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PROSPECTUS
100% Book Built Issue
Dated: September 22, 2023
Please read Section 26 and 32 of the
Companies Act, 2013



MADHUSUDAN MASALA LIMITED
CIN: U15400GJ2021PLC127968

Registered Office	Contact Person	Email and Telephone	Website
F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat-361001 India	Megha Dilipkumar Madani Company Secretary & Compliance Officer	E-mail: info@madhusudanmasala.com Tel No: +91- 0288 - 2572002	www.madhusudanmasala.com

PROMOTERS OF THE COMPANY

Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha, Mayuri Hiren Kotecha

DETAILS OF THE ISSUE

Type	Fresh Issue	Total Issue Size	Eligibility
Fresh Issue	Upto 34,00,000 Equity Shares aggregating to ₹ 2,380.00 Lakhs	₹ 2,380.00 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2) AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Issue Price*” on page 79 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

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


ISSUER’S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the 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 Issued through this Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”)

BOOK RUNNING LEAD MANAGER

Name and Logo	Contact Person	Email & Telephone
 HEM SECURITIES LIMITED	Roshni Lahoti	Email: ib@hemsecurities.com Tel. No.: +91 022 49060000

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 KFIN TECHNOLOGIES LIMITED	M Murali Krishna	Email: mml.ipo@kfintech.com Tel No: +91 40 6716 2222

BID/ISSUE PERIOD

ANCHOR PORTION ISSUE OPENED/ CLOSED ON:	BID/ISSUE OPENED ON:	BID/ISSUE CLOSED ON:
FRIDAY, SEPTEMBER 15, 2023	MONDAY, SEPTEMBER 18, 2023	THURSDAY, SEPTEMBER 21, 2023



MADHUSUDAN MASALA LIMITED
CIN: U15400GJ2021PLC127968

Our Company was originally formed as a partnership firm registered under the Indian Partnership Act, 1932 with Registrar of Firms, Gujarat in the name and style of "M/s. Madhusudan & Co.", pursuant to a deed of partnership entered between Dayalji Vanrajan Kotecha and Vijaykumar Vanrajan Kotecha in 1982. Further "M/s. Madhusudan & Co." was converted from partnership firm to a Private Limited Company under Part I of chapter XXI of the Companies Act, 2013 in the name of "Madhusudan Masala Private Limited" vide Certificate of Incorporation dated December 14, 2021, bearing registration No. 127968 issued by Registrar of Companies, Central Registration Centre and CIN No. U15400GJ2021PTC127968. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 15, 2023 and consequently the name of our Company was changed from "Madhusudan Masala Private Limited" to "Madhusudan Masala Limited" vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 29, 2023 by the Registrar of Companies, Ahmedabad bearing Corporate Identification Number U15400GJ2021PLC127968.

Registered Office: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat-361001 India

Contact Person: Megha Dilipkumar Madani, Company Secretary & Compliance Officer

Tel No: +91- 0288 - 2572002; **E-mail:** info@madhusudanmasala.com; **Website:** www.madhusudanmasala.com;

Promoters of our Company: Dayalji Vanrajan Kotecha, Vijaykumar Vanrajan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha, Mayuri Hiren Kotecha

DETAILS OF THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 34,00,000 EQUITY SHARES OF FACE VALUE OF RS.10/- EACH (THE "EQUITY SHARES") OF MADHUSUDAN MASALA LIMITED ("OUR COMPANY" OR "MADHUSUDAN" OR "THE ISSUER") AT AN ISSUE PRICE OF RS. 70 PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ 2380.00 LAKHS("PUBLIC ISSUE") OUT OF WHICH 1,72,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF ₹ 70 PER EQUITY SHARE FOR CASH, AGGREGATING ₹ 120.40 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 32,28,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH, AT AN ISSUE PRICE OF ₹ 70 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹ 2259.60 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.36% AND 25.02 % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WAS DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WAS ADVERTISED IN ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF BUSINESS STANDARD (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND JAMNAGAR EDITION OF AHMEDABAD EXPRESS (GUJARATI), A REGIONAL NEWSPAPER (GUJARATI BEING THE REGIONAL LANGUAGE OF JAMNAGAR WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND WAS MADE AVAILABLE TO THE SME PLATFORM OF NSE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

The Issue was made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), our Company, in consultation with the Book Running Lead Managers, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"). Further, not less than 15% of the Net Issue was made available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was made available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) were required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts was blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors were not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 235 of this Prospectus.

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 235 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 79 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

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

ISSUER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to the 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

LISTING

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Ltd. ("NSE")

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



HEM SECURITIES LIMITED
904, A Wing, Naman Midtown, Senapati Bapat Marg,
Elphinstone Road, Lower Parel, Mumbai-400013, India
Tel. No.: +91- 022- 49060000; **Fax No.:** +91- 022- 22625991
Email: ib@hemsecurities.com
Investor Grievance Email: redressal@hemsecurities.com
Website: www.hemsecurities.com
Contact Person: Roshni Lahoti
SEBI Regn. No. INM000010981



KFIN TECHNOLOGIES LIMITED
Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana
Tel No.: +91 40 6716 2222
Toll Free No.: 1800 309 4001
Email: mml.ipo@kfintech.com
Investor Grievance Email Id: einward.ris@kfintech.com
Contact Person: M Murali Krishna
Website: www.kfintech.com
SEBI Registration Number: INR000000221

ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENED/CLOSED ON:
FRIDAY, SEPTEMBER 15, 2023

BID/ISSUE OPENED ON:
MONDAY, SEPTEMBER 18, 2023

BID/ISSUE CLOSED ON:
THURSDAY, SEPTEMBER 21, 2023

*The Anchor Investor Bidding Date was on Friday, September 15, 2023 one Working Day prior to the Bid/Issue Opening Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, terms used in the sections “Statement of Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 84, 155 and 259 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Term	Description
“Madhusudan Masala Limited”, “Madhusudan”, “the Company” and “our Company”, “Issuer”	Madhusudan Masala Limited, a Company incorporated in India under the Companies Act, 2013, having its Registered office at F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat- 361001 India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

Company related and Conventional terms

Term	Description
AOA/ Articles/ Articles of Association	Articles of Association of our Company, 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 Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as described in the chapter titled “ Our Management ” beginning on page 130 of this Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. Sarvesh Gohil & Associates (F.R.N: 0156550W).
Bankers to our Company	Bank of Baroda
Board of Directors/ the Board/ our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ Our Management ” beginning on page 130 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Kirit Vallabhbbhai Dharaviya
CIN	Corporate Identification Number being U15400GJ2021PLC127968.
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Megha Dilipkumar Madani (M.No. A52940)
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s)/ our Directors	The Director(s) of our Company, unless otherwise specified. For details of our Directors, see “ Our Management ” on page 130 of this Prospectus.

Term	Description
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
DP ID	Depository's Participant's Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Executive Directors	An Executive Director of our Company, as appointed from time to time.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
Group Company	Such Companies as are included in the Chapter titled "Our Group Companies" beginning on page 211 of this Prospectus
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the SEBI (LODR) Regulations. For details of our Independent Directors, see "Our Management" on page 130 of this Prospectus.
ISIN	International Securities Identification Number. In this case being INE0P6701019.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled "Our Management" on page 130 of this Prospectus.
LLP	Limited Liability Partnership incorporated under Limited Liability Partnership Act, 2008.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Madhusudan Masala Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Rishit Dayalaji Kotecha
Materiality Policy	The policy adopted by our Board on July 04, 2023 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled "Our Management" beginning on page 130 of this Prospectus.
Non-Executive Director	The non-executive directors (other than the Independent Directors) of our Company in terms of the Companies Act, and the rules thereunder. For details, see section titled "Our Management" on page 130 of this Prospectus.
NRI/ Non-Resident Indians	Person of Indian origin as defined under Consolidated foreign direct investment policy 2017
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoter(s)	Shall mean promoters of our Company i.e. Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha. For further details, please refer to section titled "Our Promoters & Promoter Group" beginning on page 147 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section "Our Promoters and Promoter Group" beginning on page 147 of this Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat- 361001 India
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act, 1934.
Restated Financial Information	The Restated Financial statements of our Company, comprising of the Restated Statement of

Term	Description
	Assets and Liabilities as at March 31 2023, 2022 and 2021 and the Restated Statements of Profit and Loss and Cash Flows for the financial year ended March 31 2023, 2022 and 2021 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Ahmedabad
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled " Our Management " beginning on page 130 of this Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Shareholders	Shareholders of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha.

Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidder as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee (s)	A successful bidder to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	₹ 70/- per Equity Share. The Anchor Investor Issue Price has been decided by our Company in consultation with the Book Running Lead Manager
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, were blocked by such SCSSB to the extent of the appropriate bid amount in relation to a Bid by an ASBA Bidder.

ASBA Account	Account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	All Bidders except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which were considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated September 07, 2023 entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Axis Bank Limited.
Basis of Allotment	The basis on which the Equity Shares is Allotted to successful bidders under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 235 of this Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	2,000 equity shares and in multiples of 2,000 equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors September 18, 2023.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, September 21, 2023.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between September 18, 2023 and September 21, 2023 inclusive of both days.
Bidder/ Applicant	Any investor who has made a bid pursuant to the terms of the Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries accepted the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which have been allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	₹ 70/- per Equity Share
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat

	account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Cut Off Price	The Issue Price i.e., ₹ 70/- per Equity share finalised by our Company in consultation with the BRLM. Only Retail Individual Investors were entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price. * Subject to finalization of basis of allotment.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant submitted 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 Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated Date	The date on which the funds from the Anchor Escrow Accounts, the funds blocked by the SCSBs and Sponsor Bank are transferred from ASBA Accounts specified by the ASBA Bidder to the Public Issue Account and/or Refund Account and/or are unblocked, as applicable in terms of Red Herring Prospectus.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Finlease Private Limited
Designated RTA Locations	Such locations of the RTAs where Bidder submitted the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e. SME platform of NSE)
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated July 28, 2023 filed with NSE Emerge i.e. SME platform of NSE
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.

Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name have been mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	₹ 66/- per Equity Share
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Issue Agreement	The Issue Agreement dated July 27, 2023 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	₹ 70/- per Equity share i.e., the final price at which the Equity Shares will be allotted in terms of this Prospectus as determined by our company in consultation with BRLM.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 73 of this Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 34,00,000 Equity shares of ₹ 10/- each at issue price of ₹ 70/- per Equity share, including a premium of ₹ 60/- per equity share aggregating to ₹ 2,380.00 lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	2,000 Equity Shares
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of 1,72,000 Equity Shares of ₹10 each at an Issue price of ₹ 70 each is aggregating to ₹ 120.40 Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated September 07, 2023 between our Company, Book Running Lead Manager and Market Maker, Hem Finlease Private Limited.
Mutual Fund Portion	5% of the Net QIB Portion (other than anchor allocation), which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 32,28,000 equity Shares of ₹10/- each at a price of ₹ 70/- per Equity Share (the “Issue Price”), including a share premium of ₹ 60/- per equity share aggregating to ₹ 2,259.60 Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 73 of this Prospectus.

Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 4,86,000 Equity Shares, which were made available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ 66/- and the maximum price (Cap Price) of ₹ 70/- and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and was advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Jamnagar Edition of Regional newspaper Ahmedabad Express (Gujarati) where the registered office of the company is situated, each with wide circulation in at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalized the Issue Price, i.e., September 22, 2023
Prospectus	The Prospectus, dated September 22, 2023 to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 16,12,000 Equity Shares aggregating to ₹ 1,128.40 lakhs were made available for allocation to QIBs (including Anchor Investors) on a proportionate basis, (in which allocation to Anchor Investor were made available on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price.
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red herring prospectus dated September 09, 2023 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus was filed with the RoC at least three Working Days before the Bid/Issue Opening Date and has become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors was made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account was opened, in this case being Axis Bank Limited.
Refund through electronic transfer	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.

of funds	
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids
Registrar Agreement	The agreement dated July 13, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
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 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being KFin Technologies Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 11,30,000 Equity Shares, which was made available for allocation to Retail Individual Bidders. (subject to valid Bids having been received at or above the Issue Price)
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (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.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on 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.
SME Exchange	NSE Emerge i.e. SME platform of NSE
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI (https://www.sebi.gov.in/) and updated from time to time.
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment

	instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated September 07, 2023 entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private 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.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated September 07, 2023 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with (i) the circulars issued by the National Stock Exchange of India Limited having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022; and (ii) the circulars issued by BSE Limited having reference no.20220722-30 dated July 22, 2022 and reference no.20220803-40 dated August 3, 2022; and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.

Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.
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Technical and Industry Related Terms

Term	Description
AIF	Agriculture Infrastructure Fund
APMC	Agricultural Produce & Livestock Market Committee
CFPI	Consumer Food Price Index
EMEs	Emerging Market Economies
FSSAI	Food Safety and Standards Authority of India
HACCP	Hazard Analysis Critical Control Points
ISO	International Organization for Standardization
IFE	International Food & Drink Event
PLISFPI	Production Linked Incentive Scheme for Food Processing Industry
SKU	Stock Keeping Unit

Conventional terms and Abbreviations

Abbreviation	Full Form
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
FCS	Fellow Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
B.E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
BSE	BSE Ltd.
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited

CENVAT	Central Value Added Tax
CIT	Commissioner of Income Tax
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWA/ ICWA/ICMAI	The Institute of Cost Accountant of India
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Instalments
EPS	Earnings Per Share
EGM/ EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
GoI/ Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual

HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
Ltd.	Limited
LLB	Bachelor of Laws
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MAPIN	Market Participants and Investors Database
MCA	Ministry of Corporate Affairs, Government of India
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
Mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PLR	Prime Lending Rate

PAC	Persons Acting in Concert
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations/ PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Regulations) Regulations, 2021.
SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
SPV	Special Purpose Vehicle

TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique Identification number
U.N.	United Nations
US/ United States	United States of America
U.S. Securities Act	The United States Securities Act, 1933
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose directors or promoters is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

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

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

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

Certain Conventions

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Madhusudan Masala Limited. All references in the 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.

In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac/ Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac/ Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crores”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial information prepared for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 155 of this Prospectus.

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

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 155 of this Prospectus. As on date of the Prospectus we don’t have any subsidiaries. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

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

Use of Industry & Market Data

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

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

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “*Basis for Issue Price*” on page 79 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

Currency of Financial Presentation

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

Any percentage amounts, as set forth in “**Risk Factors**”, “**Our Business**”, “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” on page 25, 99 and 193 respectively of this Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

FORWARD LOOKING STATEMENTS

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to 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, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in laws and regulations that apply to the industries in which we operate.
3. Changes in consumer demand and preferences;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Increased competition in the industry in which we operate;
7. Our ability to retain our key managements persons and other employees;
8. Our ability to maintain or enhance the popularity, reputation and consumer goodwill associated with our brand “Double Hathi” & “Maharaja”;
9. Our ability to anticipate and adapt to evolving consumer tastes, preferences and demand for particular products, or ensure product quality or any reduction in the demand of our Spices and other food products;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company’s ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Inability to successfully obtain registrations in a timely manner or at all;
14. Occurrence of Environmental Problems & Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Concentration of ownership among our Promoters.
18. The performance of the financial markets in India and globally;
19. Global distress due to pandemic, war or by any other reason.
20. Our ability to maintain our relationships with vendors and their inability to meet our products specifications and supply our products in timely manner;
21. Our ability to grow our business;
22. Any slowdown or interruption to our manufacturing operations or under-utilization of our existing or future manufacturing facilities;
23. We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations and financial condition.
24. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
25. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 25, 99 and 193 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

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

SECTION II – SUMMARY OF PROSPECTUS

A. OVERVIEW OF BUSINESS

We are engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of “DOUBLE HATHI” and “MAHARAJA”. We also sell products like: Whole Spices, Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), Kasuri Methi (Dry fenugreek) etc under the brand name of “DOUBLE HATHI”. Furthermore we also generate revenue from trading of whole spices and food grains through unbranded sales.

B. OVERVIEW OF THE INDUSTRY

India is the largest producer, exporter and consumer of spices in the world and exports spices and spice products to more than 180 countries. In India, about 10.88 million tonnes of spices are produced annually. The export of spices from India accounts for around 14 per cent of the total production. India is the global hub for spice processing and the world leader in production and export of major spices like chilli, turmeric, cumin, coriander, fennel and value-added products viz. spice oils and oleoresins, curry powder etc.

C. PROMOTERS

Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha

D. DETAILS OF THE ISSUE

This is an Initial Public Issue of upto 34,00,000 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 70 per Equity Share (including a share premium of ₹ 60 per Equity Share) aggregating to ₹ 2,380.00 lakhs (“**The Issue**”), out of which 1,72,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ 70 per Equity Share aggregating up to ₹ 120.40 Lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e. Issue of 32,28,000 Equity Shares of face value of ₹ 10 each, at an issue price of ₹ 70 per Equity Share for cash, aggregating to ₹ 2,259.60 lakhs is hereinafter referred to as the “**Net Issue**”. The Issue and Net Issue will constitute 26.36 % and 25.02 % respectively of the post- issue paid-up Equity Share capital of our Company.

E. OBJECTS OF THE ISSUE

Our Company intends to utilize the proceeds of the Issue to meet the following objects:-

Sr. No	Particulars	Amt (Rs. in Lakhs)
1	Funding to meet working capital requirements	1,600.00
2	General Corporate Purpose	253.60
	Total	2,126.40

For further details please refer to the chapter titled “Object of the Issue” beginning on page 73 of this Prospectus

F. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 95,00,000 Equity shares of our Company aggregating to 100.00% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Rishit Dayalaji Kotecha	22,86,000	24.06	22,86,000	17.72
2.	Hiren Vijaykumar Kotecha	22,86,000	24.06	22,86,000	17.72
3.	Dayalji Vanraavan Kotecha	16,00,000	16.84	16,00,000	12.40
4.	Vijaykumar Vanraavan Kotecha	16,00,000	16.84	16,00,000	12.40

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
5.	Foram Rishit Kotecha	8,55,000	9.00	8,55,000	6.63
6.	Mayuri Hiren Kotecha	8,55,000	9.00	8,55,000	6.63
	Sub Total (A)	94,82,000	99.80	94,82,000	73.50
	Promoters Group				
7.	Madhusudan Auto-Biz Private Limited	18,000	0.20	18,000	0.14
	Sub Total (B)	18,000	0.20	18,000	0.14
	Grand Total (A+B)	95,00,000	100.00	95,00,000	73.64

SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated financial statements for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021: -

Particulars	(₹ in Lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	500.00	1.00	1,094.09
Net worth	1,099.10	31.07	1,094.09
Total Income	12,750.57	6,651.81	6,875.18
Profit after tax	575.89	81.29	44.98
Earnings per Share	6.94	15.41	8.53
Net Asset Value per Share (Based on Weighted Average Number of Shares)	13.24	5.89	207.42
Total Borrowings (including current maturities of long term borrowings)	4,217.20	2,819.53	966.40

G. AUDITOR QUALIFICATIONS

There are no audit qualifications which have not been given effect in the restated financial statements.

H. SUMMARY OF OUTSTANDING LITIGATIONS

Our Company is involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

Litigations/ Matters against our Company:

Litigations involving our Company: -

Nature of Litigation	Number of Cases Outstanding	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable (Amount in Lakhs)*
Against the Company		
Taxation Liabilities (Direct Tax Cases)	1**	2.21
Filed by the Company		
Criminal Proceedings	3	2.95

**to the extent quantifiable*

*** It relates to the pending Tax Deducted at Source (TDS) amount of Rs. 2.21 Lakhs which is currently displayed as outstanding on the Traces website.*

Litigations involving Promoters and Directors: -

Nature of Litigation	Number of Cases Outstanding	(₹ in lakhs)
		Amount in dispute/demanded to the extent ascertainable (Amount in Lacs)*
Vijaykumar Vanravan Kotecha		
Against the Directors		

Taxation Liabilities (Direct Tax Cases)	2**	0.34
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*to the extent quantifiable

** i. **Assessment Year 2011:**

An original outstanding demand of Rs. 0.08 lakhs is noted on the Income Tax website, with Demand reference no. 2018201110001545383T. Our promoter has expressed disagreement with the demand issued by the Income Tax department, resulting in an outstanding payment.

ii. **Assessment Year 2020:**

An outstanding demand of Rs. 0.24 lakhs along with accrued interest of Rs. 0.03 lakhs as of the date of filing this response letter is reported, with Demand reference no. 2023202037154979202T. Our promoter disputes the demand issued by the Income Tax department, leading to an outstanding payment.

I. RISK FACTORS

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 25 of this Prospectus.

J. SUMMARY OF CONTINGENT LIABILITIES

Claims against the company not acknowledged as debts

(₹ In lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Contingent Liabilities			
a. Claims against the company not acknowledged as debts	-	-	-
b. Guarantees	-	-	-
c. Other Money for which the company is contingently liable	2.21	2.21	2.21
(b) Commitments	-	-	-
Total	2.21	2.21	2.21

K. SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of the related party transactions entered by the Company (based on Restated Financial Statements) for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021: -

List of Related Parties

Name of party	Nature of Relationship
Dayalji Vanraavan Kotecha	Non-Executive Director
Vijaykumar Vanraavan Kotecha	Non-Executive Director
Rishit Dayalji Kotecha	Managing Director
Hiren Vijaykumar Kotecha	Whole Time Director
Foram Rishit Kotecha	Non-Executive Director
Mayuri Hiren Kotecha	Non-Executive Director
Kirit Vallabhbbhai Dharaviya	Chief Financial Officer (w.e.f - April 04, 2023)
Rishit Dayal Jibhai Kotecha (HUF)	Entity in which Director is interested
Madhusudan & Co. (Mumbai)	Entity in which Director is interested
M/s Madhusudan & Co., Rajkot	Entity in which Director is interested
M/s. Madhusudan & Co.(BSNL), Jamnagar	Entity in which Director is interested
M/s. Madhusudan & Co. (BSNL) Khambhaliya	Entity in which Director is interested
M/s Madhusudan & Co., Ahmedabad	Entity in which Director is interested
Madhusudan Agri Processing And Cold storage Private Limited	Entity in which Director is interested
Madhusudan Auto-Biz Private Limited (Formerly known as Madhusudan Spices Pvt. Ltd.)	Entity in which Director is interested

Mangalya Infrabuild LLP	Entity in which Director is interested
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Transaction with related parties

(Rs in lakhs)

Particulars	2022-23	2021-22	2020-2021
Dayalji Vanraavan Kotecha			
Opening Balance	744.20	-	-
Loan Accepted	2,293.00	203.00	-
Loan Repaid	1,587.45	89.34	-
Closing Balance	1,283.13	744.20	-
Remuneration Expenses		10.63	17.00
Interest Expenses	82.87	42.03	42.00
Foram Rishit Kotecha			
Opening Balance	-	-	-
Loan Accepted	17.50		-
Loan Repaid	0.42	-	-
Closing Balance	17.86	-	-
Interest Expenses	0.79	-	-
Mayuri Hiren Kotecha			
Opening Balance	-	-	-
Loan Accepted	17.50		-
Loan Repaid	0.55	-	-
Closing Balance	17.73	-	-
Interest Expenses	0.78	-	-
Hiren Vijaykumar Kotecha			
Opening Balance	(0.72)	-	(2.17)
Loan Accepted	296.00		3.92
Loan Repaid	261.29	0.72	1.75
Closing Balance	35.47	(0.72)	-
Interest Expenses	1.48	-	-
Rishit Dayalji Kotecha			
Opening Balance	(0.30)	-	(50.06)
Loan Accepted	617.00	0.40	52.88
Loan Repaid	486.69	0.71	2.82
Closing Balance	143.21	(0.30)	-
Reimbursement of Expenses	12.57	-	-
Interest Expenses	0.64	0.71	-
Vijaykumar Vanraavan Kotecha			
Opening Balance	567.33	-	-
Loan Accepted	1,092.10	334.00	-
Loan Repaid	1,012.58	324.11	-
Closing Balance	471.04	567.33	-
Remuneration Expenses		10.63	17.00
Interest Expenses	73.68	38.42	42.00
Madhusudan Agri. Processing & cold storage Pvt ltd			
Opening Balance	-	8.17	-
Closing Balance	(0.22)	-	8.17
Opening Balance as Loan	(2.65)	0.85	(12.01)
Loan Accepted	325.40	25.53	68.19
Loan Repaid	322.75	29.03	55.32
Closing Balance as Loan	-	(2.65)	0.85
Sale	-	147.86	12.20
Purchase	82.72	42.74	53.55
Cold Rent Expenses	53.80	-	-
Madhusudan and Co. - Citypoint			

