elasticity of products. Confectionery items commonly include chocolates and non-chocolate candies, such as gum, ice cream, frozen desserts, sweet baked goods, etc. These products are widely available across supermarkets, online platforms, retail shops, bakery stores, hypermarkets, etc.

For more details, please refer to chapter titled “Industry Overview” on page 84 of this Prospectus.

Names of the Promoters

As on date of this Prospectus, our Promoters are Mr. Ajay Makhija and Mr. Akshay Makhija.

Size of the Issue

This is the Fresh Issue of Equity Shares. Initial Public Offer is of 39,20,000 values of Rs.10 each of the Company for cash at a price of Rs.68.00 per Equity Share (including a share premium of Rs.58 per Equity Share) aggregating up to Rs.2,665.60 Lakhs.

Objects of the Issue

The proposed utilization of the Gross Proceeds from the Fresh Issue is set forth below:

(Rs. In Lakhs)

Sr. No.	Objects of the Issue	IPO Proceeds
1.	Setting up of the proposed manufacturing unit;	800.00
2.	Repayment of certain Borrowings	614.43
3.	To meet incremental working capital requirements	600.00
4.	General Corporate Expenses	571.17
5.	To meet the expenses of the Issue	80.00
	Total	2665.60

Offer for Sale-There is no Offer for Sale as Our Company is making only a Fresh Initial Public Offer/Issue.

For detailed information on the “Objects of the Issue”, please refer to chapter titled “Objects of the Issue” on page no. 66 of this Prospectus.

Pre-Issue Shareholding of the Promoter and Promoter Group

The aggregate shareholding of Our Promoter and Promoter Group before the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre Issued Capital	No. of equity shares	As a % of Post Issue Capital
A	Promoter -				
1	Mr. Ajay Makhija	52,92,862	48.75%	52,92,862	35.82%
2	Mr. Akshay Makhija	55,63,339	51.24%	55,63,339	37.65%
	TOTAL (A)	1,08,56,201	99.99%	1,08,56,201	73.47%
B	Promoter Group				
1	Mrs. Minakshi Makhja	190	Negligible	190	Negligible
2	Mrs. Anjali Makhija	190	Negligible	190	Negligible
3	Ms. Nishma Vaswani	190	Negligible	190	Negligible
4	Mr. Sudhir Vaswani	190	Negligible	190	Negligible
5	Mr. Jatin Vaswani	190	Negligible	190	Negligible
	TOTAL (B)	950	Negligible	950	Negligible

Sr. No.	Name of the Shareholders	Pre-Issue	Post-Issue
---------	--------------------------	-----------	------------

		No. of equity shares	As a % of Pre Issued Capital	No. of equity shares	As a % of Post Issue Capital
C	TOTAL (A+B)	1,08,57,151	100.00	1,08,57,151	73.47

For further details relating to the allotment of Equity Shares to our Promoters and Promoter Group members, please refer to the chapter titled '*Capital Structure*' beginning on page no. 54 of this Prospectus. **Financial Information**

The following tables set forth details the financial information as per the Restated Financial Statements for the period ended August 31, 2023 and for the financial year ended on March 31, 2023, 2022 and 2021. **(Rs. in Lakhs)**

Particulars	For the period ended August 31, 2023	As at March 31,		
		2023	2022	2021
Share Capital	1,085.72	171.43	171.43	150.00
Net Worth	1,287.92	1,078.24	814.03	583.82
Total Revenue	3,052.16	6,330.09	7,545.25	4,899.44
Profit after Tax	209.68	264.21	80.21	86.52
EPS (in Rs.)- Basis & Diluted	1.93	2.43	0.75	0.81
NAV per equity share (in Rs.)	11.86	62.90	47.49	38.92

For detail information, please refer to the chapters and notes mentioned therein titled '*Restated Financial Statement*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page no. 143 and 188 respectively of this Prospectus.

Auditors' Qualifications which have not been given effect to in the Restated Financial Statements

Independent Auditor's Report on Restated Financial Statements is issued by M/S Maheshwari & Gupta, Chartered Accountants, Mumbai contains following Qualifications.

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

Summary of the Outstanding Litigations

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer chapters titled "Outstanding Litigation and Material Developments" and "Risk Factors" on page no. 199 and 20, respectively, of this Prospectus.

Risk Factors

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Prospectus and are advised to read the section titled "Risk Factors" beginning on page no. 20 of this Prospectus, including the risks and uncertainties, before making/taking an investment decision in our Equity Shares.

In making an investment decision prospective investor must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described in the said chapter are relevant to the industries our Company is engaged in, our Company and our Equity Shares. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries.

For further details, please refer to the Section titled "Risk Factors" beginning from page no. 20 of this Prospectus.

Summary of Contingent Liabilities

For detailed information on the Contingent Liabilities on our Company, please refer "*Annexure 38: Statement of*

Contingent Liabilities” appearing on page no.168 of this Prospectus under Chapter titled “**Restated Financial Information**” beginning on Page no. 143 of this Prospectus.

Summary of Related Party Transactions

For detailed information on the Related Party Transaction on our Company, please refer “**Annexure 35: Statement of details of Related Party Transactions**” appearing on page no.174 of this Prospectus under Chapter titled “**Restated Financial Information**” beginning on Page no. 143 of this Prospectus.

Details of Financing Arrangements

The Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this Prospectus.

Cost of Acquisition of Shares & Weighted Average Cost of the Shares Acquired by our Promoters

The weighted average price of the equity shares acquired by our Promoter within last one (1) year from the date of filing of this Prospectus are set forth below:

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr. Ajay Makhija	44,57,147	Negligible*
Mr. Akshay Makhija	46,84,767	Negligible #

*Cost of acquisition of 44,57,147 equity shares is negligible as the shares allotted are bonus shares with Nil cost of acquisition.

#cost of acquisition of 46,84,767 equity shares is Negligible as the shares allotted are Transferred and are bonus shares. For further details, please refer to the chapter titled “**Capital Structure**” on page 54 of this Prospectus.

Average Cost of Acquisition of Shares

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

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr. Ajay Makhija	52,92,862	2.39
Mr. Akshay Makhija	55,63,339	2.73

Pre-IPO Placement

Our Company has not placed any Pre-IPO Placement as on date of filing this Prospectus.

Equity Shares issued for Consideration Other Than Cash

Except as disclosed below, our Company has not issued any other equity shares for consideration other than cash during last one year preceding the date of filing this Prospectus.

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
03-08-2023	91,42,864	10	Nil	Bonus Issue Ratio of 3:16	Other than cash

Split / Consolidation of Equity Shares

Our Company has not done any split or consolidation of Equity Shares during the last one year from the date of filing this Prospectus.

Exemption from complying with any provisions of Securities Laws, if any, Granted by SEBI

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

SECTION III – RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to, the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 91 and 188 respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in 'Financial Statements' on page 143 of this Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of your investment.

This Prospectus also 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 many factors, including the considerations described below and elsewhere in this Prospectus.

These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

- 1. Some events may not be material individually but may be material when considered collectively.*
- 2. Some events may have an impact which is qualitative though not quantitative.*
- 3. Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISK FACTORS

1. There are certain outstanding legal proceeding involving our Company, our Promoters and Our Directors which may adversely affect our business, financial condition and results of operations.

There are certain proceedings pending at different levels of adjudication before various authorities, enquiry officers and appellate forums. Such proceedings could divert management time, attention and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations. A summary of the outstanding proceedings against our Company, Our Promoters and Our Directors as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

(in Rs)		
Nature of cases	Number of cases	Amount Involved
<i>Litigation involving our Company</i>		

Civil Cases filed against the Company	1	40,00,000/-
Civil Cases filed by the Company	Nil	Nil
Criminal cases against the company	Nil	Nil
Criminal cases filed by the company	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	11	80,00,875/-
<i>Litigation involving our Promoters</i>		
Civil Cases filed against the Promoters	1	40,00,000/-

20

Nature of cases	Number of cases	Amount Involved
Civil Cases filed by the Promoters	Nil	Nil
Criminal cases against the Promoters	Nil	Nil
Criminal cases filed by the Promoters	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	5	4,18,961/-
<i>Litigation involving our Directors</i>		
Civil Cases filed against the Directors	1	40,00,000/-
Civil Cases filed by the Directors	Nil	Nil
Criminal cases against the Directors	Nil	Nil
Criminal cases filed by the Directors	Nil	Nil
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Tax related matters	5	4,18,961/-

The table above does not include those penalties, interests and costs, if any, which may be imposed or which may have been pleaded but not quantified in the course of legal proceedings, or which the Court / Tribunal otherwise has the discretion to impose. The imposition and amount of such penalties / interests / costs are at the discretion of the court / tribunal where the case is pending. Such liability, if any, would crystallize only on the order of the tribunal where the case(s) is / are pending.

For further details, please refer to section titled "Outstanding Litigation and Material Developments" beginning on page 199 of this Prospectus.

2. We intend to use a portion of the Net Proceeds to prepay / repay certain loan facilities.

One of the objects of the Issue is the pre-payment / repayment of certain loan facilities, in full or in part, availed by our Company. Our Company intends to utilise an amount of up to Rs. 614.43 Lakhs from the Net Proceeds, constituting 23.05 % of the total Fresh Issue Size, towards the prepayment / repayment of these loan facilities. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, without any obligation to any particular bank or financial institution, see "Objects of the Issue – Details of the Objects – Repayment of certain borrowings" on page no. 66 of this Prospectus. The amount utilized to prepay /

repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

3. We propose to utilize a portion of our Net Proceeds towards setting up of manufacturing unit in Tillor Khurdh area in Indore district, Madhya Pradesh.

As on date of filing this Prospectus, we have two operational manufacturing units that are operated by us and is located in Gram Palda, Indore and Prabhu Toll Kanta, Indore (Madhya Pradesh). For details on our manufacturing units, please refer to “Our Manufacturing and Storage facilities” on page no. 56 of the Prospectus. Our Company is proposing to shift both its existing manufacturing units including the warehouse and registered office to the proposed manufacturing unit to be located at Tillor Khurdh area in Indore district, Madhya Pradesh which shall be owned by our company.

As per M/s Athak Mahajan, Engineering & Construction, Civil cum Structural Engineer’s report, total estimated cost for setting up the proposed manufacturing unit is Rs. 961.00 Lakhs. Our Company proposes to deploy an amount of Rs. 800.00 Lakhs from the Net Proceeds towards setting up of the proposed manufacturing unit in Tillor Khurdh area in Indore district, Madhya Pradesh that is proposed to be operative from Fiscal 2025. For details, please refer to “Setting up of proposed Manufacturing Unit” beginning on page no. 58 of the Prospectus.

Further, we have obtained the quotation purchasing the major plant and machinery. However, we are yet to place final orders for 100% of plant and machinery and are yet to complete the purchase of land. Further, we are yet to apply for requisite government approvals for the proposed manufacturing unit. We have not entered into any definitive agreements to utilize the Net Proceeds of the Issue and have relied on the quotations received from third parties and Civil cum Structural Engineer’s Report for estimation of the costs. Our Company, depending on various factors, will finalise the suppliers for the proposed manufacturing unit which may not be the same from whom the quotations were obtained. While we have obtained the quotations from various vendors in relation to the plant and machinery and building and civil works, most of these quotations are valid for a certain period of time and may be

21

subject to revisions. We cannot assure that we will be able to procure land, plant, machinery and equipment as well as undertake building and civil works within the cost indicated by such quotations and set up a manufacturing unit as scheduled. Any time and cost overrun due to our failure to purchase plant and machinery within our budget could adversely impact our financial condition temporarily and also delay our growth prospects.

Our expansion plan may be subject to delays and other risks such as unforeseen engineering or technical problems, disputes with workers, force majeure events, unanticipated cost increases or changes in scope, etc. Additionally, we may face risks in commissioning the proposed manufacturing unit including but not limited to, delays in the civil constructions, problems with its facilities or for other reasons. If our proposed manufacturing unit does not function as efficiently as intended or utilisation is not optimal, we may not be able to fulfil additional orders to generate anticipated or desired revenue as projected. Further, we cannot assure that we will be able to utilize our proposed manufacturing unit to its full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits and may adversely affect our business, results of operations and financial condition.

While we may seek to minimize the risks from any unanticipated events, it cannot be assured that all potential delays could be mitigated and that we will be able to prevent any cost over-runs and any loss of profits resulting from such delays, shortfalls and disruptions. As a result, our business, financial condition, results of operations and prospects could be materially and adversely affected. For details, please refer to the chapter titled “Objects of Issue” beginning on page no. 54 of the Prospectus.

4. If we are unable to attract new clients or retain our existing clients or default in payments, the growth of our business and cash flows will be adversely affected.

Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition. However, our top 10 customers contributed 30.84%, 26.32%, 26.14% and 28.29% of our revenues from operations for the period ended August 31, 2023 and for the year ended March 31, 2023, 2022 and 2021, respectively. To increase our revenue and cash flows, we must regularly add new clients. If we are unable to generate sufficient sales leads through our marketing programs, or if our existing or new clients do not perceive our services to be of sufficiently high value and quality, we may not be able to increase sales and our operating results would be adversely affected. In addition, our existing clients have no obligation to repeat contracts / new projects to us due to various factors

including clients satisfaction with our services, collection of data and information as desired by our clients, our prices and the prices of competing service providers. If we fail to achieve repetitive projects from existing clients or to add new clients, our operating results will suffer, and our revenue growth, cash flows and profitability may be materially and adversely affected.

5. *We are dependent upon few suppliers for the material requirements of our business. Further, we do not have definitive agreements or fixed terms of trade with most of our suppliers. Failure to successfully leverage our relationships with existing suppliers or to identify new suppliers could adversely affect our business operations.*

Our top 10 suppliers contributed 65.10%, 53.40%, 41.57% and 35.00% of our revenues from operations for the period ended August 31, 2023 and for the year ended March 31, 2023, 2022 and 2021, respectively. In our industry, generally there are no definitive agreements with the suppliers of the products we sell. We also do not have any long-term supply agreements with our suppliers or distributors and we procure our products on a purchase order basis. Since there are no fixed terms of trade, the discounts and schemes for our customers are decided based on the negotiation skills of the procurement team. If we are unable to continue to procure supplies at competitive prices, our margins and business will be adversely affected. Any problems faced by our supplier resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

6. *Our Company's business operations are done PAN India specifically from Central India, Northern India, Western India and any downturn and/ or any economic, regulatory, social and political change in any of the Indian states in which we operate or seek to operate may affect our market share and/ or may adversely affect our business, financial condition and results of operations.*

22

Our Company conducts its business operations on PAN India bases. Majority of our confessionary products are sold in Central India, Northern India, Western India, particularly in state of Uttar Pradesh, Madhya Pradesh, Bihar and Gujarat. Any occurrence of change in the customers taste and preference and/ or any other contingencies, we may not be able to effectively sell our products in these markets and as a result our revenues and profitability may be adversely affected. This concentration of our business sales and revenues from Central India, Northern India and Western India, subjects us to various risks including but not limited to the risks such as reduction in the demand for our confessionary products change in customers test and preferences, entry of any other competitors, economic slowdown in Central India, Northern India and Western India, regional natural disasters, political discord or riots in the region where our products are sold, constraints on our ability to diversify across states and perception by our potential clients etc. Further, any failure in expanding our revenue sources from the existing markets in which we operate may lead to loss of opportunity in earning higher revenues thereby effecting our growth, business, results of operations and financial condition.