Opening Balance	(1.53)	(1.47)	(1.52)
Closing Balance	(1.40)	(1.53)	(1.47)
Rent Income	2.88	2.88	2.88
Reimbursement of Expenses	0.01	0.35	0.44
Madhusudan and Co. - Mumbai			
Opening Balance	(15.75)	(179.88)	(185.59)
Closing Balance	(16.84)	(15.75)	(179.88)
Sale	58.18	19.30	31.17
Purchase	-	39.99	16.14
Madhusudan and Co. - Rajkot			
Opening Balance	(25.00)	(20.31)	(23.28)
Closing Balance	(29.96)	(25.00)	(20.31)
Sale	159.86	134.24	112.45
Madhusudan and Co. - Khambhaliya			
Opening Balance as Debtor	(5.82)	(5.82)	(5.82)
Closing Balance as Debtor	-	(5.82)	(5.82)
Madhusudan and Co. - Ahmedabad			
Opening Balance	(14.07)	(14.14)	(58.19)
Closing Balance	-	(14.07)	(14.14)
Purchase	-	-	32.64
Madhusudan Auto-Biz Private Limited (Formerly known as Madhusudan Spices Pvt. Ltd.)			
Opening Balance as Creditor	(102.65)	101.57	542.47
Closing Balance as Creditor	0.57	(102.65)	101.57
Opening Balance as Loan	402.95	-	-
Loan Accepted	417.75	402.95	-
Loan Repaid	646.18	-	-
Closing Balance as Loan	189.59	402.95	-
Sale	-	163.77	279.83
Purchase	115.89	1,231.97	1,193.16
Interest Expenses	15.07	-	-
Kirit Vallabhbai Dharaviya			
Salary Paid	5.00	4.55	4.13

For further details, please refer to the Annexure J – Related Party Disclosures of chapter titled “*Financial Information of the Company*” on page 181 of this Prospectus.

L. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

M. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR

Sr. No.	Name of Promoters	Total No. of Equity Shares	Weighted Average Price* (in ₹ per equity share)
1.	Dayalji Vanravan Kotecha	8,50,000	29.41
2.	Vijaykumar Vanravan Kotecha	8,50,000	29.41
3.	Rishit Dayalaji Kotecha	22,86,000	0.00
4.	Hiren Vijaykumar Kotecha	22,86,000	0.00
5.	Foram Rishit Kotecha	8,55,000	0.00
6.	Mayuri Hiren Kotecha	8,55,000	0.00

N. AVERAGE COST OF ACQUISITION OF SHARES

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

Sr. No.	Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Dayalji Vanraavan Kotecha	16,00,000	31.25
2.	Vijaykumar Vanraavan Kotecha	16,00,000	31.25
3.	Rishit Dayalaji Kotecha	22,86,000	0.00
4.	Hiren Vijaykumar Kotecha	22,86,000	0.00
5.	Foram Rishit Kotecha	8,55,000	0.00
6.	Mayuri Hiren Kotecha	8,55,000	0.00

O. PRE- IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

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

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
July 3, 2023	40,00,000	10	Nil	Bonus Issue in the ratio of 4:5	Capitalization of Reserves and Surplus	Dayalji Vanraavan Kotecha	6,00,000
						Vijay Kumar Vanraavan Kotecha	6,00,000
						Rishit Dayalaji Kotecha	10,16,000
						Hiren Vijaykumar Kotecha	10,16,000
						Foram Rishit Kotecha	3,80,000
						Mayuri Hiren Kotecha	3,80,000
						Madhusudan Auto- Biz Private Limited	8,000
						Total	40,00,000

***Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose*

Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Prospectus.

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

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION III - RISK FACTORS

An investment in our Equity Shares involves financial risk. Prospective investors should carefully consider all the information in the Prospectus, particularly the *“Financial Information of the Company”* and the related notes, *“Our Business”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* on page 155, 99 and 193 respectively of this Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

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

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

Materiality

The Risk factors have been determined 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 found material collectively.
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material at present but may be having material impact in future.

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in *“Risk Factors”* on page 25 and *“Management Discussion and Analysis of Financial Condition and Results of Operations”* on page 193 of this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the *“Restated Financial Statements”*.

INTERNAL RISK

1. ***Our future success depends on our ability to promote our brand and protect our reputation. Our failure to establish and promote our brand and any damage to our reputation will hinder our growth.***

A significant portion of our revenue is derived from sale of our products under the “Double Haathi” and “Maharaja” brands and have focused on developing the brand. We believe that the market perception of our brands is one of the key factors for the sustained demand of our products amongst consumers. We engage in a wide range of marketing and advertising activities which enable us to maintain the popularity and recall the brand value. We also maintain an in-house team of sales and marketing personnel who continuously engage with various publications and advertisement agencies. We believe our strategy to Scale up branding, promotional and digital activities is crucial to our future success. We have invested, and will need to continue to dedicate, significant time, efforts and resources to advertising and market promotion initiatives. We may need to devote an even greater

portion of our resources to continue to strengthen our brand recognition and build our user base, which may impact our profitability. We cannot guarantee that our marketing efforts will ultimately be successful, as it is affected by numerous factors, including the effectiveness of our marketing campaigns and our ability to provide consistent, high-quality products, variety of products, market penetration, accessibility of products from retailers etc.

Any negative publicity or perception of consumers relating to the quality of our products, range of our product portfolio, pricing strategy etc, regardless of whether such claims or perceptions are true, may adversely impact public perception of our brand could have an adverse impact on our brand, which may negatively affect our business and can significantly reduce our brand value and consumer trust. Allegations of low-quality products or misbranding, even when false or unfounded, could tarnish our brand

2. We operate in highly competitive markets, and the scale and resources of 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.

Our industry is highly fragmented as there is competition from various organized and unorganized players. There are some of the organized players like: Gandhi Spices Private Limited (Hathi Masala), Adani Food Products Private Limited, Ramdev Food Private Limited, MDH Masala Private Limited, Baadshah Masala Private Limited, Everest Masala Private Limited. In the listed space we face competition from NHC Food Limited. Other than the organized players we also face competition from unorganized local suppliers. The growth trajectory in the industry has encouraged new entrants to enter into this industry with new business models. In such highly competitive environment, to gain more market share the players are likely to reduce the pricing which is a challenge for the existing players.

We face intense competition from other retailers that market products similar to ours. We compete in various aspects, including brand recognition, value for money, product quality and pricing, supply chain management etc. Intensified competition may result in pricing pressures and reduced profitability and may impede our ability to achieve sustainable growth in our revenues or cause us to lose market share. Our competitors may also engage in aggressive and negative marketing or public relations strategies which may harm our reputation and increase our marketing expenses. Any of these events could substantially harm our results of operations.

Some of our existing and potential competitors enjoy substantial competitive advantages, including: longer operating history, the capability to leverage their sales efforts and marketing expenditures across a broader portfolio of products, more established relationships with a larger number of suppliers, contract manufacturers and channel partners, access to larger and broader customer base, greater brand recognition, greater financial, marketing, distribution and other resources and larger intellectual property portfolios. We cannot assure you that we will compete with them successfully.

3. We do not manufacture some of our products such as Tea and Other Grocery Products like: Papad, Soya Products, Asafoetida (Hing), Black Salt, Rock Salt etc in our own capacity but procure the same from third party suppliers.

Our Company does not have its own manufacturing facility for some of our products as Tea and Other Grocery Products like: Papad, Soya Products, Asafoetida (Hing), Black Salt, Rock Salt etc and the same is procured from third party suppliers. Any decline in the quality of such products or delay in delivery of such products by such third parties, or rise in their costs or charges may adversely affect our operations. Further there can be no assurance that such parties shall continue business with us or would cater to demands of our competitors. We do not have any long term arrangements with such suppliers and if such suppliers terminate their business or supply similar products to our competitors at better rates, our result of operations and future prospects may be adversely affected. Further we are also indirectly exposed to the risks at the third party manufacturers' faces and hence any interruptions in the manufacturing operations at their end on account of natural disasters, labour problems, machinery breakdowns, etc. may adversely affect our supply chain and profit margins.

4. The success of processing of spices is dependent on the timely supply of raw materials to our processing unit, which are subject to various uncertainties and risks. We are dependent on third party suppliers and transport agencies, and our material prices are subject to fluctuations.

We are dependent on third-party vendors for supply of raw materials for further processing to finished products. We do not have long-term contracts with any of our third party vendors for supply of raw materials. We are significantly dependent on the timely and adequate availability of raw materials. We are subject to risks of shortages or discontinuation in supply, long lead times, cost increases and quality control issues with our suppliers. Further any adverse factors including seasonality of crops, natural disasters, changes in legislation or any other force majeure events may adversely impact procurement and availability of raw materials which may adversely affect our ability to meet client commitments and consequently our sales and profitability. We are exposed to price

fluctuations in raw materials from the quoted price vis-à-vis the price when the actual order is placed, we cannot assure that we would be able to adequately mitigate of impact of fluctuations in the intermittent period between the submission of bid/quotation and the date of actual order. It is also critical for us that our suppliers adhere to the quality standards and product specifications that have been furnished to them by us and failure by them to adhere to the same would adversely affect the quality and/or timely delivery of our products.

In addition, some of our suppliers may have more established relationships with our competitors, and as a result of these relationships, such suppliers may choose to limit or terminate their relationships with us or prioritize our competitors' orders in the case of supply shortages. The quality of our products is primarily derived from the quality of our raw materials, and any deterioration in the quality of raw materials supplied to us will have an adverse effect on the quality of our products, market reputation and sales volumes. There can be no guarantee that we will be able to maintain our current line-up of suppliers or adequate supply of such raw materials at all times. Our top 10 suppliers for the Fiscals 2023, 2022, and 2021 accounted for 32.03%, 50.42% and 49.82% of our purchases for raw materials and stock in trade for respective years.

The major raw materials required in manufacturing activities include whole spices such as chilli, coriander seeds, cumin seeds, turmeric. The prices of these raw materials are volatile and subject to fluctuations arising from changes in domestic and international supply and demand dynamics, labour costs, competition, market speculation, and government regulations. Rapid changes in the prices of such raw materials may affect the production cost and consequently the market price of our products may get affected, since the industry still faces the threat of spiralling inflation and increasing financing rates.

Sharp rise in commodity prices due to the Russia-Ukraine conflict; prices yet to reach pre-conflict levels. Food inflation based on Consumer Food Price Index (CFPI) climbed to 7.0 per cent in FY23 from 3.8 per cent in FY22. Though the increase in food inflation is broad-based, the major contributors are vegetables, cereals, milk and spices. Further, in order to insulate vulnerable sections from the rise in prices, the Government has launched a new integrated food security scheme, 'Pradhan Mantri Garib Kalyan Ann Yojana' on 1 January 2023, to provide free foodgrains to more than 80 crore beneficiaries (*Source: Economic Survey 2022-23*)

For the Fiscal 2023, 2022 and 2021 the raw material consumption constitutes 94.80%, 96.56% and 88.63% of our revenue from operations. We may be unable to pass the entire impact of the rise in the prices of raw materials to our customers, which may result in lower profit margins for our business. Further, any increase in the selling price of our products may adversely impact the demand for our products, our sales and consequently our profit margins. In the event of a component or raw material shortage or supply interruption from suppliers, we will need to identify alternative sources of supply, which can be time-consuming, difficult to locate, and costly. We may not be able to source these raw materials on terms that are acceptable to us, or at all, which may undermine our ability to meet our production requirements or to fill customer orders in a timely manner. This could harm our relationships with our customers and adversely affect our results of operations.

5. 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

6. Our business also depends on the performance of our wholesalers. Any non-performance by them may adversely affect our business operations, profitability and cash flows.

Our business also depends on the performance of our wholesalers, who in turn sell our products to retailers and to end users at domestic levels. As on March 31, 2023 we have more than 2100 wholesalers spread majorly in Gujarat, Maharashtra and Rajasthan. We can give no assurance that the performance of such wholesalers will meet our required specifications or performance parameters. Such wholesalers are independent third parties over which we do not have control. Additionally, we do not have any non-compete agreement with them and in the event that they enter into agreements with our competitors, we may not be able to take any course of action. As a result, our growth, results of operations and the integrity of our brand name in the areas where our wholesalers operate, is dependent on the their performance. Moreover, there can be no assurance that our wholesalers will be able to generate adequate revenue consistently, and we may be exposed to credit risks associated with non-payment or untimely payments from our wholesalers.

7. If we fail to successfully expand our product portfolio or fail to develop and commercialize new products that are well received by consumers in a timely manner, our operating results may be materially and adversely affected.

Our ability to compete successfully depends in large part on our ability to continue to introduce new products as per consumer tastes and preferences that are well received by consumers in a timely manner which in turn can grow our household user base. Our ability to roll out new products depends on a number of factors, including significant quality control and packaging of our products and effective management of our supply chain. The execution of such initiatives can be complex and costly. As such, we could experience delays in completing the development and introduction of new products in the future. To the extent we are unable to execute our strategy of continuously introducing new products, diversifying our product portfolio and satisfying consumers' changing tastes and preferences, we may not be able to grow our household user base and our competitive position.

Further our expansion into new product categories and substantial increases in product lines may expose us to new challenges and more risks. Our potential lack of familiarity with new products and the lack of relevant customer data relating to these products may make it more difficult for us to anticipate user demand and preferences. We may misjudge market demand, resulting in inventory build-up and possible inventory write-downs. We may not be able to effectively control our costs and expenses in rolling out these new product categories and scenarios. We may have certain quality issues and experience higher return rates on new products or receive more customer complaints which would harm our brand and reputation as well as our financial performance.

Furthermore, we may need to price our new products more aggressively to penetrate new markets, and gain market share or remain competitive. It may be difficult for us to achieve profitability in the new product categories and our profit margin, if any, may be lower than we anticipate, which would adversely affect our overall profitability and results of operations.

8. We are significantly dependent on the sale of chilli and chilli powder. An inability to anticipate or adapt to changing consumer tastes and preferences for these products or inability to ensure product quality or reduction in the demand of these products may adversely impact our revenue from operations and growth prospects.

Our financial performance is significantly dependent on the sale of chilli and chilli powder. For the Fiscals 2023, 2022 and 2021 our revenue from sales of chilli and chilli powder represented 34.01%, 41.79% and 53.76% of our revenue from operations respectively. We cannot assure you that we will increase our market share in the future for this product. Demand for the product depends primarily on our ability to maintain and upgrade our product quality, portfolio or variants and stock keeping units, consumer preferences and market trends. In addition, our company must successfully compete with our competitors offering similar product. We may not be able to introduce new product that are in faster-growing and more profitable categories. Any of these factors could have a material adverse impact on our financial condition and the results of operations. We cannot assure you that we will be able to maintain historic levels of business from chilli and chilli powder, or that we will be able to significantly reduce our dependence on sale of chilli and chilli powder. We may also be required to invest in updated processes to develop upgraded product offerings or packaging.

9. The markets in which we compete are characterized by consumers and their rapidly changing tastes and preferences and therefore as a result our Company may be affected by any disruptions in the industry.

We are in the business of manufacturing and marketing of spices and other grocery products that is majorly used for commercial and household consumption. Thus the markets in which we compete are characterized by changing consumer tastes, preferences, evolving industry standards and continuous improvements in product quality and variants. These conditions frequently result in short product life cycles. Moreover we are dependent on the spending habits of the consumers in India. If the end-user demand is low for our products, we may see significant changes in orders from our customers and may experience greater pricing pressures. If

technologies or standards supported by us become obsolete or fail to gain widespread commercial acceptance, we may experience a reduced demand for our products which may result in a decline in sales and in operating margins depending on the nature of the product and the end user demand and all of these combined may gradually result in a loss to our business.

10. We are heavily reliant on our relationships with certain wholesalers. Disruptions to such relationships, changes in their business practices, their failure to meet payment schedules could adversely affect our business, cash flows and results of operations.

We are reliant on wholesalers for the sale of our products and also have an extensive offline sales channel comprising of more than 2100 wholesalers as of March 31, 2023. We have not entered into long-term agreements with our wholesalers, distributors and dealers. Further, our distributors may unilaterally terminate their existing agreements with us at short notice, thereby adversely affecting our distribution network and consequently, our business, cash flows and results of operations may be affected. Our top 10 customers accounted, for 31.68%, 26.07% and 23.78% of our revenue from operations for the Fiscals 2023, 2022 and 2021 respectively. There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers.

Purchase orders made by wholesalers, distributors and dealers may also be amended or cancelled prior to final dispatch. Further, most of our distributors are not contractually bound to provide us with a specific volume of business and can terminate our relationship with or without cause, with little or no advance notice and without compensation. Due to temporary changes in the operations of our customers, we may experience delays in collecting payments from such parties. We may face the pressure to modify our trading terms if our customers are unable or unwilling to continue our distribution model.

We intend to maintain or further develop our existing relationships with our customers and continue to jointly promote our brands and products. Due to increased collaboration and information sharing, such arrangements could render us more susceptible to the risks stated above. In order to expand the sales volume of our products, it is essential that we continue to expand the density as well as the geographical reach of our existing distribution network and ensure that our products reach every market segment and customer base. If we are unable to continue to expand our distribution network, our business, cash flows and results of operations may suffer.

11. Certain aspects of our business, including procurement of raw materials are seasonal in nature.

We are largely dependent on the agricultural industry for almost all of our raw materials including, whole spices, rajgira flour etc. The agricultural industry is largely dependent on various factors including monsoon and weather conditions. Meteorologically, our country has diversified and different weather conditions that prevail at different places. Sometimes, one region receives very heavy rainfall whereas another region receives scant rainfall. Any vagaries of weather and abnormal monsoon may affect crop production, destroy crops and subsequently increase the prices of our raw materials which can have an adverse effect on our results of operations. Moreover we purchase the raw materials in the harvest season and store them in our leased cold storage for manufacturing consumption and sales throughout the year during off season.

Although the demand for our products is continuous throughout the year, we are affected by seasonality in procurement of raw materials. Therefore, our results of operations and cash flows across quarters in a Fiscal may not be comparable and any such comparisons may not be meaningful, or may not be indicative of our annual financial results or our results in any future quarters or periods.

12. We derive a significant portion of our revenue from certain parts of Gujarat and failure to expand our operations into new geographic regions and markets may restrict our growth and adversely affect our business.

Currently, we are supplying majority of our products mainly in the saurashtra region of Gujarat and hence more than 85% of our revenue for the last 3 financial year is generated from this region only. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments or changes in the policies of the state or local government in this region could adversely affect our business activities, result in modification of our business strategy, which will in turn have a material adverse effect on our business, financial condition & results of operations. Geographical and functional expansion of our business requires establishment of adequate network. As we seek to diversify our regional focus, we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. We have limited experience and knowledge of operating in other states, and our foray into new geographies or into new products in the existing geographies may be subject to high barriers to entry including existing competition, local laws and market dynamics. Our lack of exposure in geographical boundaries outside our operating regions could impact our future revenues, our operating results and financial conditions.

Further, we may not be able to effectively assess the level of promotional marketing required in a particular state, and the recognition of our brands and products in such states may not be in the manner or to the extent anticipated by us. Our expansion into new geographies may also be challenging on account of our lack of familiarity with the social, political, economic and cultural conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of brand recognition and reputation in such regions. We may also encounter other additional anticipated risks and significant competition in such markets.

13. As we continue to grow, we may not be able to effectively manage our growth and the increased complexity of our business, which could negatively impact our brand and financial performance.

Continued growth of our business and household user base requires us to expand our product portfolio, strengthen our brand recognition, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies, secure more space for our expanding workforce, and devote other resources to our business expansions, among others. As we continue to grow, managing our business will become more complicated as we develop a wider product mix, some of which we may have less experience in. In addition, as we increase our product offerings, we will need to work with a larger number of business partners and maintain and expand mutually beneficial relationships with our existing and new business partners. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budgeted estimates, or our inability to meet the expectations to track the changing preferences of our customers could have an adverse effect on our business, results of operations and financial condition.

We cannot assure you that we will be able to effectively manage our growth, that our current personnel, infrastructure, systems, procedures and controls or any measures to enhance them will be adequate and successful to support our expanding operations or that our strategies and new business initiatives will be executed successfully. If we are not able to manage our growth or execute our strategies effectively, our expansion may not be successful and our business and prospects may be materially and adversely affected.

14. We have experienced negative cash flows from operations in the recent past, and we may have negative cash flows in the future.

Our cash flows from operating activities, investing activities and financing activities for the Fiscal 2023, 2022 and 2021 are set forth below:

Particulars	(Rs. In lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash generated from / (used in) operating activities	(924.69)	(505.51)	174.45

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

15. Pricing pressure from our competitors may affect our ability to maintain or increase our product prices and, in turn, our revenue from product sales, gross margin and profitability may decline, which may materially and adversely affect our business, cash flows, financial condition and results of operations.

We have uniform pricing across various product categories. Competitive pricing by our competitors may manifest in various forms, including, among others, through our competitors lowering their prices for similar products. This may lead to a decrease in our revenues and profits. Moreover, if we fail to follow our retail price stipulations, our brand value and the public perception of our brand positioning could be negatively affected. We may seek to reduce the price of our raw materials and production through negotiations with our suppliers and streamline product designs to offset the impact of pricing pressure. We cannot assure you that we will be able to avoid future pricing pressure from our competitors or offset the impact of any price reductions through improved operational efficiencies, cost-effective sourcing alternatives, new manufacturing processes, or other cost reductions through other productivity initiatives. If we were to face competitive pricing from our competitors, and the aforementioned measures or other steps we take fail to maintain or increase our margins and revenues from product sales, our business, financial condition and results of operations may be adversely affected.

16. Certain Agreements in relation to our immovable Properties may be inadequately stamped or may not have been registered as a result of which our title to such properties may be faulty.

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying differential stamp duty and/or penalty for inadequate stamping. The effect of non-registration of an instrument is that the title to the property does not transfer in favor of the transferee and therefore, making the instrument unenforceable. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

17. We operate our business from rented premises.

Our registered office and factory, through which we operate our business, is taken on rent from our promoter Vijaybhai Vanrajanbhai Kotecha. Any adverse impact on the title /ownership rights/ development rights of our landlords may adversely affect our operations. Further in the event of non-renewal of these lease agreements, our operations and profitability may be adversely affected. We cannot assure you that we will be able to continue the above arrangement on commercially favourable terms in future. If we are required to vacate the current premises, we would be required to make alternative arrangements for our manufacturing facilities and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we do not comply with certain conditions of the lease, it may lead to termination of the lease which would have an adverse effect on our operations and there can be no assurance that renewal of lease agreement will be entered into. In the event of non-renewal of lease, we may be required to shift our manufacturing facility to a new location and there can be no assurance that the arrangement our Company entered into in respect of new premises would be on such terms and conditions as the present one. For details on properties taken on lease by us please refer to the section titled **“Our Business”** beginning on page 99 of this Prospectus.

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

As of March 31, 2023 our Company had total indebtedness in the form of short term and long term borrowings of ₹4217.20 lakhs. Our indebtedness could have several important consequences, including but not limited to the following:

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

Many of our financing agreements also include various conditions and covenants that require us to obtain consent of the lenders prior to carrying out certain activities or entering into certain transactions. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business. For further details in this regard, please refer to chapter titled **“Statement of Financial Indebtedness”** beginning on page 155 of this Prospectus.