7. *We have working capital requirements. If we experience insufficient cash flows to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.*

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the period ended August 31, 2023 and for the financial year ended March 31, 2023, March 31, 2022, March 31, 2021 were Rs. 919.83 Lakhs, Rs. 723.44 Lakhs, Rs. 777.46 Lakhs and Rs. 759.29 Lakhs respectively and our inventories for the period ended August 31, 2023 and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 were Rs. 2866.84 Lakhs, Rs. 2473.70 Lakhs, Rs. 2048.58 Lakhs and Rs. 1733.58 Lakhs respectively.

The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to write-offs bad debts and/ or delay in recoveries which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health.

For further details of working capital requirements, please refer to the chapter titled "*Objects of the Issue*" on page 66 of the Prospectus.

8. *Our business involves usage of manpower and any unavailability of our employees or shortage of contract labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations.*

Our business involves usage of manpower and we are dependent on the availability of our permanent employees and the supply of a sufficient pool of labourers. Unavailability or shortage of such a pool of workmen or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations. We may not be able to secure the required number of labourers required for the timely execution of our functions for a variety of reasons including, but not limited to, possibility of disputes with sub-contractors, strikes, less competitive rates. We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes to existing labour legislations, including upward revision of wages required by such state governments to be paid to such contract labourers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations. Further, there can be no assurance that disruptions in our business will not be experienced if there are strikes, work stoppages, disputes or other problems with sub-contractors or contract labourers deployed at our projects. This may adversely affect our business and cash flows and results of operations.

23

9. *Any contamination or deterioration of our confectionery products could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance.*

We are subject to various contamination related risks which typically affect our food products, including risks posed by the following:

- product tampering;
- low shelf life of certain of our products;
- ineffective storage of finished goods as well as raw materials;
- product labelling errors;
- non-maintenance of high food safety standards;
- contamination of our products during processing; and
- wastage of certain products during transportation.

The risk of contamination or deterioration of our products exists at each stage of the life cycle of our products such as sourcing of raw materials, production and delivery of the final products. Sourcing, storage and delivery of the raw materials poses significant risk in relation to contamination and deterioration in quality. Packaging, storage and delivery of our products to our consumers and the storage and shelving of our products until final consumption by consumers are also subject to such contamination and deterioration risks. While we follow stringent quality control processes and quality standards at each stage of the production cycle such as conducting sampling tests to ensure that the colour, odour, taste, appearance and nutrients of the raw materials, comply with our requirements or regulatory requirements or standards set by our consumers in the export markets, maintain our facilities and machinery, and conduct our manufacturing operations in compliance with applicable food safety standards, laws and regulations and our own internal policies, and though we have, in the past, not materially suffered due to any of the aforementioned, we cannot assure that our products will not be contaminated or suffer deterioration in the future. We cannot assure that contamination and deterioration of our products or raw materials will not occur during the transportation, and distribution due to ineffective storage facilities or any other reasons including factors unknown to us or beyond our control. If our products or raw materials are found to be amongst others, spoiled, contaminated, adulterated, tampered with, incorrectly labelled or reported to be associated with any such incidents, we may be forced to recall our products from the market and we could incur criminal or civil liability for any adverse medical condition or other damage resulting from consumption of such products by consumers which we may not be able to fully recover from our suppliers or insurance coverages. We may also be subject to liabilities arising out of such violations under the provisions of the Food Safety and Standards Act, 2006 ("FSS Act") along with relevant rules and regulations. Though, we have not been subject to such incidents in the past, however, we may be subject to such an event in the future, which may have a material adverse effect on our reputation, business and financial condition.

10. *Our business is primarily dependent upon a continuing relationship with dealers/ distributors for sales of our products. Any reduction or interruption in the business of these dealers/ distributors, or a substantial decrease in orders placed by these dealers/distributors may have an adverse impact on the revenues and operations of our Company.*

We are primarily dependent on dealers/distributors for our business. We have over the years developed a network of distributors and dealers across India and Aboard. Our confectionery products are sold PAN India, majorly in rural and semi-urban areas through local wholesalers and distributors located in these areas and through merchant exports Aboard. As of August 31, 2023, we had approximately 450 Suppliers and distributors located across 22 states in India and have we have exported our products through network of 5 merchant exporters. Our distribution network within India and outside India and well-established brand has enabled us to effectively manage marketing strategy, market penetration and thereby increase our turnover over the years.

Further, we have entered into any agreement for the sale and distribution of our products with major our Suppliers and distributors. However, with rest of the Suppliers and distributors, we sell our products on as and when orders are placed by the Suppliers and distributors. There is no assurance that we will be able to maintain the same levels of business from our existing suppliers/ dealers/ distributors or that we will be able to replace our suppliers/ dealers/ distributors base in a timely manner or at all in the event our existing suppliers/ dealers/ distributors do not continue to purchase the products of our Company. The loss of or interruption of work by, a significant number of suppliers/ dealers/ distributors may have an adverse effect on our revenues and operations.

24

While we believe that our relationship with these parties has been satisfactory, there is no assurance that they will not place orders with other players in the market. In addition, our dealers and distributors could change their business practices and their payment terms. In an event our dealers and distributors experience delays in placing orders with us or if they do not effectively market our products or market the products of our competitors instead, there could be a material adverse effect on our business forecast, business growth and prospects, financial condition and results of operations.

In addition, our dealers and distributors could change their business practices, such as inventory levels or line of businesses. The inability of our dealers/distributors to meet our payment schedules or unexpected changes in inventory levels or other practices by our dealers/distributors could negatively impact our business, operating cash flows and financial condition. Our inability to maintain our existing distribution network of dealers and distributors or to expand it proportionately with the proposed increase in our manufacturing facilities/capacities, could have a material adverse effect on our sales, business growth and prospects, results of operation and financial condition.

11. Our inability to identify and understand evolving industry trends and consumer taste and preferences, and to develop new products to meet our customers' demands may adversely affect our business.

Changes in consumer taste preferences and industry requirements may render certain of confectionery products less attractive. Our ability to anticipate to successfully develop and introduce new and enhanced products to create new or address yet unidentified needs among our current and potential customers in a timely manner, is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary knowledge, through our own research and development or through technical assistance, that will allow us to continue to develop our product portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. We may also be required to make investments in research and development, which may strain our resources and may not provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

To compete successfully, we may need to increase the diversity and sophistication of our product portfolio, which may require substantial capital expenditure. In developing such products, we may need to make investments in our manufacturing facilities and/or otherwise in order to support these goods. If we exceed our budgeted capital expenditure and cannot meet the additional capital requirements through operating cash flows and planned financing, we may have to delay our projects which could make us less competitive and lead to customer loss. If we do not continue to distinguish our products through distinctive features and design, and to continue to build and strengthen our brand recognition, we could lose market share and our revenues and earnings could decline.

12. Any failure to maintain effective quality control systems for our supply chain could have a material adverse effect on our business, reputation, results of operations and financial condition.

The quality and safety of the product we manufacture is critical to our success. Maintaining consistent product quality and preventing food contamination and other health hazards depends significantly on the effectiveness of the quality control systems, policies and guidelines that our suppliers have in place, which in turn depends on a number of factors, including the design of the quality control systems and employee implementation and compliance with those quality control systems. There can be no assurance that the quality control systems that our suppliers have in place will prove to be effective. Any significant failure or deterioration of these quality control systems could have a material adverse effect on our business, reputation, results of operations and financial

condition and can cause negative publicity that can affect our brand. We could also be subject to civil and/or criminal liability and other regulatory consequences in the event that a health hazard were to be found at our manufacturing place as a result of a failure of the quality control systems that our suppliers have in place, including the spread of any infection or disease. We may be the subject of public interest litigation in India relating to allegations of such hazards, as well as in cases having potential criminal and civil liability filed by regulatory authorities. If such cases are determined against us, there could be an adverse effect on our reputation, business, results of operations and financial condition.

13. We are dependent on the adequate and timely delivery of quality ingredients, packaging materials and other necessary supplies and if our suppliers fail to provide us with sufficient quality and quantities of ingredients,

25

packaging materials and other necessary supplies, our business, results of operations and financial condition could be adversely affected.

Our operations are dependent on adequate and timely deliveries of quality ingredients, packaging materials and other necessary supplies that meet our requirements. We depend substantially on approved suppliers from which we purchase ingredients and packaging materials. A failure of our suppliers to provide us with sufficient quantities of ingredients and packaging materials of adequate quality meeting our standards on a timely basis as a result of shortages, interruptions in their own supplies, such as those that could be caused by weather or other conditions, or their failure to retain their certification or otherwise could result in a disruption or delay in supply of the ingredients, packaging materials and other necessary supplies that we require for our products. Although we generally believe there are sufficient numbers of alternative suppliers for our ingredients and packaging materials, shortages or other industry-wide disruptions could occur and we may not be able to obtain replacement ingredients or packaging materials of adequate quality or sufficient quantity on commercially agreeable terms in the open market, which could require us to incur additional cost, which could have an adverse effect on our business, results of operations and financial condition. Most ingredients used in our products are subject to price fluctuations as a result of inflation, seasonality, global supply and demand, weather conditions, demand in local and international markets, fluctuations in currency exchange rates and tax incentives and other factors. We have no control over fluctuations in the price and availability of ingredients, packaging materials or variations in products caused by these factors and they could impact the prices imposed by our suppliers, making the cost of ingredients or packaging materials more expensive for us and increase the prices of our products for our customers, which may reduce demand and therefore affect our overall financial performance. Any increases in the cost of ingredients or packaging materials and other costs including manufacturing cost could have a material adverse effect on our business, results of operations and financial condition. We have no control over fluctuations in the price and availability of ingredients caused by these factors. Although we engage in long-term contracting and undertake other measures to counteract fluctuations in the price of our ingredients and packaging materials, there can be no assurance that we can completely budget for or predict any changes in these prices, which may increase the risk to our business and adversely affect our business, results of operations and financial condition.

14. Major fraud lapses of internal control or system failures could adversely impact the company's business.

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

15. The improper handling, processing or storage of our raw materials or products, or spoilage of and damage to such raw materials and products, or any real or perceived contamination in our products, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.

All the products that we manufacture are for human consumption and are subject to risks such as contamination, adulteration and product tampering during their manufacture, transport or storage. Although all our raw materials and finished products are extensively tested at our facilities, we cannot assure you that the quality tests conducted by us will be accurate at all times. Also certain of our raw materials and our products are required to be stored, handled and transported at specific temperatures and under certain food safety conditions. Any shortcoming in the production or storage of our products due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any allegation that our products contain contaminants could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis. We cannot assure you that we will not be subject to such product liability claims in the future and we currently carry no products liability insurance with respect to our products. Should any of our products be perceived or found to be contaminated, we

may be subject to regulatory action, product recalls and our reputation, business, results of operations and financial condition may be adversely affected. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

26

16. Our business is dependent on our manufacturing units and we are subject to certain risks in our manufacturing process. Obsolescence, destruction, theft, breakdowns of our major plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operations.

We have two operational manufacturing units that are operated by us and is located in Gram Palda, Indore and Prabhu Toll Kanta, Indore (Madhya Pradesh). Our business is dependent upon our ability to manage our manufacturing units, which is subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe climate conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair breakdown of machinery in a timely manner or at all, our operations may need to be suspended until we procure new machinery to replace the same. Obsolescence, destruction, theft or breakdowns of our major plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect our business, cash flows, financial condition and results of operations. Although we have not experienced any significant disruptions at our manufacturing facility in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or underutilization of our manufacturing facilities, which in turn may have an adverse effect on our business, results of operations and financial condition.

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

Our day-to-day manufacturing operations are subject to a wide range of health, safety, and environmental laws and regulations. Compliance with these laws and regulations is essential to ensure the well-being of our employees, protect the environment, and maintain our business operations. Violations of these laws and regulations can lead to fines, penalties, or litigation, which may have adverse effects on our business, financial condition, and results of operations. Our manufacturing unit are FSAAI, ISO 22000:2018 and FIEO certificated. Non-compliance with licensing requirements or operating without a license under the Food Safety and Standards Act can result in punishable offenses and fines. To remain compliant with applicable laws and regulations, we may need to modify our operations or make capital improvements in the future. This could involve investing in new equipment or technologies, implementing additional safety measures, or making changes to our manufacturing processes. These modifications may require financial resources and could impact our operational efficiency. In addition to food safety regulations, we are also subject to laws and government regulations related to safety, health, and environmental protection. These include the Environmental Protection Act 1986, the Air (Prevention and Control of Pollution) Act 1981, the Water (Prevention and Control of Pollution) Act 1974, and other regulations established by the Ministry of Environment and the pollution control boards of MP. Compliance with these environmental protection laws and regulations is crucial to minimize the impact of our operations on air and water quality, as well as to protect ecosystems and public health. Failure to comply with these laws could result in penalties, legal actions, or reputational damage. We recognize the importance of adhering to health, safety, and environmental regulations and strive to maintain a culture of compliance within our organization. We have implemented processes and procedures to ensure ongoing compliance with applicable laws and regulations. Regular monitoring, training, and internal audits are conducted to identify and address any areas of noncompliance. Any non-compliance or failure to adapt to evolving regulatory requirements could have negative consequences on our business operations, financial condition, and results of operations.

18. We rely on third-party transportation providers for both procurement of our raw materials and distribution of our products. Any failure by any of our transportation providers to deliver our raw materials or our products on time, or in good condition, or at all, may adversely affect our business, financial condition and results of operations.

We depend on various forms of transportation to either receive raw materials for our manufacturing purposes or to deliver the finished products to our distributors and other parties, including for export sales. For these purposes, we typically use third-party transportation providers. Further, we undertake our export activities from Mundra

27

(Gujarat) and Navasheva (Maharashtra) Port, to which our products are delivered primarily through road transport from our manufacturing facilities and thereafter exported. We are therefore significantly dependent on transportation and logistics companies that we engage with.

The disruption of transportation services due to natural factors such as weather conditions particularly during monsoon or flood seasons, or man-made factors such as strikes, accidents, or other inadequacies in the transportation infrastructure, or any other factor that could impair the ability of our suppliers to deliver raw materials to us and our ability to deliver our products to our distributors and their ability to deliver products to the end retailer in a timely manner, which may adversely affect our sale of food products. Such raw materials and our products may be lost, damaged or deteriorated and contaminated due to improper handling, negligence, transport strike or accidents or any other force majeure events which may not be within our control. Additionally, if we lose one or more of our third-party transportation providers, there can be no assurance that we will be able to find new or alternative third-party transportation providers at all, or at terms as favourable as those which we have in force with our current partners.

Further, our third-party transportation providers may not carry adequate insurance coverage and therefore, any losses that may arise during the transportation process may have to be claimed under our marine insurance policy. There can be no assurance that we will receive compensation for any such claims in full amount in a timely manner or at all, and consequently, any such loss may adversely affect our business, financial condition and results of operations.

19. We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materializes.

As on August 31, 2023, we had Contingent Liability of Rs. 84.2 Lakhs for which no provision had been made. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. Details of Contingent Liabilities and commitments are as follows: **(Rs. In Lakhs)**

Particulars	As on August 31, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Income Tax Demand	80.89	80.89	80.89	80.89
TDS Demand	3.31	3.31	3.30	3.27

For details of the contingent liabilities of our Company, please refer to “**Annexure 33: Restated Contingent Liabilities**” page no. 168 under section “Restated Financial Statements” beginning on page no. 143 and chapter titled “Outstanding Litigations and Material Developments” beginning on page no. 199 of this Prospectus.

20. Unsecured loans taken by our Company can be recalled by the lenders at any time.

Our Company has currently availed unsecured loans from certain lenders. These loans may be recalled by the lenders at any time. In the event that, any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all and this may affect our Company’s liquidity. If we are unable to procure such financing, we may not have adequate working capital to maintain the desired inventory level. As a result, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, see "Financial Indebtedness" on page 198 of this Prospectus.

21. We may be able to sufficiently protect, or continue our intellectual property and other proprietary rights.

We have various trademarks with Registrar of Trademarks, Mumbai. For further details, please see “Government and Other Statutory Approvals” beginning on page 58 of this Prospectus. We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that

our rights will not be opposed or otherwise challenged. While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could

28

force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business.

22. Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.

As on August 31, 2023, our total outstanding indebtedness was Rs. 1895.47 Lakhs which includes secured and unsecured borrowings. For details on our borrowings, please refer to chapter titles “Financial Indebtedness” beginning from page no. 198 of this Prospectus. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. We are required to obtain prior approval from our lenders for, among other things, but not limited to effecting any change in the management/Board of the Company, declaration of dividend, capital structure of the Company; undertake any new project, implement any scheme of expansion or acquire fixed assets, enter into borrowing arrangement either secured or unsecured with any other bank/financial institution/Company or otherwise, formulate any scheme of amalgamation, acquisition, merger, or reconstruction etc. We have received No Objection Certificate (NOC) for our proposed Initial Public offer from all our lenders. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In an event, Lenders delay in granting their NOC, it will delay our proposed Initial public offering which may delay our Schedule of Implementations and consequently impact our functioning to that extent.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by personal guarantees of our Promoter. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, ownership interest of the existing shareholders in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

23. Our inability to handle risks associated with our export sales could negatively affect our sales to customers in foreign countries, as well as our operations and assets in such countries, and our overall profitability.

Our revenue from exports for the period ended August 31, 2023 and for the fiscal 2023, fiscal 2022, fiscal 2021 was Rs. 142.35 lakhs, Rs. 337.56 lakhs and Rs. 233.59 lakhs respectively which constituted 4.66%, 5.34%, 4.82% and 4.78% of our revenue from operations for the respective fiscal. We export our products to countries such as Nigeria, Sudan, Yemen and Senegal.

Our international operations are subject to risks that are specific to each country and region (especially Africa & Middle East) in which we operate, as well as risks associated with international operations in general. Our international operations are subject to, among other risks and uncertainties, the following:

- Change in demand for our products by our customers located outside India;
- social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action would affect our business and operations and may also prevent us from production or delivery of our products to our customers;
- environmental, health, safety, labour and accounting laws;
- changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies, may affect our ability to both operate and the way in which we manage our business in the countries in which we operate;
- fluctuations in foreign currency exchange rates.

- inability to effectively enforce contractual or legal rights and adverse tax consequences; differing accounting standards and interpretations.

In addition, we may not perform as expected in our international markets, because our competitors and the established players in these markets may have a more established presence and have more experience in operating in such market, which could allow them to have better relationships with distributors and consumers, gain early access to information regarding attractive sales opportunities and, in general, be better placed to launch products with other advantages of being a first mover.

24. *We have in the past entered into related party transactions and may continue to do so in the future.*

Our Company has entered into related party transactions with our Promoters, Directors, Promoter group members in the past. While our Company believes that all such transactions have been conducted on an arm's length basis and are accounted as per Ind AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the "Annexure 35-Related Party Transaction" on page no. 174 under chapter titled "Restated Financial Statement" on page 143 of this Prospectus.

25. *Our insurance coverage may not be adequate.*

Our Company has obtained insurance coverage in respect of certain risks. For further details in relation to our Insurance, please refer to the section titled – Insurance in the chapter titled “Our Business” beginning on page 101 of this Prospectus. The insurance policies are renewed periodically to ensure that the coverage is adequate, however, our insurance policies do not cover all risks. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “Our Business” beginning on page 91 of this Prospectus.

26. *We do not own the premises in which our registered office and manufacturing units and warehouse are located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.*

Our registered office, both our manufacturing units and warehouse are on leased and our Company has entered into an agreement with Lessors for leasing the said premises. For details, please refer to “Our Business Overview Our immovable properties” page no. 108 of this Prospectus. Our business operations are also conducted from the said premises. As per the lease agreement, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

27. *Our Company had negative cash flow from certain activity in recent fiscals, details of which are given below.*

Sustained negative cash flow could adversely impact our business, financial condition and results of operations. The detailed break up of cash flows is summarized in below table and our Company has reported negative cash flow from operating activity in the financial years is as mentioned below, which could affect our business and growth:

(Rs. In lakhs)

Particulars	August 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
-------------	-----------------	----------------	----------------	----------------

Net cash flow from operating activities	123.40	580.31	(138.13)	318.63
Net cash flow from investing activities	(134.93)	(111.81)	(41.60)	(220.88)
Net cash flow from financing activities	13.35	(476.63)	(394.43)	436.90

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its 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 flow, it may adversely affect our business and financial operations. For further, details please refer to the section titled “Financial Statements” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page no. 143 and page no. 188 respectively, of this Prospectus.

28. Our Company has allotted Equity Shares during the preceding one year from the date of the Prospectus which are lower than the Issue Price.

Our Company has allotted the following Equity Shares during the preceding one year from the date of the Prospectus which are lower than the Issue Price:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment
August 03, 2023	91,42,864	10	-	Bonus Issue in the ratio 3:16

For Further details of equity shares issued, please refer to the section titled “Capital Structure” beginning on page no. 54 of this Prospectus.

29. Our Promoter Group Entities have objects similar to our Company. There are no non- compete agreements between our Company and such Promoter Group Entities. We cannot assure that our Promoter will not favor the interests of such entity over our interest or that the said entities will not expand which may increase our competition and may adversely affect business operations and financial condition of our Company.

Our Promoter Group Entity Nutrabella Foods LLP (Partnership Firm) have objects similar to our Company. We have not entered into any non-compete agreement with the said entities. We cannot assure that our Promoter/ Promoter Group who has common interest in said entities will not favour the interest of the said entity. As a result, conflicts of interests can arise on account of common suppliers/ customers and in allocating business opportunities amongst our Company and our Promoter Group entity in circumstances where our respective interests diverge. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations.

30. We are dependent on a number of key employees, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.

Our performance depends largely on the efforts and abilities of our senior management and other senior management, including our present officers who have creative minds, specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to retain experienced staff members as well as senior management will in part depend on our maintaining appropriate staff remuneration and incentive schemes in accordance with then prevailing private sector industry standards. We cannot assure you that the remuneration and incentive schemes we have in place will be sufficient to retain the services of our senior management and skilled employees.

31. *In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Our Directors and Key Managerial Personnel (“KMP”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 54 and 123, respectively, of this Prospectus.

32. *If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have an adverse effect on our business.*

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

For further details, see section on “Government and Other Approvals” beginning on page 205 of this Prospectus.

33. *We operate in highly competitive markets, and some of our competitors may allow them to compete more effectively than we can, which could result in a loss of our market share and a decrease in our net revenues and profitability.*

The industry in which the Company operates is highly fragmented as there is competition from various organized and unorganized players which may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. The domestic segment which we cater to is fragmented and fairly competitive. We compete primarily on the basis of quality of our product, customer satisfaction and marketing. Thus, some of our competitors may have certain other advantages over us, including established track record, larger portfolio of products, technology and greater market penetration, which may allow our competitors to better respond to market trends. They may also have the ability to spend more aggressively on marketing initiatives and may have more flexibility to respond to changing business and economic conditions than we do. We believe that in order to compete effectively, we must continue to maintain our reputation, be flexible and prompt in responding to rapidly changing market demands and customer preferences, and issue customer quality products at competitive prices. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

34. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition. The success of our business will depend greatly on our ability to effectively implement our business and growth strategies.*

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high volume orders on an ongoing basis. Our total revenue for period ended August 31, 2023 and for the period ended March 31, 2023, March 31, 2022, March 31, 2021 is Rs 3,052.16 Lakhs, Rs. 6,330.09 Lakhs, Rs. 7,545.25 and 4,899.44 Lakhs. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- Our ability to cater to the customer tastes and preferences;
- our ability to maintain the quality of our services;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);

- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability.

Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability.

35. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.*

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

36. *If we fail to identify and effectively respond to changing consumer tastes and preferences and spending patterns in a timely manner, the demand for our products could decrease, causing our business, results of operations, financial condition and cash flows to be adversely affected.*

The market is characterized by frequent changes, particularly in consumer tastes and preferences, new products and product variations. The popularity and demand of a product may vary over time due to changing culinary habits, consumer tastes and preferences, including those relating to durability, quality and purity etc. Consumer preferences in the market 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 continued success depends on our ability react in a timely and cost-effective manner to changes in consumer tastes and preferences for our products, as well as to where and how consumers shop for these products. We continually work to enhance the recognition of our brand and products and refine our approach as to how, when and where we market and sell our products using data and technology. While we aim to introduce new products from time to time, we recognize that consumer preferences cannot be predicted with certainty and can change rapidly, and that there is no certainty that these will be commercially viable or effective or accepted by our consumers. If we are unable to foresee or respond effectively to the changes in market conditions, new and changing trends or desired consumer preferences, accurately anticipate and forecast demand for products, then there may be a decline in the demand and sales for our products, thereby reducing our market share and preventing us from acquiring new customers and retaining existing customers, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

37. *Our manufacturing activities require deployment of labour and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.*

Our manufacturing operations require deployment and our ability to retain labour. In case such labour workforce is unavailable, or we are unable to identify and retain such labour our business could be adversely affected. We cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may be lead to increasing cost of compliance, wages, social security, Occupational Safety, Health and Working Conditions. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase. Our employees are not unionized currently. However, there is no assurance that our employees will not seek unionization in the future. In the event that employees at our manufacturing facilities take any steps to unionise, it

may become difficult for us to maintain flexible labour policies, and may increase our costs and adversely affect our business. Any strikes or lock-outs, work stoppages, slowdowns, shut downs, supply interruptions or costs or other factors beyond our control, may disrupt our operations and could negatively impact our financial performance or financial condition. Additionally, our inability to recruit employees, in particular skilled employees and retain our current workforce could have a material adverse effect on our business, financial

condition and profitability. There can be no assurance that we will not experience slowdowns or shutdowns in the manner described above, or in any other manner, in the future, for reasons which are beyond our control. Any slowdown or shutdown will adversely impact our results of operations, market share and financial condition.

38. Information relating to our installed capacities and the historical capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.

Information relating to our installed capacities and the historical capacity utilization of our manufacturing units included in this Prospectus is disclosed based on certificated as certified by Mr. Manish Pathak, Chartered Engineer bearing registration no. AM-163730-7 vide his certificate dated September 15, 2023. Further, the Capacity Utilization for manufacturing unit 2, had reduced from 60% in FY 2022 to 48% in FY 2023. This fluctuation was mainly due to changes in government regulations regarding the use of single-use plastic which led to reduction in sales in FY 2023 as compared to FY 2022, especially sales of our lollipop products. Further, our company took some time to find a suitable replacement for single-use plastic and to establish a new supply chain for the modified product category. Actual utilization rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. In addition, we are unable to present the average estimated annual installed capacity for our other products category due to the nature of and the range of products included in our other products category. For details, see “Our Business – Production Capacity and Capacity Utilisation” on page 104 of the Prospectus.

39. There have been certain instances of delay in payment of statutory dues by our Company in the past.

There have been certain instances of delay in payment of statutory dues by our Company in the past which were not material in nature and the same were regularized subsequently by payments with fees, interest and penalty. For the last three Fiscals and the period ended August 31, 2023, there has been generally delay in depositing Employee Provident Fund, Good and Service Tax, Tax Deducted at Source, Professional Tax due to reason like COVID-19, system error etc. Though these delays have been regularized and as on date, there are no outstanding payments, we cannot assure you that there will be no default or delay in future in payment of such dues or filing of returns. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

40. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.

An outbreak of COVID-19 was recognized as a pandemic by the WHO on March 11, 2020. In response to the COVID-19 outbreak, the governments of many countries, including India, have taken preventive or protective actions such as imposing country-wide lockdowns, as well as restrictions on travel and business operations. Since May 2020 many of these measures have been lifted. We proactively engaged with our clients to reassure them and to demonstrate our commitment to restart our operations and to build confidence in the safety protocols deployed at our stores. Further, the lockdown was again imposed by the government in some parts of India during April 2021, which was partially relaxed in June 2021, during this period of lockdown and relaxation, our stores were partially operational. If we do not respond appropriately to the pandemic, or if customers did not perceive our response to be adequate, we could suffer damage to our reputation and our brand, which could adversely affect our business in the future. We cannot predict the degree to, or the time period over, which our business will be affected by the COVID-19 outbreak. For example, this pandemic could necessitate further lockdowns, resulting in significant additional effects on our revenue, financial condition and results of operations. There are numerous uncertainties associated with the COVID-19 outbreak, including the number of individuals who will become infected, availability of a vaccine or a cure that mitigates the effect of the virus, the extent of the protective and preventative measures imposed by governments and whether the virus' impact will be seasonal, among others. Consequently, there may be adverse effects of this pandemic on our short-term business operations and our financial results may be impacted.

34

41. We have not made or identified any alternate source of financing the ‘Objects of the Offer’. Further, there may be delay in raising funds from the IPO. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations, and financial performance.

As on date, we have not identified or have not made any alternate arrangements for meeting our capital requirements for the objects of the Offer. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Offer or any shortfall in the Offer Proceeds may delay the

implementation schedule and could adversely affect our growth plans and profitability. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page no. 66 of this Prospectus.