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

We propose to utilize the Net Proceeds towards utilization for the working capital requirement of our Company and general corporate purposes. For further details of the proposed objects of the Issue, see **“Objects of the Issue”** beginning on page 73. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would

be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

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

The fund requirement and deployment, as mentioned in the ***"Objects of the Issue"*** on page 73 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated on page 73 under chapter ***"Objects of the Issue"*** is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated on page 73 under chapter ***"Objects of the Issue"*** will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings

21. Our business is dependent on our manufacturing facilities 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.

Our manufacturing facility is located at Jamnagar in Gujarat. Our business is dependent upon our ability to manage our manufacturing facility, 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.

Additionally, we rely on certain third-party manufacturers for certain types of products such as Tea and Other Grocery Products like: Papad, Soya Products, Asafoetida (Hing), Black Salt, Rock Salt etc. In the event that there are disruptions in the manufacturing facility of such third-party manufacturers, it will impact our ability to deliver such products and meet with our commitments. If these products from third-party manufacturers cease to be available to us at costs acceptable to us or if we experience problems with, or interruptions in supply of these products and we are unable to find other facilities to provide similar products on comparable terms and on a timely basis, our operations would be disrupted and our financial condition and results of operations could be affected.

22. We may not be able to adequately protect or continue to use our intellectual property.

The details of trademarks/ copyright registered and used by our Company are as under:

S. No.	Trademark/ Copyright	Class	Nature of Trademark/ Copyright	Owner	Application Number and Date	Status
1.	Trademark	30		Dayalji Vanraavan Kotecha	Application No. 1714110 Dated: July 24, 2028	Registered
2.	Trademark	30		Dayalji Vanraavan Kotecha	Application No. 1714109 Dated: July 24, 2008	Registered
3.	Copyright	Artistic Work		M/s. Madhusudan & Co.	Application No. 125033/2018 Dated: March 16, 2018	Registered
4.	Trademark	30		Dayalji Vanraavan Kotecha	Application No. 3410353 Dated: November 16, 2016	Opposed

The Trademark Application mentioned in Sr. no. 4 of abovementioned table used by our company in most of its products is opposed with the Registrar of Trademarks in India, under the Trade Marks Act, 1999. For details of our intellectual property rights, see **“Government and Other Statutory Approvals”** on page 206 of this Prospectus. There can be no assurance that our trademark application will be accepted and the trademark will be registered. Any other vendor in the similar line of business as ours may use the above-mentioned trademark and we may have a lesser recourse to initiate legal proceedings to protect our brand name. In the event we are not able to obtain registrations due to opposition by third parties or if any injunctive or other adverse order is issued against us in respect of our trademark for which we have applied for registration, we may not be able to use such trademark and / or avail the legal protection or prevent unauthorised use of such trademark by third parties, which may adversely affect our goodwill and business.

The registration of intellectual property including trademarks is a time-consuming process and there can be no assurance that any registration applications we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary rights could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows.

In particular, the use of similar trade names by third parties may result in confusion among our customers, and we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including imitation products, which may adversely affect sale of our products, resulting in a decrease in market share due to a decrease in demand for our products. Such imitation products may not only result in loss of sales but also adversely affect our reputation and consequently our future sales and results of operations. In the event of such unauthorized use, we may be compelled to pursue legal action for the protection of our brand and intellectual property, which may divert our attention and resources thereby affecting our business operations. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business operations or financial results. For any of these reasons, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property

23. Our Company, Promoters and Directors are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties/prosecutions and may adversely affect our business and results of operations.

Our Company, Promoters and Directors are currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals, and government departments.

Litigations involving our Company:-

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/ demanded to the extent ascertainable (Amount in lakhs)*
<i>Against the Company</i>		
Taxation Liabilities (Direct tax Cases)	1**	2.21
<i>Filed by the Company</i>		
Criminal Proceedings	3	2.95

*to the extent quantifiable

** It relates to the pending Tax Deducted at Source (TDS) amount of Rs. 2.21 Lakhs which is currently displayed as outstanding on the Traces website.

Litigations involving Promoters and Directors:-

Nature of Litigation	Number of Cases Outstanding	Amount in dispute/ demanded to the extent ascertainable (Amount in lakhs)*
<i>Vijaykumar Vanrajan Kotecha</i>		
<i>Against the Directors</i>		
Taxation Liabilities (Direct Tax cases)	2**	0.34

*to the extent quantifiable

** i. **Assessment Year 2011:**

An original outstanding demand of Rs. 0.08 lakhs is noted on the Income Tax website, with Demand reference no. 2018201110001545383T. Our promoter has expressed disagreement with the demand issued by the Income Tax department, resulting in an outstanding payment.

ii. Assessment Year 2020:

An outstanding demand of Rs. 0.24 lakhs along with accrued interest of Rs. 0.03 lakhs as of the date of filing this response letter is reported, with Demand reference no. 2023202037154979202T. Our promoter disputes the demand issued by the Income Tax department, leading to an outstanding payment.

For further details, see “**Outstanding Litigation and Material Developments**” beginning on page 203 of this Prospectus. Any adverse outcome from adjudication of these pending litigations in the future may have an impact on the Company’s profitability, revenue, operations, etc. If the courts or tribunals rule against our Company or our Promoters and Directors, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

24. We are subject to strict quality requirements and any failure by us to comply with quality standards may lead to cancellation of existing and future orders.

Our business is subject to adherence with the quality standards as per market practices and the requirements of our customers. Any failure by us to achieve or maintain compliance with these requirements or standards may adversely affect our orders from our customers. Our customers may choose our competitors over us if we fail to meet the quality standards, which may in-turn harm our reputation. In case of degradation in quality, we may also become subject to legal proceedings and commercial or contractual disputes. Further, if we incur significant liabilities for which there is no or insufficient insurance coverage our business, financial condition and results of operations could be adversely affected.

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

In particular, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities that may contain conditions, some of which could

be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

The Shop and establishment registration for our outlet at Grain Market Opp chamber hall, Jamnagar 361001 got expired in the past, however we have now renewed the same. Furthermore, in the past our Company was not registered under the Employees' State Insurance Act, 1948 and did not make payments of contribution, as applicable thereunder, when it was a partnership firm. Our Company obtained the requisite registrations vide allotment letter dated December 15, 2021 but the payments of ESI was not made. However, our company has now started its workers getting registered under the ESI plan and have started depositing the ESI contribution w.e.f June 2023. There can be no assurance that our Company, our directors and our officers will not be made liable for penalties for such non-compliance in the past.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of noncompliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. Also some of the registration certificates of our company are in the name of the partnership firm "M/s Madhusudan & Co". The same needs to be updated in the records of concerned authorities. For further details, see "**Government and Other Statutory Approvals**" on page 206 of this Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected

Our company has not complied with certain Accounting Standards such as AS-15 however the same have been duly complied by the company in the restated financial statements. Although, no show cause notice in respect of the above has been received by the Company till date, any penalty imposed for such non-compliance in future by any regulatory authority could affect our financial conditions to that extent.

26. An inability to comply with food safety laws, environmental laws and other applicable regulations in relation to our manufacturing facilities may adversely affect our business, 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. For example, we must adhere to the provisions of the Food Safety and Standards Act, 2006, which sets scientific standards for food articles and regulates their manufacture, storage, distribution, and sale to ensure safe and wholesome food for human consumption. 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 Gujarat. 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 non-compliance. 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.

27. Our strategy relating to construction of new cold storage and installation of requisite plant and machinery therein is subject to the risk of unanticipated delays in implementation and cost overruns.

We intend to construct a new cold storage at our manufacturing facility situated at F. P. No. 19, Plot No. 1 - B Hapa Road Jamnagar, Gujarat- 361001 India and including installation of requisite plant and machinery for proposer functioning of the cold storage. Our strategy remains subject to the potential problems and uncertainties including cost overruns or delays. Problems that could adversely affect our plans include labour shortages, increased cost of construction or manpower, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, interest and finance charges and other external factors which may not be within the control of our management. There can be no assurance that the proposed capital expenditure towards construction of the cold storage facility will be completed as planned or on schedule, and if they are not completed in a timely manner, or at all, our budgeted costs may be insufficient to meet our proposed capital expenditure requirements. If our actual capital expenditures significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned establishment in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

28. Our operating results could be materially harmed if we are unable to accurately forecast consumer demand for our products or manage our inventory.

We strive to keep optimum inventory with wholesalers, distributors and dealers to control our costs and working capital requirements. To maintain an optimal inventory, we monitor our inventory levels based on our projections of demand as well as on a real-time basis. Although our manufacturing facility enables us to fulfil large orders from our distributors in minimal lead time, unavailability of products, due to high demand or inaccurate forecast, may result in loss of sales and adversely affect our customer relationships. We manage our inventory by constantly monitoring and tracking our current inventory levels, while keeping a small portion of reserve stock, based on our forecast for customer demand. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. Inventory levels in excess of customer demand may result in inventory write-offs and the sale of excess inventory at discounted prices, which may cause our gross margin to suffer and could impair the strength of our brand. On the other hand, in the case we experience shortage of products, we may be unable to meet the demand for our products, and our business and operating results could be adversely affected. Therefore, an inaccurate forecast can also result in an over-supply of products, which may increase inventory costs, negatively impact cash flow, reduce the quality of inventory, shrinkages and ultimately lead to reduction in margins. Further, some of our raw materials can become old and may lose its natural properties. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations and financial condition. During the Fiscal 2023, 2022 and 2021 our inventories were Rs 2,292.72 lakhs, Rs 1,584.99 lakhs and Rs 745.78 lakhs. Further, if we fail to convert the inventory, we purchase by manufacturing our products, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

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

We are subject to various contamination-related risks which typically affects the Food industry, including product tampering; relatively short shelf life of certain of our products; improper storage of our products and raw materials; adulteration of our products with any substance unfit for human consumption; labelling and packaging errors; inferior quality raw materials; non-compliance with food safety and quality control standards; cross-contamination of products during manufacturing; as well as wastage of products during manufacturing or transportation.

Our products may contain undetected quality issues, especially when first introduced or when new products are developed, resulting from the product development or manufacture of the product or raw materials used in the product. While we have implemented stringent quality control procedures at our own manufacturing facilities, including inspection of raw materials procured and monitoring of the manufacturing process, there can be no assurance that our quality control procedures will be adequate or will not fail, or that the quality tests and inspections conducted by us will be accurate at all times, including quality inspections at third party manufacturers.

Any actual or alleged contamination or deterioration of our products, whether deliberate or accidental, could result in legal liability, damage to our reputation and may adversely affect our business prospects and consequently our financial performance. We also employ third-party transportation providers to deliver our manufactured products to our various wholesalers. Further, there can be

no assurance that contamination of our raw materials or products will not occur during the transportation, manufacturing, distribution and sales processes due to reasons unknown to us or beyond our control. If our products or raw materials are found to be spoilt, contaminated, 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 condition or other damage resulting from consumption of such products, 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. Further, contamination of any of our products could also subject us to product liability claims, adverse publicity and government scrutiny, investigation or intervention, product return, resulting in increased costs and any of these events could have a material and adverse impact on our reputation, business, financial condition, cash flows, results of operations and prospects

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

Our operations are subject to hazards inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Long periods of business disruption could result in a loss of customers. Although we take precautions to minimize the risk of any significant operational problems at our manufacturing facilities, and we have not experienced any such material incidents in the past, there can be no assurance that we will not face such disruptions in the future.

During the manufacturing process, we may be exposed to various risks which we may not be able to foresee or may not have adequate insurance coverage. Our insurance coverage may not be adequate to cover such loss or damage to life and property, and any consequential losses arising due to such events will affect our operations and financial condition. Further, in addition to the above, any such fatal accident or incident causing damage or loss to life and property, even if we are fully insured or held not to be liable, could negatively affect our reputation, thereby making it more difficult for us to conduct our business operations effectively, and could significantly affect our business, availability of insurance coverage in the future and our results of operations. The occurrence of any one of the above events may result in us being named as a defendant in lawsuits asserting claims for substantial damages, including for personal injury and property damage and fines and/or penalties.

While we believe that the insurance coverage that we maintain is in accordance with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all, or part of the losses incurred.

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

Our Company has entered into various transactions with our Directors, Promoters and Promoter Group members and Group Companies. These transactions, inter-alia include, issue of shares, remuneration, loans and advances, purchase, sales, rent expenses, reimbursement of expenses etc. For details, please refer to “***Annexure-J- Related Party Transactions***” under Section titled “***Financial Information of the Company***” and Chapter titled “***Capital Structure***” beginning on page 155 and 61 respectively of this Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution on arms length price as per Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties.