42. *There is no monitoring agency appointed by our Company and the deployment of funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.*

The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the Stock Exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

43. *Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders’ approval.*

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled “Objects of the Issue” on page no. 66 in the Prospectus. In accordance with SEBI LODR Regulations, Section 13(8) and Section 27 of the Companies Act, 2013 and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, 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 and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled “Objects of the Issue” on page no. 56 in the Prospectus. In light of these factors, we may not be able to undertake variation of objects of the Offer 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 redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

Further, pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

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

44. *We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet.*

35

We have not commissioned an industry report, for the disclosures which need to be made in the chapter titled “Industry Overview” of this Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Prospectus. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Further, the industry data mentioned in this Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Prospectus in this context.

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

We have no experience as a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public that is associated with being a listed company. As a listed company, we

will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI (LODR) Regulations, which require us to file audited / unaudited reports periodically 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.

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, for which significant resources and management overview will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition, and results of operations. Further, we may need to hire additional legal and accounting staff with appropriate and relevant experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner or at all.

RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS

- 46. *Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 73.47% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "Capital Structure" and "Our Promoter and Promoter Group", beginning on page no. 49 and 117 respectively, of this Prospectus.

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

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

36

our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

- 48. *Our Company has not paid any dividends in the past and we may not be able to pay dividends in the future.***

We have not paid any dividends on our Equity Shares since inception and there can be no assurance that dividends will be paid in future. The declaration of dividends in the future will be recommended by our Board, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividend in the future. Further, we may be restricted by the terms of our debt financing from making dividend payments, in the event we default in any of the debt repayment installments.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if 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. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the

application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized 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 applicable 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 is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. 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. For more details, please refer to "Statement of Tax Benefits" on page no. 81 of this Prospectus.

50. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.*

Prior to this Issue, there has been no public market for our Equity Shares. Nikunj Stock Brokers Limited is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers, please refer to the section titled "General Information – Details of the Market Making Arrangement for this Issue" beginning on page no. 46 of this Prospectus.

51. *Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.*

37

There has been no public market for our Equity Shares prior to the Offer. The price may not necessarily be indicative of the market price of our Equity Shares after the Offer is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on Emerge Platform of NSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

The price at which our Equity Shares will trade at after the Offer will be determined by the marketplace and may be influenced by many factors, including:

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;
- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours; •
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors; •
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;

- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects.

EXTERNAL RISK FACTORS

52. Changes in the regulatory framework could adversely affect our operations and growth prospects.

The company is subject to various regulations and policies. For details see section titled “Key Industry Regulations” beginning on page no. 93 of this Prospectus. The company’s current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

53. Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors’ assessments of our Company’s financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see “Presentation of Financial, Industry and Market Data” on page no. 13 of this Prospectus. Accordingly, the degree to which the

38

Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition

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.

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, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the 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. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

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

56. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares

39

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

57. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, cash flows and financial condition.

India is our key market. For Fiscal 2023, entire of our Company's revenue from operations was from India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and our business, results of operations, cash flows and financial condition.

58. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

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

SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Prospectus:

Particulars	No. of Equity Shares
Equity Shares offered	39,20,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 68/- per Equity Share aggregating Rs. 2,665.60 Lakhs
<i>Of Which:</i>	
Reserved for Market Makers	2,00,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 68/- Per Equity Share aggregating Rs. 136.00 Lakhs
Net Issue to the Public*	37,20,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 68/- per Equity Share aggregating Rs. 2,529.60 Lakhs
<i>Of which:</i>	
Retail Investors Portion	18,60,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 68/- per Equity Share aggregating Rs. 1,264.80 Lakhs
Non-Retail Investors Portion	18,60,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 68/- per Equity Share aggregating Rs. 1,264.80 Lakhs
<i>Pre and Post Issue Share Capital of our Company:</i>	

Equity Shares outstanding prior to the Issue	1,08,57,151 Equity Shares
Equity Shares outstanding after the Issue	1,47,77,151 Equity Shares
Use of Issue Proceeds	For details, please refer chapter titled ' <i>Objects of the Issue</i> ' beginning on page no. 66 of this Prospectus.

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

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on September 25, 2023 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on September 25, 2023 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

* As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) To Retail Individual Investors; and
- b. Remaining to:
 - (i) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
- c. The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

For further details please refer to chapters titled "Terms of the Issue", 'Other Regulatory and Statutory Disclosures' and "Issue Structure" beginning on page no. 225, 210 and 230, respectively of this Prospectus.

41

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information is derived from Restated Financial Statements for the period ended August 31, 2023 and for the financial years as on March 31, 2023, as on March 31, 2022 and as on March 31, 2021. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018.

*The summary financial information presented below should be read in conjunction with the chapters titled **Restated Financial Statement** and **Management's Discussion and Analysis of Financial Conditions and Results of Operations** beginning on page no. 143 and 188 respectively of this Prospectus.*

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Lakhs, Unless Otherwise Stated)

PARTICULARS	Annexure Nos.	AS AT			
		31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
A) EQUITY AND LIABILITIES					

1.	Shareholders' Funds						
(a)	Share Capital		7	1,085.72	171.43	171.43	150.00
(b)	Reserves & Surplus		8	202.21	906.82	642.60	433.82
	Total (A)			1,287.92	1,078.24	814.03	583.82
3.	Non-Current Liabilities						
(a)	Long Term Borrowings		9	367.29	285.76	581.29	852.65
(b)	Non- Current Liabilities		11	40.40	37.18	32.26	20.49
	Total (C)			407.69	322.94	613.54	873.14
4.	Current Liabilities						
(a)	Short Term Borrowings		10	1,528.18	1,444.79	1,233.94	1,640.33
(b)	Trade Payables		12				
	(i)	total outstanding dues to micro enterprises and small enterprises		441.77	374.37	488.57	287.02
	(ii)	total outstanding dues to creditor other than micro enterprises and small enterprises		897.72	755.77	583.30	461.51
(c)	Other Current Liabilities		13	46.25	24.77	73.97	37.37
(d)	Short Term Provisions		14	215.11	154.37	98.10	63.23
	Total (D)			3,129.02	2,754.06	2,477.88	2,489.46
	Total Equity and Liabilities (A+B+C+D)			4,824.64	4,155.24	3,905.45	3,946.43
B)	ASSETS						
1.	Non-Current Assets						
(a)	Property, Plant and Equipment and Intangible Assets						
	i)	Property, plant and equipment	15A	384.24	345.63	488.27	535.83
	iii)	Capital work-in-progress	15C	10.70	12.11	14.89	14.01
	ii)	Intangible assets	15B	154.60	106.59	105.64	122.13

PARTICULARS		Annexure Nos.	AS AT			
			31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
			549.55	464.34	608.81	671.97
(b)	Non-Current Investments	16	0.10	0.10	0.95	0.51
(c)	Long Term Loans and Advances	17	16.93	16.58	26.51	29.43
(d)	Other Non-Current Assets	18	-	24.46	73.37	-
(e)	Deferred Tax Asset (Net)	19	46.19	46.19	10.95	10.95
	Total (A)		612.77	551.68	720.58	712.86
2.	Current Assets					
(a)	Inventories	20	2,866.84	2,473.70	2,048.58	1,733.58
(b)	Trade Receivables	21	919.83	723.44	777.46	759.29
(c)	Cash and Bank Balances	22	23.68	22.44	30.56	604.71
(d)	Short term loans and advances	23	314.97	324.88	264.81	11.93
(e)	Other Current Assets	24	86.55	59.11	63.46	124.05
	Total (B)		4,211.86	3,603.57	3,184.87	3,233.57
	Total Assets (A+B)		4,824.64	4,155.24	3,905.45	3,946.43

RESTATED STATEMENT OF PROFIT & LOSS

(Amount in Lakhs, Unless Otherwise Stated)

PARTICULARS		Annexure Nos.	AS AT			
			31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
1	Income					
(a)	Revenue From Operations	25	3,051.70	6,321.20	7,541.15	4,890.36
(b)	Other Income	26	0.46	8.89	4.10	9.07
2	Total Income (1a+1b)		3,052.16	6,330.09	7,545.25	4,899.44
3	Expenditure					

(a)	Cost of raw material consumed	27	1,876.96	3,888.70	4,947.47	2,617.09
(b)	Purchases of Stock in Trade	28	316.61	1,002.08	1,018.55	1,234.30
(c)	Changes In Inventories Of Finished Goods, and Stock-In Trade	29	32.75	(124.77)	(4.25)	(3.99)
(d)	Employee Benefit Expenses	30	239.76	521.72	639.83	416.88
(e)	Finance Cost	31	68.21	184.84	169.01	158.29
(f)	Depreciation & Amortization	32	49.83	177.68	134.54	97.86
(g)	Other Expenses	33	186.31	342.71	502.33	266.50
4	Total Expenditure 3(a) to 3(g)		2,770.43	5,992.96	7,407.47	4,786.93
	Profit/(Loss) Before Exceptional and Extra Ordinary Item		281.73	337.13	137.77	112.50
	Exceptional Items		-	-	-	-
5	Profit/(Loss) Before Tax (2-4)		281.73	337.13	137.77	112.50

43

	PARTICULARS	Annexure Nos.	AS AT			
			31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
6	Tax Expense:					
(a)	Tax Expense For Current Year		72.05	108.16	57.57	36.94
(b)	Deferred Tax		-	(35.25)	-	(10.95)
	Net Current Tax Expenses		72.05	72.92	57.57	25.99
7	Profit/(Loss) for the period from continuing operations (5-6)		209.68	264.21	80.21	86.52
8	Restated Earnings Per Share					
	Basic	Rs.	1.93	2.43	0.75	0.81
	Diluted	Rs.	1.93	2.43	0.75	0.81

RESTATED STATEMENT OF ASSETS AND LIABILITIES
(Amount in Lakhs, Unless Otherwise Stated)

PARTICULARS	AS AT			
	31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
A) Cash Flow From Operating Activities:				
Net Profit before tax	281.73	337.13	137.77	112.50
Adjustment for:				
Depreciation	49.83	177.68	134.54	97.86
Interest Paid	68.18	181.10	165.92	147.78
Adjustments for unrealised foreign exchange Losses / (Gains)	-	-	(2.11)	-
Interest Income	0.46	0.58	1.99	2.69
(Profit) / Loss on sale of property, plant and equipment	-	(0.13)	19.49	(6.37)
Operating profit before working capital changes	400.21	696.36	457.59	354.47
Changes in Working Capital				
(Increase)/Decrease in Inventories	(393.14)	(425.12)	(315.00)	(229.72)
(Increase)/Decrease in Trade Receivables	(196.39)	54.02	(18.17)	(80.74)
(Increase)/Decrease in Long Term Loans & Advances	(0.34)	9.92	2.92	(0.83)
(Increase)/Decrease in Short Term Loans & Advances	9.91	(60.07)	(252.88)	35.34
(Increase)/Decrease in Other Current Assets	(27.44)	4.35	60.59	(12.54)
(Increase)/Decrease in Other Non-Current Assets	24.46	48.91	(73.37)	-
Increase/(Decrease) in Trade Payables	209.35	58.27	323.33	(202.92)
Increase/(Decrease) in Other Current Liabilities	21.48	(49.20)	36.60	26.56
Increase/(Decrease) in Other Non-Current Liabilities	3.22	4.92	11.77	6.19
Increase/(Decrease) in Short Term Provisions	60.74	56.27	34.88	(2.21)
Increase/(Decrease) in Short Term Borrowings	83.39	210.84	(406.39)	461.96

PARTICULARS	AS AT			
	31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
Cash generated from operations	195.46	609.49	(138.13)	355.57
Direct Tax Paid / (Refund) [Net]	72.05	29.18	-	36.94
Cash Flow Before Extraordinary Item	123.40	580.31	(138.13)	318.63
Extraordinary Items	-	-	-	-
Net cash flow from operating activities	123.40	580.31	(138.13)	318.63
B) Cash Flow From Investing Activities:				
Purchase/Sale of Property, Plant and Equipment and Intangibles	(134.46)	(33.09)	(60.37)	(218.19)
(Increase)/Decrease in Non-Current Investments	-	0.85	(0.44)	-
Interest Income	(0.46)	(0.58)	(1.99)	(2.69)
Other Inflow / (Outflows) of cash	-	(78.99)	21.20	-
Net cash flow from investing activities	(134.93)	(111.81)	(41.60)	(220.88)
C) Cash Flow From Financing Activities:				
Increase/(Decrease) in Long Term Borrowings	81.54	(295.53)	(271.37)	584.68
Increase / (Decrease) in share capital		-	21.43	
Interest Paid	(68.18)	(181.10)	(165.92)	(147.78)
Net cash flow from financing activities	13.35	(476.63)	(394.43)	436.90
Net Increase/(Decrease) In Cash & Cash Equivalents	1.25	(8.13)	(574.16)	534.64
Cash equivalents at the beginning of the year	22.43	30.56	604.71	70.07
Cash equivalents at the end of the year	23.68	22.43	30.56	604.71
Notes:-				

		AS AT			
		31-Aug-23	31-Mar-23	31-Mar-22	31-Mar-21
1	Component of Cash and Cash equivalents				
	Cash on hand	20.96	17.76	27.99	15.34
	Balance With banks	2.73	4.68	2.56	589.38
	Fixed Deposit	-	-	-	-
		23.68	22.44	30.56	604.71
<p>2.1 The Restated Statement of Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.</p> <p>2.2 The above statement should be read with Basis of Preparation, Significant Accounting Policies and Notes to Restated Financial Information appearing in Annexure 4 and Adjustments to Audited Financial Statements appearing in Annexure 5 and Reconciliation of restated Equity/ Networth appearing in Annexure 6. 2.3 This is the Restated Statement of Cash Flows referred to in our report of even date.</p>					

45

SECTION V- GENERAL INFORMATION

Our Company was originally incorporated as Italian Edibles Private Limited on December 16, 2009 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Madhya Pradesh and Chattisgarh. Subsequently the name of the company was changed from “Italian Edibles Private Limited” to “Italian Edibles Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on September 06, 2023 and had obtained fresh certificate of incorporation September 21, 2023 issued by the Registrar of Companies, Gwalior. For details of the changes in our name and registered office, please refer to the chapter titled ‘*History and Certain Corporate Matters*’ beginning on page no 119 of this Prospectus.

Registered Office of our Company

CIN : U15141MP2009PLC022797

Registration No. : 022797

Address : 309/1/1/8 Block No.03, Mangal Udhog Nagar, Gram Palda, Indore-452020, Madhya Pradesh, India

Tel No. : +91 9826298268

Email Id : italian_edibles@yahoo.com

Website : www.ofcoursegroup.com

Contact Person : Ms. Sunila Kalra, Company Secretary and Compliance Officer

Address of the Registrar of Companies

Address : 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India

Tel No. : 0751-2321907

Email Id : roc.gwalior@mca.gov.in

Website : www.mca.gov.in

DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the **Emerge Platform of NSE** located at Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.

OUR BOARD OF DIRECTORS

The following table sets out details regarding our Board as on the date of this Prospectus:

Sr. No.	Name and Designation	DIN	Address

1.	Mr. Ajay Makhija Managing Director	02847288	15/1, Vidhya Nagar, 604 Sidhi Vinayak Grand, Behind Sapna Sangeeta, Indore-452001, Madhya Pradesh, India
2.	Mr. Akshay Makhija Executive Director & CEO	02787252	15/1, Vidhya Nagar, 604 Sidhi Vinayak Grand, Behind Sapna Sangeeta, Indore-452001, Madhya Pradesh, India
3.	Mrs. Sneha Chinmay Khandelwal Non-Executive Director	10448569	93-A, Sudama Nagar, Narendra Tiwari Marg, Nr Sudama Nagar, Madhya Pradesh 452009
4.	Ms. Devyani Chhajed Non-Executive Independent Director	10276186	1083, Gyan Nagar, Sector-04, Manva Khera, Udaipur H Magri, Udaipur, Girwa-31 3002, Rajasthan, India
5.	Ms. Anjali Jain Non-Executive Independent Director	07757314	323, Tilaknagar main road, Indore- 452018, Madhya Pradesh, India

For detailed profile of our Board of Directors, refer to chapter titled '**Our Management**' on page no. 123 of this Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

46

NAME : MS. SUNILA KALRA

Address : 309/1/1/8 Block No.03, Mangal Udhyog Nagar, Gram Palda, Indore 452020, Madhya Pradesh, India

Tel No. : +91 9826298268

Email Id : italian_edibles@yahoo.com

Website : www.ofcoursegroup.com

CHIEF FINANCIAL OFFICER

Name : MR. SATYANARAYAN RAWAT

Address : 309/1/1/8 Block No.03, Mangal Udhyog Nagar, Gram Palda, Indore-452020, Madhya Pradesh, India

Tel No. : +91 9826298268

Email Id : italian_edibles@yahoo.com

Website : www.ofcoursegroup.com

LEAD MANAGER FOR THE COMPANY

Name : FIRST OVERSEAS CAPITAL LIMITED

Registered Office : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001 **Tel No. :** +91 22 40509999

Email Id : mb@focl.in

Contact Person : Mr. Rushabh Shroff /Mr. Ms.Mala Soneji

Website : www.focl.in

SEBI Registration No. : INM000003671

REGISTRAR TO THE ISSUE

Name : BIGSHARE SERVICES PRIVATE LIMITED

Address : S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai - 400 093, Maharashtra, India

Tel No. : +91 22 6263 8200

Email Id : ipo@bigshareonline.com

Investor grievance e-mail : investor@bigshareonline.com

Contact Person : Mr. Vinayak Morbale

Website : www.bigshareonline.com

SEBI Registration No. : INR000001385

Note:

Investors may contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue, i.e. and/ or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, or/and non-receipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same. Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

LEGAL ADVISOR TO THE ISSUE

Name : RAJANI ASSOCIATES, ADVOCATES & SOLICITORS

47

Address : 204–207, Krishna Chambers, 59, New Marine Lines, Mumbai-400020 Maharashtra, India
Tel No. : +91 22 4096 1000/9820041647
Email Id Website : www.rajaniassociates.net
 : sangeeta@rajaniassociates.net
Contact Person : Ms. Sangeeta Lakhi

STATUTORY AND PEER REVIEW AUDITOR OF THE COMPANY

Name : M/s MAHESHWARI & GUPTA

Address : 312-314, Manas Bhawan Annex., Hindi Sahitya Samiti, 11 RNT Marg, Indore 452001, Madhya Pradesh, India

Tel No. : +91 94250 66760

Email Id : maheshwari Gupta1753@gmail.com

Contact Person : CA Sunil Maheshwari

Membership No. : 403346

Firm Registration No. : 006179C

Peer reviewed Certificate No : 013627 valid till July 31, 2024

BANKER(S) TO THE COMPANY

Name : HDFC BANK

Address : HDFC Bank House, Brilliant Avenue, Scheme No-94, Sector-B Behind Bombay Hospital, Ring Road, Indore- 452010

Tel No. : 7225811176

Email Id : anurag.awasthi@hdfcbank.com

Contact Person : Anurag Awasthi

Website : www.hdfcbank.com

BANKER(S) TO THE ISSUE/ SPONSOR BANKER/ ESCROW COLLECTION BANK/REFUND BANK

Name : HDFC BANK LIMITED

Address : Lodha, I Think Techno Campus, O-3 Level, next to Kanjurmarg Railway Station, Kanjurmarg (East) Mumbai-400042, Maharashtra, India

Tel No. : +91 22 30752929/2928/2914

Email Id : Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com
Sachin.gawade@hdfcbank.com

Contact Person : Siddharth Jadhav, Eric Bacha, Sachin Gawade

Website : www.hdfcbank.com

SEBI Registration No. : INBI00000063

UNDERWRITER (S) TO THE ISSUE

Name : FIRST OVERSEAS CAPITAL LIMITED

Registered Office : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001 **Tel No. :** +91 22 40509999

Email Id : mb@focl.in

Contact Person : Mr. Rushabh Shroff / Ms. Mala Soneji

Website : www.focl.in

SEBI Registration No. : INM000003671

48

Name : NIKUNJ STOCK BROKERS LIMITED

Address : A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi – 110007 Tel No. : 011-47030017-18/ 9999492292

Email Id : complianceofficer@nikunjonline.com

Contact Person : Mr. Anupam Suman

Website : <https://www.nikunjonline.com/>

SEBI Registration No. : INZ000169335

Changes in Auditors during the last Three Financial Years

There have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Prospectus except as set out below:

Name of the Auditor	Date of Appointment	Date of Cessation	Reason for resignation
M/s Vijay K Jain & Associates, Chartered Accountant Address: 307 Manas Bhawan Extn., 11 R.N.T. Marg, Indore-452001, Madhya Pradesh, India Contact Person: Virendra Kumar Goyal Email id: cavijayjain2011@yahoo.com Firm Registration No: 006719C Membership No: 429107	December 01, 2020	July 24, 2023	Due to pre-occupation
M/s Maheshwari & Gupta, Chartered Accountant Address: 312-314, Manas Bhawan Annex., Hindi Sahitya Samiti, 11 RNT Marg, Indore-452001, Madhya Pradesh, India Contact Person: CA Sunil Maheshwari Email id: maheshwarigupta1753@gmail.com Firm Registration No: 006179C Membership No: 403346	August 02, 2023	NA	NA

Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link. The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40and> (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time. The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE i.e., www.nseindia.com, as updated from time to time.

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept application forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of Stock Exchange www.nseindia.com, as updated from time to time.

49

Collecting Depository Participants

The list of the CDPs eligible to accept application forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange www.nseindia.com as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time to time.

Credit Rating

This being an Issue of Equity Shares, there is no requirement of credit rating.

Debenture Trustees

This is being an Issue of Equity Shares; the appointment of Debenture trustee is not mandatory.

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.

Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities for the Issue

Since, First Overseas Capital Limited is the sole Lead Manager to the Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

Appraisal and Monitoring Agency

As per Regulation 262(1) of SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the issue size is below Rs.10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/S Maheshwari & Gupta, Chartered Accountant dated September 25, 2023 to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports (a) on the Restated Financial Statements dated September 21, 2023, and (b) Statement of Special Tax Benefits dated October 03, 2023 by the Auditors, such consent has not been withdrawn as on the date of this Prospectus.

Filing of Prospectus

The copy of the Draft Prospectus will be filed with the Designated Stock Exchange, in our case, it shall be Emerge Platform of NSE. The Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/000000154 dated December 11, 2019, a copy of the Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will

be delivered to the ROC Office situated at 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India

Underwriting Agreement

50

This Issue is 100% Underwritten. The Underwriting agreement is dated [•]. 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 Underwriters	No. of Equity Shares underwritten *	Amount Underwritten	% Of the total Issue Size Underwritten
First Overseas Capital Limited 1-2 Bhupen Chambers, Dalal Street, Fountain, Mumbai – 400 001, Maharashtra, India. Tel No.: +91 22 4050 9999; Email: mb@focl.in Website: www.focl.in SEBI Registration No: INM000003671 Contact Person: Rushabh Shroff/ Mala Soneji	588000	399.84	15.00
Nikunj Stock Brokers Limited Address. Tel No.: +919999492292 Fax No: N.A Email: complianceofficer@nikunjonline.com Website: https://www.nikunjonline.com/ SEBI Registration No: INZ000169335 Contact Person: Mr. Anupam Suman	33,32,000	2265.76	85.00
TOTAL	39,20,000	2665.60	100.00

* Includes 2,00,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of our Board of Directors (based on a certificate given by the Underwriter, the resources of the above mentioned Underwriters are sufficient to enable them to discharge the underwriting obligations in full. The above mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

Details of the Market Making Arrangement for the Issue

Our Company and the Lead Manager have entered into an agreement dated January 16, 2024 with the following Market Maker, duly registered with NSE to fulfill the obligations of Market Making:

Name : NIKUNJ STOCK BROKERS LIMITED

Address : A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi - 110007 **Tel No. :**
011-47030017-18/ 9999492292

Contact Person : Mr. Anupam Suman

Website : <https://www.nikunjonline.com/>

SEBI Registration No. : INZ000169335

CIN : U74899DL19941PLC060413

Nikunj Stock Brokers Limited, registered with Emerge Platform of NSE 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.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR)

Regulations, 2018, and its amendments thereto and the circulars issued by the NSE and SEBI regarding this matter from time to time.

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

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 Stock Exchange. Further, the Market Maker shall inform Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.

51

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 and SEBI from time to time.
3. The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the Emerge Platform of NSE (in this case currently the minimum trading lot size is 2,000 Equity Shares; however, the same may be changed by the Emerge Platform of NSE from time to time).
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% (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of Market Maker in our Company reduce to 14%, the market maker will resume providing 2-way quotes.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.
7. There shall be no exemption / threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
8. There would not be more than (5) five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
9. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the SEBI and Emerge Platform of NSE.
10. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE SME and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
11. On the 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.
12. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
13. In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.
14. 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.
15. The Market Maker(s) shall have the right to terminate said arrangement by giving three-month notice or on mutually acceptable terms to the Lead Manager/Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
16. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager/Merchant Banker 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 and the Lead Manager/Merchant Banker 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. 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.

17. **Risk containment measures and monitoring for Market Makers:** Emerge Platform of NSE will have all margins which are applicable on the NSE 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.
18. **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.

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.

19. **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 Rs. 250 Crores, the applicable price bands for the first day shall be: • In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the 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.

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

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

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

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 Rs.20 Crores	25%	24%
Rs.20 to Rs.50 Crores	20%	19%
Rs.50 to Rs.80 Crores	15%	14%

Above Rs.80 Crores	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 Exchanges from time to time.

SECTION VI- CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus is set forth below: **(Rs. In Lakhs)**

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
A.	Authorized Share Capital		
	1,65,00,000 Equity Shares of Rs. 10/- each	1,650.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,08,57,151 Equity Shares of Rs. 10/- each	1,085.72	-
C.	Present Issue in terms of this Prospectus		
	Issue of 39,20,000 Equity Shares of face value of Rs. 10/- each at an Issue price of Rs.68.00 per Equity Share	392.00	2,665.60
	<i>Which comprises:</i>		
	(a) Reservation for Market Maker(s) 2,00,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 68.00/- per Equity Share	20.00	136.00
	(b) Net Issue to the Public of 37,20,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 68.00 per Equity Share	372.00	2,529.60
#	Of the Net Issue to the Public*		
	18,60,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 68.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2.00 Lakhs (Retail Individual Investors)	186.00	1,264.80
	18,60,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 68.00 per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2.00 Lakhs (Other than Retail Individual Investors)	186.00	1,264.80

D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,47,77,151 Equity Shares of Rs. 10/- each	1,477.72	-
E.	Securities Premium Account		
	Before the Issue		-
	After the Issue		2273.60

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. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “**The Issue**” on page no. on page 41 of this Prospectus.

The Present Issue has been authorized pursuant to a resolution of our Board dated September 25, 2023 and by Special Resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on September 25, 2023.

Class of Shares

The Company has only one class of shares i.e.; Equity shares of Rs. 10.00/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Prospectus. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

NOTES TO THE CAPITAL STRUCTURE

54

1. Details of change in Authorized Share Capital of our Company:

Since the incorporation of our Company, the authorized Share Capital of our Company has been altered in the manner set forth below:

Particulars (No. of Equity Shares of FV of Rs. 10 each)		Date of Meeting	Type of Meeting
From	To		
-	30,000	-	On Corporation
30,000	1,00,000	February 14, 2011	EGM
1,00,000	2,50,000	February 02, 2012	EGM
2,50,000	6,00,000	September 30, 2014	EGM
6,00,000	10,00,000	September 23, 2015	EGM
10,00,000	15,00,000	September 30, 2016	EGM
15,00,000	25,00,000	December 29, 2017	EGM
25,00,000	1,65,00,000	June 26, 2023	EGM

2. Paid-up Share Capital History of our Company

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Share Capital (Rs.)
16-12-2009	30,000	10	10	Subscription to MoA ⁽¹⁾	Cash	30,000	3,00,000
11-06-2012	2,10,100	10	10	Right Issue ⁽²⁾	Cash	2,40,100	24,01,000
20-11-2014	3,59,900	10	10	Right Issue ⁽³⁾	Cash	6,00,000	60,00,000
08-10-2015	2,00,000	10	10	Right Issue ⁽⁴⁾	Cash	8,00,000	80,00,000
11-08-2016	2,00,000	10	10	Right Issue ⁽⁵⁾	Cash	10,00,000	1,00,00,000
26-10-2016	3,00,000	10	10	Right Issue ⁽⁶⁾	Cash	13,00,000	1,30,00,000
27-07-2017	2,00,000	10	10	Right Issue ⁽⁷⁾	Cash	15,00,000	1,50,00,000
25-03-2022	2,14,287	10	60	Right Issue ⁽⁸⁾	Cash	17,14,287	1,71,42,870
03-08-2023	91,42,864	10	-	Bonus Issue ⁽⁹⁾	Other than cash	1,08,57,151	10,85,71,510

(1) Initial subscription to the MOA as on December 16, 2009:

Sr. No.	Subscribers to the MoA for Equity Shares	Number of Equity shares allotted
1.	Mr. Ajay Makhija	15,000
2.	Mr. Akshay Makhija	15,000

(2) List of allottees who were allotted equity shares as on June 16, 2012 is as follows:

Sr. No.	Subscribers to the MoA for Equity Shares	Number of Equity shares allotted
1.	Mr. Ajay Makhija	125100
2.	Mr. Akshay Makhija	80000
3.	Mrs. Meenakshi Makhija	5000

(3) List of allottees who were allotted equity shares as on November 20, 2014 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	1,54,900
2.	Mr. Akshay Makhija	2,05,000

(4) List of allottees who were allotted equity shares as on November 08, 2015 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	1,00,000
2.	Mr. Akshay Makhija	1,00,000

(5) List of allottees who were allotted equity shares August 11, 2016 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	1,00,000
2.	Mr. Akshay Makhija	1,00,000

(6) List of allottees who were allotted equity shares as on October 26, 2016 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	1,50,000
2.	Mr. Akshay Makhija	1,50,000

(7) List of allottees who were allotted equity shares as on July 27, 2017 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	1,00,000
2.	Mr. Akshay Makhija	1,00,000

(8) List of allottees who were allotted equity shares as on March 25, 2022 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	85,715
2.	Mr. Akshay Makhija	1,28,572

(9) List of allottees who were allotted equity shares as on August 03, 2023 is as follows:

Sr. No.	Name of the Allottees	Number of Equity shares allotted
1.	Mr. Ajay Makhija	4457147
2.	Mr. Akshay Makhija	4684917
3.	Minakshi Makhja	160
4.	Anjali Makhija	160
5.	Nishma Vaswani	160
6.	Sudhir Vaswani	160
7.	Jatin Vaswani	160

3. Equity Shares issued for consideration other than cash by Our Company:

Except for as mentioned below, our Company has not allotted any Equity Shares for consideration other than cash, since its incorporation:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
August 03, 2023	91,42,864	10.00	-	Bonus Issue in ratio of 3:16	Other than cash

4. Equity Shares issued in the preceding two (2) years:

Except for as mentioned below, our Company has not issued any equity shares during a period of two (2) years preceding the date of the Prospectus:

56

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
March 25, 2022	2,14,287	10.00	60.00	Right Issue	cash
August 03, 2023	91,42,864	10.00	-	Bonus Issue in ratio of 3:16	Other than cash

5. Issue of Equity Shares issued in the preceding one (1) year at a Price lower than the Issue Price: Other than as mentioned below, Equity Shares were issued in last one year immediately preceding the date of the Prospectus at a price which is lower than the Issuer Price:

Date of allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration
August 03, 2023	91,42,864	10.00	-	Bonus Issue in ratio of 3:16	Other than cash

6. Our Company has not revalued its assets since inception.

7. Our Company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation of reserves.

8. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Section Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Prospectus.

9. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

10. As on the date of filing of this Prospectus, there are no partly paid-up shares, outstanding convertible securities,

warrants or outstanding warrants, options or rights to convert debentures in our Company or loans or other financial instruments into our equity shares.

11. There are no equity shares against which depository receipts have been issued.
12. As on the date filing this Prospectus, other than the equity shares, there are no other class of securities issued by our Company. Further, our Company does not have any preference share capital as on the date filing this Prospectus.
13. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
14. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
15. **Capital Build-up of our Promoters shareholding in the Company**

As on the date of this Prospectus, our Promoters hold 1,08,56,201 Equity Shares having face value of Rs. 10 per share and representing 99.99 % of the pre-issue Paid up Capital of our Company.

57

Date of Allotment/ Transfer	No. of Equity Shares Allotted	Cumulative no. of Equity Shares	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration	% of the Paid-up Capital	
						Pre Issue	Post Issue
Mr. Ajay Makhija							
16-12-2009	15,000	15,000	10	10	Incorporation	0.14	0.10
16-06-2012	1,25,100	1,40,100	10	10	Rights Issue Allotment	1.15	0.85
20-11-2014	1,54,900	2,95,000	10	10	Rights Issue Allotment	1.43	1.05
20-11-2014	5,000	3,00,000	10	10	Transfer from Meenakshi Makhija	0.05	0.03
08-11-2015	1,00,000	4,00,000	10	10	Rights Issue Allotment	0.92	0.68
11-08-2016	1,00,000	5,00,000	10	10	Rights Issue Allotment	0.92	0.68
29-10-2016	1,50,000	6,50,000	10	10	Rights Issue Allotment	1.38	1.02
27-07-2017	1,00,000	7,50,000	10	10	Rights Issue Allotment	0.92	0.68
25-03-2022	85,715	8,35,715	10	60	Rights Issue Allotment	0.79	0.58
03-08-2023	44,57,147	52,92,862	10	Nil	Bonus Share Allotment	41.05	30.16

Total	52,92,862					48.75	35.82
Mr. Akshay Makhija							
16-12-2009	15,000	15,000	10	10	Incorporation	0.14	0.10
16-06-2012	80,000	23,000	10	10	Rights Issue Allotment	0.74	0.05
20-11-2014	2,05,000	2,28,000	10	10	Rights Issue Allotment	1.89	1.39
08-11-2015	1,00,000	3,28,000	10	10	Rights Issue Allotment	0.92	0.68
11-08-2016	1,00,000	4,28,000	10	10	Rights Issue Allotment	0.92	0.68
29-10-2016	1,50,000	5,78,000	10	10	Rights Issue Allotment	1.38	1.02
27-07-2017	1,00,000	6,78,000	10	10	Rights Issue Allotment	0.92	0.68
25-03-2022	1,28,572	8,06,572	10	60	Rights Issue Allotment	1.18	0.87
24-07-2023	(150)	8,06,422	10	60	Transfer*	(0.00)	(0.00)
03-08-2023	46,84,917	54,91,339	10	Nil	Bonus Share Allotment	43.15	31.70
Total	55,63,339					51.24	37.65

*Transfer of 30 Shares each to Mrs. Meenakhshi Makhija; Mrs. Anjali Makhija; Ms. Nishma Vaswani; Mr. Sudhir Vaswani; Mr. Jatin Vaswani

All the Equity Shares held by our Promoter were and is fully paid-up on the respective dates of acquisition and/or transfers and/or allotment of such Equity Shares. As on the date of this Prospectus, none of the Equity Shares held by our Promoters are pledged.

Further, our Promoters to the Company and the Lead Manager confirms that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoters' Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoter for this purpose.

58

Details of Promoter's contribution and Lock-in

As per Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the fully diluted post-issue equity share capital of our Company held by our Promoters shall be provided towards minimum Promoter's contribution and locked in for a period of 3 (Three) years from the date of Allotment ('Minimum Promoter's Contribution'). The lock-in of the 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. The Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoter's Contribution constituting 20.30% of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution, from the date of filing of this Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR)

Regulations. The Equity Shares which are being locked in for three (3) years from the date of Allotment are as follows:

Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition/ acquired/ transfer	Nature of consideration	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre Issue	Post Issue
Mr. Ajay Makhija							
03-08-2023	15,00,000	Bonus in the ratio of 3:16	Cash	10.00	-	13.82	10.15
Mr. Akshay Makhija							
03-08-2023	15,00,000	Bonus in the ratio of 3:16	Cash	10.00	-	13.82	10.15
Total	30,00,000					27.63	20.30

The Minimum Promoters contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018. The Equity Shares that are being locked-in are eligible for computation of Promoter Contribution under Regulation 237 of SEBI ICDR Regulations. In this connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

- a) Equity Shares acquired during the preceding three (3) years from the date of filing this Prospectus for - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
 - resulting from a bonus shares issued out of revaluations reserves or unrealized profits of the Company or bonus issue against equity shares which are otherwise ineligible for computation of Minimum Promoter's Contribution;
- b) Equity Shares held by the Promoter and offered for minimum Promoters contribution which are subject to any pledge with any creditor;
- c) Equity Shares acquired during the preceding one (1) year from the date of filing this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Initial Public Offer; d) Equity Shares issued to the Promoter upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management are ineligible for Minimum Promoters' Contribution. 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; and
- e) Equity Shares for which specific written consent has not been obtained from the respective Promoter for inclusion of their subscription in the Promoters Contribution subject to lock-in.

Equity shares locked-in for one year

59

Other than the Equity Shares mentioned above that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and 239 of SEBI ICDR Regulations, 2018.

Other requirements in respect of 'Lock-In'

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

Inscription or Recording of non-transferability:

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the share certificates for the equity shares held in

physical form, which are subject to lock-in, shall carry the inscription ‘**non-transferable**’ and the non-transferability details shall be informed to and recorded by the Depositories.

Pledge of Locked in Equity Shares:

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

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

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

Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable; - The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters’ Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters’ Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock in period stipulated has expired.

16. OUR SHAREHOLDING PATTERN

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this:

Cate gory	Catego ry of Sharehol ders	No . of Shar ehol ders	No. Of Fully Paid-up Equity Shares held	No. Of Part ly Paid up Equi ty Shar es held	No. of Sha res und erl ying Deposi tory Recep ts	Total No. Of Equity Shares held	Share holdin g as a % of total no. of shares (calcul ated as per SCR R, 1957	No. of Voting Rights held in each class of securities *	No. of Shares Unde rlyi ng Outstan ding Conv erti ble Secur ities (inclu din g	Share hol ding as a % assumin g full converti ble securitie s (as a percenta ge of diluted	No. of Locke in share **
----------------------	---	---	--	--	---	--	---	--	---	---	---

) As a % of (A+B+ C2)	No. of Voting Rights	Total as a % of (A+ B+ C)	Warrant s)	share capital) As a % of (A+B+C 2)	No. (a)	A %
I	II	III	IV	V	VI	VII=I V+ V+VI	VIII	IX		X	XI=V II+ X	XII	
A	Promo ter & Promo ter Group	7	1,08,57,1 51	-	-	1,08,57,1 51	100	1,08,57,1 51	100	1,08,57,1 51	1,08,57,1 51	-	-
B	Public	-	-	-	-	-	-	-	-	-	-	-	-
C	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlyin g DRs	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employ ee Trusts	-	-	-	-	-	-	-	-	-	-	-	-

61

Cate gory	Catego ry of Sharehol ders	No. of Shar ehol ders	No. Of Fully Paid-up Equity Shares held	No. Of Part ly Paid up Equity Shar es held	No. of Sha res und erl ying Deposi tory Receip ts	Total No. Of Equity Shares held	Share holdin g as a % of total no. of shares (calcul ated as per SCR R, 1957) As a % of (A+B+ C2)	No. of Voting Rights held in each class of securities *		No. of Shares Unde rlyin g Outstan ding Conv erti ble Secur itie s (inclu din g Warr ant s)	Share hol ding as a % assumin g full converti ble securitie s (as a percenta ge of diluted share capital) As a % of (A+B+C 2)	No. of Locke in share **	N o. (a)	A %
								No. of Voting Rights	Total as a % of (A+ B+ C)					

I	II	III	IV	V	VI	VII=I V+ V+VI	VIII	IX		X	XI=V II+ X	XII
	Total	7	1,08,57,1 51	-	-	1,08,5 7,1 51	100.00	1,08,57,1 51	100 .00	1,08,57,1 51	1,08,57,1 51	-

Note:

- 1) As on the date of this Prospectus 1 Equity Shares holds 1 vote. The entire pre-IPO equity share of the Company will be locked in prior to listing of shares on the Emerge Platform of NSE.
- 2) PAN of all shareholders will be provided to the stock exchange by our Company prior to Listing of Equity Share on the Stock Exchange.
- 3) Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.
- 4) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.

62

17. Following is the details of the aggregate shareholding of Our Promoter and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post- Issue Capital
A	Promoter -				
1	Mr. Ajay Makhija	52,92,862	48.75%	52,92,862	35.82%
2	Mr. Akshay Makhija	55,63,339	51.24%	55,63,339	37.65%
	TOTAL (A)	1,08,56,201	99.99%	1,08,56,201	73.47%
B	Promoter Group & Relatives				
1	Mrs. Minakshi Makhja	190	Negligible	190	Negligible
2	Mrs. Anjali Makhija	190	Negligible	190	Negligible
3	Ms. Nishma Vaswani	190	Negligible	190	Negligible
4	Mr. Sudhir Vaswani	190	Negligible	190	Negligible
5	Mr. Jatin Vaswani	190	Negligible	190	Negligible
	TOTAL (B)	950	Negligible	950	Negligible
C	TOTAL (A+B)	1,08,57,151	100.00%	1,08,57,151	73.47%

18. The average cost of acquisition of per Equity Share by our Promoter is set forth in the table below:

Name of Promoter	No. of equity share held	Average cost of acquisition (in Rs.)
Mr. Ajay Makhija	52,92,862	2.39
Mr. Akshay Makhija	55,63,339	2.73

19. List of shareholders holding 1% or more of the paid-up share capital of our company: -

(a) As on the date of this Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Ajay Makhija	52,92,862	48.75%
2.	Mr. Akshay Makhija	55,63,339	51.24%
	Total	1,08,56,201	99.99%

(b) 10 days prior to the date of this Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
3.	Mr. Ajay Makhija	52,92,862	48.75%
4.	Mr. Akshay Makhija	55,63,339	51.24%
	Total	1,08,56,201	99.99%

(c) 1 year prior to the date of filing this Prospectus:

Sr. No.	Name Of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Ajay Makhija	8,35,715	48.75%
2.	Mr. Akshay Makhija	8,78,572	51.25%
	Total	17,14,287	100%

(d) 2 years prior to the date of filing this Prospectus:

Sr. No.	Name of The Shareholders	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Ajay Makhija	7,50,000	50%
2.	Mr. Akshay Makhija	7,50,000	50%
	Total	15,00,000	100%

20. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as mentioned below and as stated in the chapter titled 'Our Management' beginning on page no. 123 of this Prospectus.

Sr.	Name of the KMP's	Designation	No. of Shares	% of pre-issue
-----	-------------------	-------------	---------------	----------------

No.			held in our Company	paid-up Equity Share Capital
1.	Mr. Ajay Makhija	Managing Director	52,92,862	48.75%
2.	Mr. Akshay Makhija	Executive Director & CEO	55,63,339	51.24%
	Total		1,08,56,201	99.99%

21. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the 6 (Six) months preceding the date of this Prospectus.
22. Our Company shall ensure that transactions in the Equity Shares by the Promoter and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
23. As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
24. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
25. Except as disclosed in this Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) 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 (including issue of securities convertible into Equity Shares) whether preferential or otherwise.
26. There have been no financial arrangements whereby our Promoter, 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 months preceding the date of this Prospectus, other than in the normal course of business of the financing entity.
27. There are no other persons belonging to the category “Public” who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Prospectus.
28. There are no persons belonging to the category “Public” is holding the securities (including shares, warrants, convertible securities of our Company more than 1% of the total number of shares as on the date of this Prospectus.
29. Our Company, our Promoter, our Directors and the Lead Manager to the Issue have not entered into any buy back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
30. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicant for making an application, except for fees or commission for services rendered in relation to the Issue.
31. There are no safety net arrangements for this Public Issue
32. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018, as amended from time to time.
33. An oversubscription to the extent of 10% of the Net Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. 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 our Promoter

up capital is locked in for 3 years.

34. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
35. 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 no. 233 of this Prospectus.
36. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
37. As per RBI regulations, OCBs are not allowed to participate in the Issue.
38. The Issue is being made through Fixed Price method.
39. None of the other Promoter and members of our Promoter Group will participate in this Issue.
40. Our Company has not raised any bridge loan against the proceeds of the Issue.
41. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
42. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
43. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
44. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in the Issue.
45. We have seven (7) shareholders as on the date of filing of this Prospectus.
46. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
47. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of ‘associate company’ under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company. The Lead Manager and their respective affiliates may engage in 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.

OBJECTS OF THE ISSUE

The Offer comprises of a Fresh Issue by our Company.