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

32. 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.

33. Some of our Group Companies and our Promoter Group Entities are engaged in similar line of business. Any conflict of interest in future may occur between our group company or our promoter group entities and us may adversely affect our business, prospects, results of operations and financial condition.

Our Group Companies, Madhusudan Agri Processing and Cold Storage Private Limited, Madhusudan Auto-Biz Private Limited and our Promoter Group Entities M/s. Madhusudan & Co., Mumbai, M/s. Madhusudan & Co., Rajkot and M/s. Madhusudan & Co., Ahmedabad are engaged in the similar line of business, primarily dealing in spices, grains and other grocery products. We will endeavour to take adequate steps to address any conflict of interest by adopting the necessary procedures and practices as permitted by applicable law, to address any conflict which may arise in the future. We cannot assure you that our Promoters will not favour the interests of our group companies over our interests in future or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations.

34. We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.

Our business requires significant working capital including in connection with our manufacturing operations, financing our inventory, purchase of raw materials which may be adversely affected by changes in terms of credit and payment. Delays in payment or reduction of advance payments and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded. We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, each of which may have a material adverse effect on our business, financial condition, prospects and results of operations. Continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations

35. Inventories and trade receivables form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.

Our Company's business is working capital intensive and hence, inventories and trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the FY 2022-23, 2021-22 and 2020-21 our inventories were ₹2,292.72 lakhs, ₹1,584.99 lakhs and ₹745.78 lakhs. Further, if we fail to convert the inventory we

purchase by manufacturing our products, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

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 we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the FY 2022-23, 2021-22 and 2020-21 our trade receivables were ₹1,648.32 lakhs, ₹1,263.01 lakhs and ₹1,255.59 lakhs. We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

36. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.

Our Contingent liabilities as on March 31, 2023 were ₹ 2.21 Lakhs. If these contingent liabilities materialize, fully or partly, the financial condition of our Company could be affected.

(Rs. In Lakhs)

Particulars	As at		
	31 st March 2023	31 st March 2022	31 st March 2021
(a) Contingent Liabilities			
a. Claims against the company not acknowledged as debts	-	-	-
b. Guarantees	-	-	-
c. Other Money for which the company is contingently liable	2.21	2.21	2.21
(b) Commitments	-	-	-
Total	2.21	2.21	2.21

For more information, regarding our contingent liabilities, please refer “**Note 18**” in chapter titled “*Financial Information of the Company*” beginning on page 155 of this Prospectus.

37. Our Group Company has incurred losses in past, any operating losses in the future could adversely affect the results of operations and financial conditions of our group.

The details of profit and loss of our Group Company, Madhusudan Agri Processing and Cold Storage Private Limited in the past years are as follows:-

(Rs. In Lakhs)

Group Company	For The Year Ended		
	31 st March 2022	31 st March 2021	31 st March 2020
Madhusudan Agri Processing and Cold Storage Private Limited	9.35	33.22	(39.44)

Any operating losses by our group companies could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards such entity which could have an adverse effect on our operations and financials.

38. 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.

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

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed updated technology, we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the industry in which we operate, we may be required to implement new technology or upgrade the machineries and other equipment employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of Working capital loan and term loan availed by us from Bank of Baroda and in respect of vehicle loans availed from Kotak Mahindra Bank Limited and ICICI Bank Limited. We have been extended such loan against hypothecation of our Company's property and current assets. Any default in repayment of such loan can potentially lead to the lenders disposing off our assets. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter "***Statement of Financial Indebtedness***" beginning on page 189 of this Prospectus.

41. Our Company has taken unsecured loans that may be recalled by the lenders at any time.

Our Company has availed unsecured loans which may be called by their lenders at any time. As on March 31, 2023 the unsecured loan amounting Rs. 2095.79 lakhs were due to lenders. In the event that 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. Also there is no formal agreement with any of our lenders. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled "***Statement of Financial Indebtedness***" beginning on page 189 of Prospectus.

42. Excessive dependence on Bank of Baroda in respect of Loan facilities obtained by our Company.

Our company has been sanctioned credit facilities by Bank of Baroda. The Company is dependent on such facility for its Term loans, Overdraft facilities and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

43. Under-utilization of our manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as well as by the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition. During the Fiscal 2023, 2022 and 2021 our overall capacity utilization for manufacturing

chilli powder were 33.43%, 29.51% and 35.61% respectively, for manufacturing Turmeric Powder were 19.30%, 18.31% and 19.10% respectively and for manufacturing Coriander Powder/Blend Spices/ Coriander Cumin Powder cumulatively were 19.54%, 19.16% and 31.14% respectively. For further information, see “**Our Business - Capacity and Capacity Utilization**” on page 99 of this Prospectus. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

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

Our performance depends largely on the efforts and abilities of our promoters, senior management and other key personnel. They have gained experience in this line of business and have over the years built relations with suppliers, third party manufacturers, customers and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for product development and manufacturing activities, successful delivery of products and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our key management personnel, see “**Our Management**” on page 130 of this Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

45. Relevant copy of educational qualifications of some of our Directors is not traceable.

Relevant copy of the educational qualification of some of our Directors, Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha and Hiren Vijaykumar Kotecha are not traceable. Therefore for the purpose of disclosure requirements of brief profile as disclosed in the section titled “**Our Management**” on page 130 of this Prospectus, we have relied on the affidavit provided by him.

46. The average cost of acquisition of Equity Shares by our Promoters, could be lower than the issue price. Moreover Equity Shares allotted to our Promoters pursuant to conversion of partnership firm, “M/s. Madhusudan & Co” have been allotted at a price which may be lower than the Price at which the equity shares shares will be issued.

Sr. No.	Name of Promoters	No. of shares held	Average cost of Acquisition (in ₹)
1	Dayalji Vanraavan Kotecha	16,00,000	31.25
2	Vijaykumar Vanraavan Kotecha	16,00,000	31.25
3	Rishit Dayalaji Kotecha	22,86,000	0.00
4	Hiren Vijaykumar Kotecha	22,86,000	0.00
5	Foram Rishit Kotecha	8,55,000	0.00
6	Mayuri Hiren Kotecha	8,55,000	0.00

Accordingly our Promoters’ average cost of acquisition of Equity Shares in Company may be lower than the Issue Price decided by the Company in consultation with the Lead Manager. Our Company was originally formed and registered as a partnership firm under the Partnership Act, 1932 in name and style of “M/s. Madhusudan & Co.” and thereafter been converted from a partnership firm to a private limited company under the provisions of Part I of Chapter XXI of the Companies Act, 2013 to operate under the name of Madhusudan Masala Private Limited with Mr. Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha being the initial subscribers to the MOA of our Company. The Equity Shares allotted to our Promoters at the time of subscribing to the MOA and pursuant to the conversion of partnership form to a company may be below the price at which the shares will be issued. For Further details of equity shares issued, please refer to the Section titled “**Capital Structure**” beginning on page 61 of this Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and buildup of Equity Shares by our Promoters in our Company, please refer to the chapters “**Capital Structure**” beginning on pages 61 of this Prospectus.

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

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

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

49. 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 facilities included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. Actual utilization rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus.

50. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section “*Dividend Policy*” on page 154 of the Prospectus.

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

Our promoter along with the promoter group will continue to hold collectively upto 73.64 % of the Equity share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the affect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoter will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

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

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the

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

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

53. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.*

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under "***Basis for the Issue Price***" on page 79 and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment

54. *Investors other than retail (including non-institutional investors, QIBs and Corporate Bodies) are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application.*

Pursuant to the SEBI ICDR Regulations, Investors other than retail (including non-institutional investors and Corporate Bodies) are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the Amount) at any stage after submitting an Application. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Offer Closing Date, events affecting the Bidders decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition, may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidder's ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

55. *Our Promoters and Directors have provided personal guarantees for financing facilities availed by our Company and may in the future provide additional guarantees and any failure or default by our Company to repay such facilities in accordance with the terms and conditions of the financing agreements could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters and Directors and thereby, adversely impact our business and operations.*

Our Promoters and Directors have personally guaranteed the repayment of certain loan facilities taken by us. Our Promoters may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the guarantees provided by our Promoters and Directors may be invoked, which could negatively impact the reputation and net worth of our Promoters and Directors. In addition, our guarantors may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company.

Furthermore, in the event that our Promoters and Directors withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows.

56. Non-compliance with increasingly health, environmental and labour laws and other applicable regulations, may adversely affect our business, results of operations, cash flows and financial condition.

We are subject to various laws and government regulations, including in relation to health, environmental protection and labour. These laws and regulations impose controls on air and water discharge, storage, transport, handling, disposal and other aspects of our manufacturing operations. Improper handling or storage of these materials could result in accidents, injure our personnel, property and damage the environment. We obtain the requisite registrations and approvals from time to time and aim to maintain industrial hygiene assessments and employing other prescribed safety measures. The occurrence of any such event in the future could have an adverse effect on our business, results of operations, cash flows and financial condition. We may be impleaded in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations. In addition, environmental laws and regulations in India have increasingly become more stringent. The scope and extent of the new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and prospects

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

This Prospectus includes information on Industry in which we operate from various sources. For further details, please see “**Industry Overview**” beginning on page 86. The data has been furnished by independent agency on their websites and has no relationship with our Company, its Promoters, Directors, or the Book Running Lead Manager as on the date of this Prospectus. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

58. Certain data mentioned in this Prospectus has not been independently verified.

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

59. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company

Our Company is engaged in the manufacturing business, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance and Professional Tax. Any demand or penalty raised by the concerned authority in future for late payments or non-payments for any previous year and current year will affect the financial position of the Company. For instance our company in the past had delayed filing of GSTR3B due to operational reasons and accordingly paid later fees and penalties on the same. Any demand or penalty raised by the concerned GST authority for such late filing may affect the financial position of the company.

EXTERNAL RISK FACTORS:

- 1. The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

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

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

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "***Government and Other Statutory Approvals***" on page 206 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in

various disputes with tax authorities. For details of these disputes, see “*Outstanding Litigation and Material Developments*” on page 203. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

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

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

4. *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 SENSEX, BSE’s benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

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

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

7. Our performance is linked to the stability of policies and the political situation in India.

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

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Issue of upto 34,00,000* Equity Shares of face value of ₹10/- each fully paid-up of our Company.
Out of which:	
Issue Reserved for the Market Makers	1,72,000* Equity Shares aggregating to ₹ 120.40 Lakhs.
Net Issue to the Public	32,28,000* Equity Shares aggregating to ₹ 2,259.60 Lakhs.
Out of which*	
A. QIB Portion⁽³⁾⁽⁴⁾	16,12,000* Equity Shares aggregating up to ₹ 1,128.40 lakhs.
Of which	
i) Allocation made to Anchor Investor	9,66,000 Equity Shares aggregating up to ₹ 676.20 lakhs.
ii) Net QIB Portion	6,46,000* Equity Shares aggregating up to ₹ 452.20 lakhs.
Of which	
B. Non-Institutional Portion	4,86,000* Equity Shares aggregating up to ₹ 340.20 lakhs
C. Retail Portion	11,30,000* Equity Shares aggregating up to ₹ 791.00 lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	95,00,000 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	1,29,00,000* Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 73 of this Prospectus.

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

Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 4, 2023 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on July 15, 2023.
- 3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.
- 4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion (i.e., 9,66,000 Equity Shares) to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, please refer section titled “*Issue Procedure*” beginning on page 235 of this Prospectus.

SUMMARY OF OUR FINANCIAL STATEMENTS

Annexure A

Restated Statement of Assets and Liabilities

(Amt. in Rs. Lakhs)

Particulars		As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital (Partners' Capital)	500.00	1.00	1,094.09
	(b) Reserves and surplus	599.10	30.07	-
2	Non-current liabilities			
	(a) Long-term borrowings	1,415.48	1,574.85	552.12
	(b) Other Non Current Liabilities	1.00	1.00	1.00
	(c) Deferred tax liabilities (Net)	11.11	12.95	16.90
	(d) Long-term Provisions	15.78	18.20	15.35
3	Current liabilities			
	(a) Short-term borrowings	2,801.72	1,244.68	414.27
	(b) Trade payables			
	(A) total outstanding dues of micro enterprises and small enterprises; and	-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises	124.12	589.78	463.86
	(c) Other current liabilities	47.99	8.69	11.06
	(d) Short-term provisions	220.22	33.08	31.25
	TOTAL	5,736.52	3,514.29	2,599.90
II.	ASSETS			
1	Non-current assets			
	(a) Property, Plant & Equipment			
	(i) Tangible assets	952.83	906.03	892.61
	(ii) Intangible Assets		-	-
	(iii) Intangible Assets under development	-	-	-
	(iv) Capital Work in Progress	563.63		
	Less: Accumulated Depreciation	547.76	486.38	429.21
	Net Block	968.70	419.66	463.40
	(b) Non Current Investments	0.36	0.36	0.36
	(c) Deferred Tax Assets (Net)	-	-	-
	(d) Long-term loans and advances	31.18	13.64	13.04
	(e) Other Non Current Assets	-	-	-
2	Current assets			
	(a) Current Investments	-	-	-
	(b) Inventories	2,292.72	1,584.99	745.78
	(c) Trade receivables	1,648.32	1,263.01	1,255.59
	(d) Cash and cash equivalents	40.64	24.23	27.94
	(e) Short-term loans and advances	754.59	208.40	93.79
	(f) Other Current Assets	-	-	-
	TOTAL	5,736.52	3,514.29	2,599.90

Annexure- B

Restated Statement of Profit and Loss account

(Amt.in Rs. Lakhs)

Particulars		For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
I.	Revenue from operations	12,721.60	6,540.81	6,868.03
II.	Other income	28.97	111.00	7.15
III.	Total Revenue (I + II)	12,750.57	6,651.81	6,875.18
IV.	Expenses:			
	Cost of Material Consumed	12,060.64	6,316.04	6,087.40
	Changes in Inventories of Finished Goods	(934.51)	(353.62)	101.95
	Employee benefits expense	109.91	95.48	123.67
	Finance costs	326.77	163.90	179.35
	Depreciation and amortization expense	62.64	66.72	55.96
	Operating and Other expenses	351.89	266.26	265.10
	Total expenses	11,977.35	6,554.78	6,813.43
V.	Profit before exceptional and extraordinary items and tax (III-IV)	773.23	97.03	61.75
VI	Exceptional Items			
VII	Profit before extraordinary items and tax	773.23	97.03	61.75
VIII	Extraordinary items	-	-	-
IX	Profit before tax (VII-VIII)	773.23	97.03	61.75
X	Tax expense:			
	(1) Current tax	199.17	19.68	19.22
	(2) Deferred tax	(1.84)	(3.95)	(2.46)
	(3) Less :- MAT Credit Entitlement	-	-	-
XI	Profit/(loss) for the period from Continuing operations(VII-VII)	575.89	81.29	44.98
XII	Profit/(loss) from Discontinuing operations	-	-	-
XIII	Tax Expense of Discontinuing operations	-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)	-	-	-
XV	Profit (Loss) for the period (XI + XIV)	575.89	81.29	44.98
XVI	Adjusted Earnings per equity share:			
	(1) Basic & Diluted	6.94	15.41	8.53

Annexure C

Restated Statement of Cash Flow

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from Operating Activities			
Net Profit Before tax as per Statement of Profit & Loss	773.23	97.03	61.75
Adjustments for :			
Depreciation & Amortisation Exp.	62.64	66.72	55.96
Expenses written off in Reserve & Surplus	(6.86)	-	-
Interest Income	(0.43)	(0.14)	(1.23)
Finance Cost	326.77	163.90	179.35
Operating Profit before working capital changes	1,155.36	327.51	295.83
Changes in Working Capital			
(Increase)/Decrease in Trade receivable	(385.32)	(7.42)	(68.76)
(Increase)/Decrease in Other Loans and advances receivable	(450.02)	(88.47)	116.94
(Increase)/Decrease in Inventories	(707.73)	(839.21)	391.91
Increase/(Decrease) in Trade Payables	(465.66)	125.92	(543.86)
Increase/(Decrease) in Other Current Liabilities	39.30	(2.37)	2.18
Increase/(Decrease) in Provisions	(14.44)	4.67	3.41
Net Cash Flow from Operation	(828.51)	(479.36)	197.65
Less : Income Tax paid	(96.17)	(26.14)	(23.20)
Net Cash Flow from Operating Activities (A)	(924.69)	(505.51)	174.45
Cash flow from investing Activities			
Sale/(Purchase) of Fixed Assets (net)	(611.69)	41.65	(93.54)
(Increase)/Decrease in Other Non Current Assets	-	-	-
(Increase)/Decrease in Other Non Current Investment	-	-	-
(Increase)/Decrease in Long Term Loan and Advances	(17.54)	(0.60)	13.04
Interest Income	0.43	0.14	1.23
Net Cash Flow from Investing Activities (B)	(628.80)	41.19	(79.27)
Cash Flow From Financing Activities			
Proceeds/(Repayment) From Issue of shares capital/Partners' Capital	499.00	(48.23)	9.18
Proceeds/(Repayment) From long Term Borrowing (Net)	(159.37)	1,022.73	61.85
Proceeds/(Repayment) from Short Term Borrowing (Net)	1,557.03	(349.99)	21.26
Interest Paid	(326.77)	(163.90)	(179.35)
Net Cash Flow from Financing Activities (C)	1,569.89	460.62	(87.06)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	16.41	-	8.12
Opening Cash & Cash Equivalents	24.23	27.94	19.82
Cash and cash equivalents at the end of the period	40.64	24.23	27.94
Cash And Cash Equivalents Comprise :			
Cash	39.61	23.66	20.47
Bank Balance :			
Current Account	1.03	0.58	7.47
Total	40.64	24.23	27.94

GENERAL INFORMATION

Our Company was originally formed as a partnership firm registered under the Indian Partnership Act, 1932 with Registrar of Firms, Gujarat in the name and style of “M/s. Madhusudan & Co.”, pursuant to a deed of partnership entered between Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha in 1982. Further “M/s. Madhusudan & Co.” was converted from partnership firm to a Private Limited Company under Part I of chapter XXI of the Companies Act, 2013 in the name of “Madhusudan Masala Private Limited” vide Certificate of Incorporation dated December 14, 2021, bearing registration No. 127968 issued by Registrar of Companies, Central Registration Centre and CIN No. U15400GJ2021PTC127968. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 15, 2023 and consequently the name of our Company was changed from “Madhusudan Masala Private Limited” to “Madhusudan Masala Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 29, 2023 by the Registrar of Companies, Ahmedabad bearing Corporate Identification Number U15400GJ2021PLC127968.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 125 of this Prospectus.

Registered Office and Manufacturing Unit	Madhusudan Masala Limited F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar, Gujarat- 361001 India. Tel. No.: +91-0288-2572002 Email: info@madhusudanmasala.com Website: www.madhusudanmasala.com CIN: U15400GJ2021PLC127968 Registration Number: 127968
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Address of the RoC:

Registrar of Companies, Ahmedabad, Gujarat

ROC Bhavan, Opp Rupal Park Society,
 Behind Ankur Bus Stop, Naranpura,
 Ahmedabad - 380013, Gujarat.

Tel No: 079-27437597

Email id: roc.ahmedabad@mca.gov.in

Website: www.mca.gov.in

Board of Directors:

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of Directors	Designation	Address	DIN
Rishit Dayalaji Kotecha	Chairman and Managing Director	2/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City, Jamnagar, Gujarat-361008	00062148
Hiren Vijaykumar Kotecha	Whole Time Director	Block -67/B, Opp. N.C.C office, Paras society, Dangarvada Patel Colony, Jamnagar- 361008 Gujarat	02519243
Dayalji Vanraavan Kotecha	Non- Executive Director	B/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City, Gujarat-361008	00062412
Vijaykumar Vanraavan Kotecha	Non- Executive Director	Block Number- B/67, Paras Society, Opp. Home Guard Office, Dangarvada, Patel Colony, Jamnagar, Gujarat-361008	02519234
Foram Rishit Kotecha	Non- Executive Director	2/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City- 361008, Gujarat	10061711
Mayuri Hiren Kotecha	Non- Executive Director	Block Number- B/67, Paras Society, Opp. Home Guard Office, Dangarvada, Patel Colony, Jamnagar, Gujarat-361008	10076493
Hasmukhbhai Ishwarlal Hindocha	Independent Director	Block- 41, Shantivan Society-1, Opp. G.D. Shah School, Lalvadi, Jamnagar-361001, Gujarat	09453805
Parth Bipin Sukhparia	Independent Director	13/14 Patrakar Society, Taluka Panchayat Office Same, Jamnagar-361001, Gujarat	10118279

Chintan Ashokbhai Mehta	Independent Director	2, Vardhaman Appartment, Pathak Fali, Anadabava Chaklo, Jamnagar, Gujarat- 361001	05355776
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For further details in relation to our directors, please refer to chapter titled **“Our Management”** on page 130 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Kirit Vallabhbbhai Dharaviya Madhusudan Masala Limited Address: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar-361001, Gujarat, India. Tel. No.: +91- 0288 - 2572002 Email: cfo@madhusudanmasala.com Website: www.madhusudanmasala.com	Megha Dilipkumar Madani Madhusudan Masala Limited Address: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar-361001, Gujarat, India. Tel. No.: +91- 0288 - 2572002 Email: cs@madhusudanmasala.com Website: www.madhusudanmasala.com

Investor Grievances:

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

All grievances relating to the issue other than the Anchor Investors may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidders should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the BRLM, giving full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form.

For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

Details of Key Intermediaries pertaining to this Issue and our Company:

Book Running Lead Manager to the Issue	Legal Advisor to the Issue
Hem Securities Limited Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Roshni Lahoti SEBI Reg. No.: INM000010981	Mindspright Legal Address: 712-714, C-Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai-400013, Maharashtra, India. Contact Person: Richa Bhansali Tel No.: +91-022- 42197000 Email: legal@mindspright.co.in Website: www.mindspright.co.in
Registrar to the Issue	Statutory Auditor
KFin Technologies Limited Address: Selenium Tower- B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad- 500032, Telangana Tel No.: +91 40 6716 2222 Toll Free No.: 1800 309 4001 Email: mml.ipo@kfintech.com Investor Grievance Email Id: einward.ris@kfintech.com Contact Person: M. Murali Krishna	M/s. Sarvesh Gohil & Associates Chartered Accountants, Address: Office No. 202, Cooper Annexy, 2nd Floor, Opp St Anns School, Jamnagar-361008, Gujarat, India. Tel No.: +91 9723812367 Email: sarveshgohil.associates@gmail.com Website: Firm Registration No.: 0156550W Membership No: 135782

Website: www.kfintech.com SEBI Registration Number: INR000000221	Contact Person: Sarvesh A. Gohil
Bankers to our Company	Advisor to the Issue
Bank of Baroda Address: Above Honda Showroom, Opp DKV College, Bedi Bunder Road, Jamnagar Tel: 0288-2755585 Email: dbpate@bankofbaroda.co.in Contact Person: Mrs. Rinku Rawat Designation: Chief Manager	Saaz Consultancy Private Limited Address: Office No 202, Copper Annexy, Nr. St. Ann's School Bedi Bunder Road, Jamnagar Tel No.: +91 9313061136 Email: saazconsultant@gmail.com Contact Person: Mr. Sarvesh A Gohil
Bankers to the Issue	Syndicate Member
Axis Bank Limited Address: No. 09, Block A, Esquire Center, MG Road, Bangalore – 560 001 Tel No : 08025370611 Email : Bangalore.branchhead@axisbank.com Website: www.axisbank.com Contact Person: Nilam Chaudhary SEBI Reg No: INBI00000017 CIN: L65110GJ1993PLC020769	Hem Finlease Private Limited Address: 203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India Telephone: 0141-4051000 Email: ib@hemsecurities.com Website: www.hemsecurities.com Contact Person: Ashok Soni SEBI Registration Number: INZ000167734

Designated Intermediaries:

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;

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

Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified 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.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the websites of SEBI i.e. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

Collecting Depository Participants (CDP's)

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

Brokers to the Issue

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

Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements for the financial year ended March 31, 2023, 2022 and 2021 as included in this Prospectus, our Company has not obtained any expert opinion.