The Fresh Issue includes a public Issue of 39,20,000 Equity Shares of our Company at an Issue Price of Rs. 68.00 per

Equity Share. The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

- 1) Setting up of the proposed manufacturing unit;
- 2) Repayment of certain Borrowings;
- 3) To meet incremental working capital requirements; and
- 4) General Corporate Expenses.

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

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association. For the main objects clause of our Memorandum of Association, see “*History and Certain Corporate Matters*” on page 119 of this Prospectus.

Net Proceeds

The details of the issue proceeds are summarized below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds of the Issue	2665.60
Less: Issue related expenses	80.00
Net Proceeds of the Issue (Net Proceeds)	2585.60

Utilization of Funds and Means of Finance:

The proposed utilization of net proceeds is set forth below:

Sr. No.	Objects of the Issue	(Rs. In Lakhs)	
		Amount Proposed to be Utilized from the Net Proceeds	
		FY 2023-24	FY 2024-25
1	Setting up of the proposed manufacturing unit ⁽¹⁾	450.00	350.00
2	Repayment of certain Borrowings	614.43	-
3	To meet incremental working capital requirements	600.00	-
4	General Corporate Expenses	571.17	-
	Total	2235.60	350.00

(1) Total estimated cost based on the Report as certified by M/S Athak Mahajan, Engineering & Construction vide its certificate dated 07-10-2023 and 09-10-2023.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and through existing identifiable internal accruals. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 230(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the proposed Issue and existing identifiable internal accruals.

Requirement of Funds and Means of Finance

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates and have not been appraised by any bank, financial institution or any other external agency. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment on account of variety of factors such as our financial condition, business and strategy, including external factors such as market conditions, competitive environment, costs of commodities and interest/ exchange rate fluctuations which may not be within the control of our management.

In case of variations in the actual utilisation of funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our internal accruals and/ or debt, as required. If the actual utilisation towards the said Object is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes/ will not exceed 25% of the gross proceeds from the Issue. The expenditure already incurred and existing identified internal accruals may, at the discretion of the management be, utilize for our future internal accruals in order to reduce our financing costs.

Schedule of implementation

The entire amount of Fresh Issue Proceeds will be utilised during FY 2024 and FY 2025 as details below in the section “Details of balance fund deployment”.

Deployment of Funds in the Objects

Except as mentioned below in “Details of balance fund deployment”, our Company has not incurred the any expenditure on the Objects till January 15, 2024, the same is certified by M/s Maheshwari & Gupta, Chartered Accountants vide their certificate date January 23, 2024:

Details of balance fund deployment

(Rs. In Lakhs)					
Sr. No.	Objects of the Issue	Expenses Already Incurred till January 15, 2024	Amount Proposed to be Utilized from the Net Proceeds		Total
			FY 2023-24	FY 2024-25	
1.	Setting up of the proposed manufacturing unit ⁽¹⁾	Nil	450.00	350.00	800.00
2.	Repayment of certain Borrowings	Nil	614.43	-	614.43
3.	To meet incremental working capital requirements	Nil	600.00	-	600.00
4.	General Corporate Expenses	Nil	571.17	-	571.17
5.	To meet the expenses of the Issue	8.35	71.65	-	80.00
	Total	8.35	2307.25	350.00	2665.60

(1) Total estimated cost based on the Report as certified by M/S Athak Mahajan, Engineering & Construction vide its certificate dated 07-10-2023 and 09-10-2023.

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object.

DETAILS OF THE OBJECTS

I. SETTING UP OF PROPOSED MANUFACTURING UNIT

We have two operational manufacturing units that are operated by us and is located in Gram Palda, Indore and Prabhu Toll Kanta, Indore (Madhya Pradesh). For details on our manufacturing units, please refer to “Our Manufacturing and Storage facilities” on page no. 56 of the Prospectus.

67

To cater to the growing demand from our existing customers and to meet requirements of new customers, we intend to shift both its existing manufacturing units including the warehouse and registered office to the proposed manufacturing unit to be located at Tillor Khurdh area in Indore district, Madhya Pradesh which shall be owned by our company. This step will lead to expansion our business operations which will lead to increase in the manufacturing capacity and subsequently boost our sales and profitability. We also intend to increase our existing production capacity, being 1800 MT p.a. (55 %) as on September 30, 2023; by way of installation of new plant and machineries at our proposed manufacturing unit. We believe our investment in this plant and machineries will add on to our current installed capacity being 6250 MT p.a. (for Manufacturing Unit 1 and 2 together) as on September 30, 2023, i.e. it will increase by an approximately 1440 MT p.a. (approximately 23.00 %), thus, enabling us to cater to the growing demand from our customers and add new products such as jelly based lollipop with strawberry, grapes, watermelon and rose flavor and double twist packaged lollipops in our existing product portfolio and thereby increasing our sales and revenue from operations. For details on our existing capacity utilization, see “*Our Business –Capacity and Capacity Utilization*” on page 103 of the Prospectus.

The total estimated cost for setting up the proposed manufacturing unit is Rs. 961.00 Lakhs. Our Company proposes to deploy an amount of Rs. 800.00 Lakhs from the Net Proceeds towards setting up of the proposed manufacturing unit in Tillor Khurdh area in Indore district, Madhya Pradesh that is proposed to be operative from Fiscal 2025. Till the proposed manufacturing unit becomes operational, our overall business operations shall continue from the existing premises.

Our Board by its resolution dated September 25, 2023 has approved the proposal for setting up a new manufacturing unit at Tillor Khurdh area in Indore district, Madhya Pradesh. The approximate land required for setting up the proposed manufacturing unit is 1,00,000 Sq. Ft. bearing an approximate cost of Rs. 400.00 Lakhs. Our Company has entered into a Letter of Intent (LOI) with Divyashakti Foods Pvt. Ltd.(Seller) for purchase of land at Tillor Khurdh area in Indore district, Madhya Pradesh towards which our company has paid a token amount of Rs. 1.00 Lakh to the Seller. The LOI is valid for three months w.e.f. November 03, 2023. The proposed land to be purchased by our Company is free from all encumbrances and has a clear title. The seller-Divyashakti Foods Pvt. Ltd does not have any relationship directly or indirectly with our Company or our Promoters or our Director.

The management of our company ensures to comply with all applicable government rules, regulations, laws and other applicable provisions and it shall also obtain/ renew all the necessary applicable government approvals/ registrations/ licenses such as Factory licenses, FSSAI Registration, pollution control licenses, shop and establishment licenses, fire NOC etc. and other applicable government approvals/ registrations/ licenses upon purchase of the proposed land and upon the proposed manufacturing unit being set up and/ or being operational. For details, please refer to “*Material licenses / approvals for which our Company is yet to apply for / Statutory Approvals / Licenses required*” on page no. 201 of the Prospectus.

The proposed schedule of implementation for setting up our Proposed Manufacturing Unit is as follows:

Particular	Estimated Month of Commencement	Estimated Month of Completion
Purchase of Land	December 2023	March 2024
Construction of building and civil works	March 2024	November 2024
Purchase and shifting of plant and machineries	February 2024	December 2024
Installation and erection of plant and machineries	January 2025	March 2025
Commercial production	March 2025	March 2025

The brief capital expenditure involved in setting new manufacturing unit primarily comprises of the followings: (Rs.

Particulars	Total Estimated cost of setting up the proposed manufacturing unit	Amount deployed on September 30, 2023	Means of Finance		
			From Internal Accruals	Amount to be deployed from the Net Proceeds in FY 2023-24	Amount to be deployed from the Net Proceeds in FY 2024-25
Land ⁽¹⁾	400.00	-	-	400.00	-
Construction of building and civil works ⁽²⁾	409.00	-	141.00	50.00	218.00
Plant and machineries	132.00	-	-	-	132.00
Contingent Expenditure @ 5% ⁽³⁾	20.00	-	20.00	-	-
Total	961.00	-	161.00	450.00	350.00

(1) Total estimated cost based on the Report as certified by M/S Athak Mahajan, Engineering & Construction vide its certificate dated 09-10-2023.

(2) Total estimated cost based on the Report as certified by M/S Athak Mahajan, Engineering & Construction vide its certificate dated 07-10-2023.

(3) Includes a) Rs. 10.00 Lakhs towards shifting of existing plant & machinery to proposed manufacturing unit (new location) located at Tillor Khurdh area, Indore; b) Rs. 5.00 Lakhs towards obtaining and/ or renewing the government approvals/ licenses and c) Rs. 5.00 Lakhs towards installation of new and/or existing plant & machinery and any other miscellaneous work such as laying of foundation for machinery, borewell etc.

Construction of building and civil works:

(Rs. In Lakhs)

Sr. No.	Particulars	Estimated Cost (1)
1	Civil construction costs including, <i>inter alia</i> , PCC and RCC work, earth work, masonry, plastering, Waterproofing, fabrication, carpentry, painting, plumbing and contractors profit, borewells, flooring tiles & statutory payments	360.00
2	Services costs including lift & elevators, fire fighting, gas connections and solar piping & panelling, Speakers, Amplifiers Processors, Woofer, Projectors and other Sound Equipment's, Furniture, Fixtures and Equipment, Chairs, Ductable Air Conditioner and Ducting Coasting, Elevation and Glass Fixtures, Escalators, Generators, Electrical Fittings, False Ceiling	49.00
	Total	409.00

(1) Total estimated cost based on the Report as certified by M/S Athak Mahajan, Engineering & Construction vide its certificate dated 07-10-2023.

The above capital expenditure involved in setting of the proposed manufacturing unit shall be incurred by the company upon the land being acquired and once the construction of the proposed manufacturing unit has begun. Post construction of the manufacturing unit, the company shall incur the necessary cost for procuring the additional plant and machinery. The company also proposes to shift the existing plant and machinery to the new premises- proposed manufacturing unit. However, as on date the company has obtained the quotation for purchasing the below machine:

Particulars	Quantity	Price per Unit (in Rs.)	Estimated Cost (Rs. In Lakhs)
Candy Mould [Strawberry]	1000 pcs	957.25	9.57*
Lollipop Mould [F1 Car]	1000 pcs	1231.93	12.32*
Lollipop Mould [Cube]	800 pcs	957.25	7.66*
Coin Toffee Packing Machine with PLC control	5.00	2050000.0	102.50 **
Total			132.05

*Quotation of USD 35500 converted @ Rs. 83.2388 per USD (www.rbi.org.in) as on October 06, 2023. Based on the quotation provided by the vendor and is valid for 6 months from the date of August 27, 2023. ** Based on the quotation provided by the vendor and is valid for 6 months from the date of October 07, 2023.

69

Above quotations are very short duration quotation and are used only for the purpose of price estimation. The above prices are subject to change without any notice and final applicable prices will be as per prevailing prices at the time of invoicing of machinery. No second-hand plant and machinery is proposed to be purchased out of the Net Proceeds.

Once we have the money from IPO available, we will finalise appointment of the civil engineer/ architect who shall lay down the plan, design and structure of the manufacturing unit. We confirm that irrespective of the cost involved in constructing the manufacturing unit, we will spend allocated amount of Rs. 800.00 Lakhs towards setting up the new manufacturing unit.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above. If the Net Proceeds are insufficient to the extent required for purchase of plant and machinery and/or other any material required for setting up the manufacturing unit, such excessive amount shall be met from our internal accruals and/ or from borrowing from banks/ financial institutions.

II. REPAYMENT OF CERTAIN BORROWINGS

Our Company has entered into various financing arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company includes borrowing in the form of, inter alia, term loans, cash credit and overdraft facilities and working capital amongst others. As at August 31, 2023, the total outstanding indebtedness was Rs. 1895.47 Lakhs (included secured and unsecured borrowings). For details on the same, please refer to “**Statement of Financial Indebtedness**” beginning on page no. 58 of this Prospectus.

Our Company proposes to utilize approximately Rs. 614.43 Lakhs from the Net Proceeds of the Issue towards full or partial repayment or pre-payment of certain of such outstanding borrowings availed by our Company. Our Company may from time to time, repay, refinance, enter into further financing arrangements and/or draw down further funds under existing loans from time to time. Therefore, our Company may choose to repay or pre-pay or part prepayment certain borrowings, other than those identified in the table below, which may include additional borrowings availed after the filing of this Prospectus. However, the aggregate amount to be utilised from the Net Proceeds towards repayment and/or prepayment, in part or full, of certain borrowings, would not exceed Rs. 614.43 Lakhs. In light of the above, at the time of filing the Prospectus, the table below shall be suitably updated to reflect the revised amounts or additional loans, as the case may be.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs and enable utilisation of our internal accruals for further investment in the growth and expansion of our business. Such

reduction of our outstanding indebtedness will also help us to improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of outstanding borrowings availed by our Company, which we have identified to repay or prepay, in full or in part, from the Net Proceeds:

(Rs. in Lakhs)

Sr. No.	Name of bank/ financial institution	Nature of Borrowing	Sanctioned Amount	Total outstanding amount as on December 31, 2023	Purpose of raising loan	ROI % (p.a.)	Pre payment clause (if any)	Proposed to be repaid from IPO Proceed
1.	Aditya Birla Finance Ltd	Business Loan	50.00	6.76	Working Capital	15.50%	2%	11.61
2.	Axis Bank Ltd	Business Loan	40.00	0.96	Working Capital	15.00%	2%	5.10
3.	Fullerton India Credit Co. Ltd	Business Loan	50.00	2.41	Working Capital	15.50%	2%	9.43
4.	IDFC First Bank Limited	Business Loan	48.96	4.97	Working Capital	15.00%	2%	9.75

70

Sr. No.	Name of bank/ financial institution	Nature of Borrowing	Sanctioned Amount	Total outstanding amount as on December 31, 2023	Purpose of raising loan	ROI % (p.a.)	Pre payment clause (if any)	Proposed to be repaid from IPO Proceed
5.	Srestha Finvest Ltd.	Business Loan	425.00	425.00	Working Capital	15.50%	NIL	425.00
6.	Magma - Poonawalla Fin. Ltd	Business Loan	35.00	7.10	Working Capital	16.00%	2%	10.24
7.	Standard Chartered Bank Ltd	Business Loan	10.74	10.74	Working Capital	9.25%	2%	10.74
8.	Felix Industries	Business Loan	126.00	126.00	Working	15.00%	NIL	126.00

	Ltd				Capita l			
9.	Tata Capital Fin. Ser. Ltd.	Business Loan	32.75	4.43	Worki ng Capita l	15.50%	2%	6.56
	Total		818.45	588.37				614.43

Note: the disbursed loan amount was utilized for business purpose and does not have any pre-payment penalty. The amount of Rs. 26.06 Lakhs deployed towards repayment of borrowings is incurred from internal accruals and shall be recouped out of the Issue proceeds.

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, which requires a certificate from the Peer Reviewed Statutory Auditor, viz, M/s. Maheshwari & Gupta, Chartered Accountant, certifying the utilization of loans for the purposes availed, our Company has obtained requisite certificate dated January 25, 2024, in this regard.

In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties and other related costs shall be made from the Net Proceeds. If the Net Proceeds are insufficient to the extent required for making payments for such prepayment penalties, such excessive amount shall be met from our internal accruals.

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

III. TO MEET INCREMENTAL WORKING CAPITAL REQUIREMENTS

Our business is working capital intensive. We fund a majority of our working capital requirements in the ordinary course of business from various banks facilities and internal accruals.

a) Existing Working Capital:

Our Company's existing working capital based on the Restated Financial Information is stated below:

Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days	31-Aug-23	No. of Days
	Audited		Audited		Audited		Audited	
Current Assets								
Inventories	1733.58	163	2048.58	124	2473.70	187	2866.84	197
Trade Receivables	759.29	56	777.46	38	723.44	42	919.83	46
Short Term Loans & Advances and Deposits	11.93		264.81		324.88		314.97	
Cash & Bank Balances	604.71		30.56		22.44		23.68	
Other Current Assets	124.05		63.46		59.11		86.55	

Particulars	31-Mar-21	No. of Days	31-Mar-22	No. of Days	31-Mar-23	No. of Days	31-Aug.-23	No. of Days
	Audited		Audited		Audited		Audited	
Total (A)	3233.57		3184.87		3603.57		4211.86	
Current Liabilities								
Sundry Creditors	748.53	70	1071.86	65	1130.14	85	1339.48	92
Other Current Liabilities	100.60		172.07		179.14		261.37	
Total (B)	849.13		1243.93		1309.27		1600.85	
Working Capital Gap (C)= (A)- (B)	2384.44		1940.94		2294.30		2611.01	
Less: Existing Bank Borrowings (D)	1182.73		953.43		1196.20		1298.51	
Net Working Capital Requirement (E)= (C)- (D)	1201.71		987.51		1098.1		1312.50	
Funding Pattern								
Internal Accruals / Owned Funds/ Borrowings	1201.71		987.51		1098.1		1312.50	
Proposed Working Capital to be funded from IPO	-		-		-		-	

Justification for working capital requirement:

Working of change in working capital requirement during Stub Period compared to FY 2023

Working Capital requirement for the Stub period will be Rs. 2,611.02 Lakhs as per stub period 31st Aug, 2023 in comparison to Rs. 2,294.30 Lakhs in FY 2023 on restated basis. This increase is due to increase of inventory and trade receivables. Previously, in our business our company was not required to maintain a higher inventory level but due to increase in number of distributors and increase in turnover, we are required to maintain higher inventory levels to ensure uninterrupted production and sales. Consequently, inventory (raw material, packing material, WIP and finished goods) which was Rs. 2,473.70 Lakhs in FY 2023 increased to Rs. 2,866.84 Lakhs in FY 2023 and as a result trade receivables increased from Rs. 723.44 Lakhs to Rs. 919.83 Lakhs, showing increase of Rs. 196.39 Lakhs in order to avail better and favourable payment terms and timely supply of the raw material while we sell our products on credit terms requiring higher working capital. The trade receivables have been substantially increased due to increase in turnover and increased in the credit policy for the distributors hence working capital requirement from sundry debtors, our trade receivable cycle for Stub period is 1.53 Months (Approx 46 Days). Further, the company is looking forward to expand its network channels of dealers and distributors further into tier 2 and tier 3 cities of India and also introduce newer varieties of confectioneries for which it requires additional working capital.

Working capital requirement during FY 2023 compared to FY 2022

Working Capital requirement for the FY 2023 was Rs. 2,294.30 Lakhs as per 31st March, 2023 in comparison to Rs. 1,940.94 Lakhs in FY 2022 on restated basis. This increase is due to increase of inventory and trade receivables. This is due to expansion in product range, resulting in a wider variety of products and their packaging materials now being held in stock, thus we are required to maintain higher inventory levels to ensure uninterrupted production and sales. Consequently, inventory (raw material, packing material, WIP and finished goods) which was Rs. 2,048.58 Lakhs in FY 2023 increased to Rs. 2,473.70 Lakhs in FY. -The trade receivables are maintained at the same level as company has not made any modifications/ changed their credit policy for the distributors hence working capital requirement from Sundry Debtors have reduced by Rs. 54.02 Lakhs during FY 2023. As a standard practice, the credit period offered to our existing distributors is 40-45 days. This credit period allows the distributors enough time to sell the products and generate revenue before making the payment. Additionally, maintaining a credit policy of around 40-50

days helps in building strong relationships with our distributors and fosters trust and loyalty. The above table clearly demonstrates the significant decrease in the company's working capital requirement by Rs. 58.28 Lakhs, which can be attributed to the extended credit period obtained from suppliers. This has been made possible due to the trust established with the company, enabling successful negotiations for improved credit terms and enhanced cash flow management.

Working capital requirement during FY 2022 compared to FY 2021

Working Capital requirement for the FY 2022 was Rs.1,940.94 Lakhs as per 31st March, 2022 in comparison to Rs. 2,384.44 Lakhs in FY 2021 on restated basis. This decrease is due to Cash and Bank balance have been decreased due to change in working capital bank from Indusind bank to HDFC bank which helps the company to dilute its Fixed Deposits of around 520 lacs which was used as a collateral by the Indusind bank which has reduced working capital requirement by Rs. 574.15 Lakhs. But otherwise there was increase of inventory and marginally in trade receivables. This is due drastic increase in turnover from by more than 50% from FY 2021 and consequently, inventory (raw material, packing material, WIP and finished goods) which was Rs. 1,733.58 Lakhs in FY 2022 increased to Rs. 2,048.58 Lakhs in FY. -The trade receivables are maintained at the same level as company has not made any modifications/ changed their credit policy for the distributors hence working capital requirement from Sundry Debtors have marginally increased by Rs. 18.17 Lakhs during FY 2022. The above table clearly indicate the significant decrease in the company's working capital requirement by Rs. 323.33 Lakhs, which can be attributed to the extended credit period obtained from suppliers. This has been made possible due to the trust established with the company, enabling successful negotiations for improved credit terms and enhanced cash flow management.

Future Working Capital Requirements

Our Company proposes to utilize Rs. 600 Lakhs of the Net Proceeds to meet its estimated working capital requirements. This will be utilized during Fiscal 2024 towards our Company's additional working capital requirements. The balance portion of our Company working capital requirement shall be met from the internal accruals, borrowings and/ or own funds. The incremental and proposed working capital requirements and the assumption underlying the justification for periods of holding levels for Fiscal 2024.

As approved by the Board pursuant to a resolution dated September 25, 2023, are mentioned below. Our Company's incremental and proposed working capital requirements for Fiscal 2024 and the proposed funding of such working capital requirements are as set out in the table below:

Particulars	31-Mar-24	No. of Days
	Estimated	
Current Assets		
Inventories	3261.19	175
Trade Receivables	1228.29	51
Short Term Loans & Advances and Deposits	323.43	
Other Current Assets	78.97	
Total (A)	4891.88	
Current Liabilities		
Sundry Creditors	931.77	50
Other Current Liabilities	224.13	
Total (B)	1155.90	
Working Capital Gap (C)= (A)- (B)	3735.98	
Less: Existing Bank Borrowings (D)	1298.50	
Net Working Capital Requirement (E)= (C)- (D)	2437.48	

Funding Pattern		
Internal Accruals / Owned Funds/ Borrowings	1837.48	
Proposed Working Capital to be funded from IPO	600.00	

The working capital projections made by the Company are based on certain key assumptions, as set out below:

73

Sr. No.	Particulars	Assumptions
Current Assets		
1	Inventories:	We maintain inventories at levels to achieve cost competitiveness and shorter lead times. We need to maintain inventory at efficient levels. In Fiscal 2021, Fiscal 2022 and Fiscal 2023 our inventory days were 163 days, 124 days and 187 days respectively. We have estimated 175 days of inventory for the Fiscal ended March 31, 2024, to ensure adequate availability of the raw material at a more competitive price.
2	Trade receivables	In Fiscal 2021, 2022 and 2023 our receivable days were 56 days, 38 days and 42 days respectively. Due to business growth and an anticipation in the sales volume, we estimate the receivable levels at 51 days for fiscal 2024. Further, due to reasons mentioned above, we expect an increase in receivable levels as we are looking forward to expand our network channels of dealers and distributors further into tier 2 and tier 3 cities of India for which we need additional inventory at higher credit periods.
3	Other current assets including other financial assets	The key items under this head are advance to staff, other advances, prepaid expenses, advance to with statutory authorities, advance to suppliers etc.
Current Liabilities		
4	Trade payables	Our trade payables have been for 70 days, 65 days and 85 days for fiscal 2021, 2022 and 2023 respectively. However, going forward we estimate to maintain payables at 50 days for Fiscal 2024 to avail best pricing and purchase from large suppliers in advance. Further since we will maintain inventories at higher levels, due to increase in turnover, we estimate a decline in payable days to get better term from our suppliers.
5	Other current liabilities	Other current liabilities include statutory dues, advance from customers, provision for taxes and provision for employee benefit and other liabilities etc

Above details about working capital have been certified by M/s. Maheshwari & Gupta, Chartered Accountants, by their certificate dated October 03, 2023.

IV. GENERAL CORPORATE EXPENSES

Our Company proposes to deploy the balance Net Proceeds aggregating to Rs. 571.17 Lakhs towards general corporate purposes. The general corporate purposes for which our Company proposes to utilise the Net Proceeds include but are not limited to funding growth opportunities, strategic initiatives, joint-ventures, partnerships, marketing and business development expenses, expansion of facilities and meeting exigencies and expenses incurred by our Company in the ordinary course of business. In addition to the above, our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board based on the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of

the Board, shall have flexibility in utilising surplus amounts, if any. However, we confirm that the amount for general corporate purposes, as mentioned in objects of the issue, shall not exceed twenty-five per cent of the fresh issue amount raised by our Company.

V. TO MEET THE EXPENSES OF THE ISSUE

The total expenses of the Offer are estimated to be approximately Rs. 80.00 lakhs. The expenses of this Offer include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable. The estimated Offer expenses are as follows:

(Rs. In Lakhs)				
Sr. No.	Particulars	Estimated expenses @	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Payment to Merchant Banker including, underwriting, and selling commissions, brokerages, Advisors to the Company, payment to	60.00	75.00	2.25

74

Sr. No.	Particulars	Estimated expenses @	As a % of the total estimated Offer expenses	As a % of the total Offer size
	other intermediaries such as Legal Advisors, Registrars etc. and other out of pocket expenses			
2.	Advertising and marketing expenses	4.00	5.00	0.15
3.	Printing & Stationery, Distribution, Postage	3.00	3.75	0.11
4.	ROC, Regulatory and other expenses including Listing Fee	13.00	16.25	0.49
	Total estimated Issue expenses	80.00	100.00	3.00

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

Bridge Financing Facilities

As of the date of this Prospectus, our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending on its business requirements, our Company may consider raising bridge financing facilities, pending receipt of the Net Proceed subject to the necessary compliances with the applicable laws, rules and regulations.

Appraisal by Appraising Agency

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

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. 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 the equity shares of any other listed

company.

Monitoring of Issue Proceeds

As the size of the Offer will not exceed Rs. 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Offer Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, 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. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013.

Pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares as on the date of the resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

Other Confirmations

No part of the Net Proceeds of the Issue will be utilized by our Company as consideration to our Promoters, members of the Promoter Group, Directors, Group Entities, or key management personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with Promoters, Directors, key management personnel, associates, or Group Entities in relation to the utilization of the Net Proceeds of the Issue.

75

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “*Risk Factors*”, the details about our Company under the chapter titled “*Business Overview*” and its financial statements under the section titled “*Financial Information*” beginning on pages 20, 91 and 143 respectively including important profitability and return ratios, as set out in “*Annexure 32*” under the section titled Financial Information of the Company on page 167 to have a more informed view. The issue price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his/their investment.

Qualitative Factors

For details of Qualitative factors please refer to the paragraph ‘*Our Competitive Strengths*’ in the chapter titled ‘*Business Overview*’ beginning on page no. 92 of this Prospectus.

Quantitative Factors (Based on Restated Financial Statements)

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

Period	Basic and Diluted EPS (In Rs.)	Weights
Fiscal 2021	0.81	1
Fiscal 2022	0.75	2
Fiscal 2023	2.43	3
Weighted Average	1.60	
For 5 months period ending on 31-08-2023 *	1.93	

*Not Annualized

Notes:

(i) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings

per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.

- (ii) The face value of each Equity Share is Rs.10.00.
- (iii) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure 4.
- (iv) Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
- (v) Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
- (vi) The figures disclosed above are based on the Restated Financial Statements of our Company.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 68.00:

- i) Based on the basic and diluted EPS of Rs. 1.93 as per restated financial statements for the period ended August 31, 2023, the P/E ratio is 35.23.
- ii) Based on the basic and diluted EPS of Rs. 2.43 as per restated financial statements for the period ended March 31, 2023, the P/E ratio is 27.98.
- iii) Based on the weighted average EPS of Rs. 1.60, as per restated financial statements the P/E ratio is 42.50.

iv) Industry P/E

(i) Highest	-
(ii) Lowest	(156.33)
(iii) Average	(156.33)

Note: The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "Peer Competitors – Comparison of Accounting Ratios" at point 6 below.

3. Average Return on Net Worth (RoNW):

76

Period	Return on Net Worth (%)	Weights
Fiscal 2021	14.82	1
Fiscal 2022	9.85	2
Fiscal 2023	24.50	3
Weighted Average	18.00	
For 5 months period ending on 31-08-2023 *	16.28	

*Not Annualized

Note:

- (i) The RONW has been computed by dividing net profit after tax (excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.

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

Particulars	NAV (in Rs.)
As on March 31, 2023	62.90

As on August 31, 2023	11.86
NAV after the Issue	26.75
Issue Price per Equity share	68.00

Note:

- NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.

5. Peer Competitors - Comparison of Accounting Ratios:

Name of the Company	CMP	Face Value (In Rs.)	EPS (In Rs.) **	P/E Ratio **	RONW (%) **	NAV (In Rs.) **	Total Revenue from Operations (Rs. In Lakhs)
Italian Edibles Limited***	68.00	10.00	2.43	27.98	24.50	62.90	6321.20
Lotus Chocolate Company Limited	388.95#	10.00	(5.42)	(71.76)	-	(5.09)	6271.80
Tapi Fruit Processing Limited	166.65##	10.00	(0.67)	(248.73)	(2.47)	20.06	2067.21

#Closing price on January 20, 2024 at BSE and for our Company it is considered as issue price.

##Closing price on January 20, 2024 at NSE and for our Company it is considered as issue price.

**Source: Money Control; based on FY 2023 financial statements.

***Based on March 31, 2023 restated financial statements.

Considering the nature, range of products/services, turnover and size of business of the Company, the peer is not strictly comparable. However, above Company has been included for broad comparison.

6. Key Operational and Financial Performance Indicators:

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated October 03, 2023 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this