Inter-se Allocation of Responsibilities

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

Monitoring Agency

Since the proceeds from the Fresh Issue do not exceed ₹1,000 million, in terms of Regulation 262(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

Appraising Entity

None of the objects for which the Net Proceeds will be utilized have been appraised by any agency.

Credit Rating

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

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Trustees

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

Filing of Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with the Designated Stock Exchange/SEBI/ROC

The Red Herring Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI

Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 was filed with the RoC through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC through the electronic portal at <http://www.mca.gov.in>

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Form and the Revision Form within the Price Band. The Price Band which was decided by our Company in consultation with the Book Running Lead Manager and advertised in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Jamnagar Edition of Regional newspaper Ahmedabad Express (Gujarati) where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date.

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

In terms of SEBI ICDR Regulations, QIBs and Non-Institutional Investors were not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of number of Equity Shares or the Bid Amount) at any stage. RIIs Bidding could revise their Bid(s) during Bid/ Issue Period and withdraw their Bid(s) until Bid/ Issue Closing date. Allocation in the issue will be made on a proportionate basis.

In terms of SEBI Circular No: CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 235 of the Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 235 of this Prospectus

Bid/ Issue Program:

Event	Indicative Dates
Bid/ Issue Opening Date	Monday, September 18, 2023
Bid/ Issue Closing Date	Thursday, September 21, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, September 26, 2023
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Wednesday, September 27, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or before Friday, September 29, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, October 03, 2023

⁽¹⁾ Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

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

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

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

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

Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter Hem Securities Limited. in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated September 07, 2023 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
Hem Securities Limited Address: - 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: ib@hemsecurities.com Investor Grievance Email: redressal@hemsecurities.com Website: www.hemsecurities.com Contact Person: Rohit Sharma SEBI Registration Number: INM000010981	34,00,000	2,380.00	100%

**Includes 1,72,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

Change in Auditors during the last three (3) years

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of the Statutory Auditor	Date of Change	Reason
M/s. Sarvesh Gohil & Associates Chartered Accountants Address: Office No 202, Cooper Annexy, 2nd Floor, Opp St Anns School Jamnagar, Gujarat-361008 Tel. No.: +91 9723812367 Email: sarveshgohil.associates@gmail.com Firm Registration No.: 0156550W Contact Person: Krupa Solanki Membership No.: 168290 Peer Review Certificate Number: 014939	January 04, 2022	Appointment*

*Erstwhile M/s. R.B. Gohil & Co. was the auditor of partnership firm M/s. Madhusudan and Co. and post conversion into Madhusudan Masala Private Limited, M/s. Sarvesh Gohil & Associates was appointed as a Statutory Auditor of the Company.

Withdrawal of the Issue

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

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

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

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

Details of the Market Making arrangement for this Issue

Our Company has entered into a Market Making Agreement dated September 07, 2023 with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Name	Hem Finlease Private Limited
Correspondence Address:	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India.
Tel No.:	0141-4051000
E-mail:	ib@hemsecurities.com
Website:	www.hemsecurities.com
Contact Person:	Mr. Ashok Soni
SEBI Registration No.:	INZ000167734
NSE Market Maker Registration No.	SMEMM0674109092020

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

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- 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 sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME 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 SME platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 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
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. 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 BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** Stock Exchange will have all margins, which are applicable on 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.

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

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

The 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:

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

CAPITAL STRUCTURE

Set forth below are the details of the Equity Shares Share Capital of our Company as on the date of this Prospectus.

(Rs. in Lakhs, except share data)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	Authorized Share Capital 1,40,00,000 Equity Shares having Face Value of ₹ 10/- each	1400.00	-
B	Issued, Subscribed & Paid-up Share Capital prior to the Issue 95,00,000 Equity Shares having Face Value of ₹10/- each	950.00	-
C	Present Issue in terms of this Prospectus** Upto 34,00,000* Equity Shares having Face Value of ₹ 10/-each at a Premium of ₹ 60/- per share	340.00	2,380.00
	<i>Which comprises of:</i>		
D	Reservation for Market Maker Portion 1,72,000* Equity Shares of ₹10/- each at a price of ₹ 70/- per Equity Shares Share reserved as Market Maker Portion	17.20	120.40
E	Net Issue to Public Net Issue to Public of 32,28,000* Equity Shares of ₹10/- each at a price of ₹ 70 per Equity Shares Share to the Public	322.80	2,259.60
F	Issued, Subscribed and Paid-up Equity Shares Share Capital after the Issue 1,29,00,000 Equity Shares of face value of ₹10/- each	1290.00	
G	Securities Premium Account		
	Before the Issue (as on date of this Prospectus)	450.00	
	After the Issue	2,490.00	

*Subject to finalisation of the Basis of Allotment

**The Present Issue of upto 34,00,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 04, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on July 15, 2023

Allocation to all categories shall be made on a proportionate basis subject to valid Applications received. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Classes of Shares: -

Our Company has only one class of share capital i.e., Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

Notes to Capital Structure:

1. Changes in Authorised Equity Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Shares Share	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	Upon incorporation	10,000	10/-	1.00	On Incorporation	N.A.
2.	Increase in Authorised Share Capital from ₹1.00 Lakh to ₹ 500.00 Lakh	50,00,000	10/-	500.00	April 13, 2022	EGM
3.	Increase in Authorised Share Capital from ₹ 500.00 Lakh to ₹ 1400.00 Lakh (1,40,00,000 Equity Shares of Rs. 10/- each)	1,40,00,000	10/-	1400.00	May 01, 2023	EGM

2. Share Capital History of our Company:

a) Equity Shares Share capital

The following table sets forth details of the history of the Equity Shares capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable)(₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid up Capital (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	Nil	1,00,000
May 25, 2022	49,90,000	10	10	Cash	Right Issue ⁽ⁱⁱ⁾	50,00,000	Nil	5,00,00,000
July 03, 2023	40,00,000	10	-	-	Bonus Issue ⁽ⁱⁱⁱ⁾	90,00,000	Nil	9,00,00,000
July 15, 2023	5,00,000	10	100	Cash	Right Issue ^(iv)	95,00,000	4,50,00,000	9,50,00,000

All the above-mentioned shares are fully paid up since the date of allotment.

(i) Initial Subscribers to the Memorandum of Association subscribed 10,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Dayalji Vanraavan Kotecha	5000
2.	Vijaykumar Vanraavan Kotecha	5000
	Total	10,000

(ii) Right Issue of 49,90,000 Equity Shares of Face Value of Rs. 10/- each in the ratio of 499:1 i.e. 499 Equity shares for 1 Equity Shares held:

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Dayalji Vanraavan Kotecha	24,95,000
2.	Vijaykumar Vanraavan Kotecha	24,95,000
	Total	49,90,000

(iii) Bonus Issue of 40,00,000 Equity Shares of Face Value of Rs. 10/- each in the ratio of 4:5 i.e. 4 Equity shares for 5 Equity shares held:

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Dayalji Vanraavan Kotecha	6,00,000
2.	Vijaykumar Vanraavan Kotecha	6,00,000
3.	Rishit Dayalaji Kotecha	10,16,000
4.	Hiren Vijaykumar Kotecha	10,16,000
5.	Foram Rishit Kotecha	3,80,000
6.	Mayuri Hiren Kotecha	3,80,000
7.	Madhusudan Auto-Biz Private Limited	8,000
	Total	40,00,000

(iv) Right Issue of 5,00,000 Equity Shares of Face Value of Rs. 10/- each in the ratio of 1:18 i.e. 1 Equity shares for 18 Equity shares held:

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Dayalji Vanraavan Kotecha	2,50,000
2.	Vijaykumar Vanraavan Kotecha	2,50,000
	Total	5,00,000

b) Preference Share Capital

As on the date of this Prospectus, our Company does not have any Preference Share Capital.

3. Except as mentioned in point number 2(ii), 2(iii) and 2(iv) above, the Company has not issued any Equity Shares in the last two years preceding the date of the Prospectus.
4. Issue of Equity Shares for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
July 3, 2023	40,00,000	10	Nil	Bonus Issue in the ratio of 4:5	Capitalization of Reserves and Surplus	Dayalji Vanraavan Kotecha	6,00,000
						Vijaykumar Vanraavan Kotecha	6,00,000
						Rishit Dayalaji Kotecha	10,16,000
						Hiren Vijaykumar Kotecha	10,16,000
						Foram Rishit Kotecha	3,80,000
						Mayuri Hiren Kotecha	3,80,000
						Madhusudan Auto- Biz Private Limited	8,000
						Total	40,00,000

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for allotment made on July 03, 2023 our Company has not issued Equity Shares at price below the Issue price within last one year from the date of the Prospectus.
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

9. Shareholding Pattern of the Company

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

I - Our Shareholding Pattern:-

Sr. No.	Category of shareholder	Nos. of share holders	No. of fully paid-up Equity Shares held	No. of Partly paid-up Equity Shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form
								No of Voting Rights			Total as a % Of (A+B+C)			No. (a)	As a % Of total Shares held (b)	No. (a)	As a % Of total Share held (b)	
								Class Equity Shares of Rs.10/- each^	Class seg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	7	95,00,000	-	-	95,00,000	100	95,00,000	-	95,00,000	100	-	-	-	-	-	95,00,000	
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	7	95,00,000	-	-	95,00,000	100	95,00,000	-	95,00,000	100	-	-	-	-	-	95,00,000	

Notes-

- As on date of this Prospectus 1 Equity share holds 1 vote. We have only one class of Equity Shares of face value of ₹ 10/- each. We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.

10. List of Shareholders of the Company holding 1% or more of the paid-up Share Capital of the Company: -

a) As on the date of filing of this Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Rishit Dayalaji Kotecha	22,86,000	24.06
2.	Hiren Vijaykumar Kotecha	22,86,000	24.06
3.	Dayalji Vanraavan Kotecha	16,00,000	16.84
4.	Vijaykumar Vanraavan Kotecha	16,00,000	16.84
5.	Foram Rishit Kotecha	8,55,000	9.00
6.	Mayuri Hiren Kotecha	8,55,000	9.00
	Total	94,82,000	99.81

b) Ten days prior to the date of filing of this Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Rishit Dayalaji Kotecha	22,86,000	24.06
2.	Hiren Vijaykumar Kotecha	22,86,000	24.06
3.	Dayalji Vanraavan Kotecha	16,00,000	16.84
4.	Vijaykumar Vanraavan Kotecha	16,00,000	16.84
5.	Foram Rishit Kotecha	8,55,000	9.00
6.	Mayuri Hiren Kotecha	8,55,000	9.00
	Total	94,82,000	99.81

c) One Year prior to the date of filing of this Prospectus: -

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre-Issue paid up Share Capital
1.	Dayalji Vanraavan Kotecha	25,00,000	50.00
2.	Vijaykumar Vanraavan Kotecha	25,00,000	50.00
	Total	50,00,000	100.00

*Details of shares held on September 22, 2022 and percentage held has been calculated based on the paid-up capital of our Company as on September 22, 2022

d) Two Years prior to the date of filing of this Prospectus: -

Our Company incorporated on December 14, 2021 pursuant to conversion of the partnership firm “M/s Madhusudan & Co.” which is less than two years prior to the date of filing of the Prospectus. Hence, requirement of disclosing the list of shareholders prior to two years from the date of filing of the Prospectus is not applicable on us.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.

12. There will be no further issue of capital, whether by way of issue of Bonus Shares, Preferential Allotment, Right Issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/consolidation of the denomination of Equity Shares. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Prospectus, Our Promoters, Dayalji Vannavan Kotecha, Vijaykumar Vannavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha collectively hold 94,82,000 Equity Shares of our Company.

None of the Equity Shares held by our Promoters are subject to any pledge.

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

Date of Allotment and paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
(A) Dayalji Vannavan Kotecha							
Upon Incorporation	5,000	10	10	Cash	Initial Subscription to the MOA	0.05	0.04
May 25, 2022	24,95,000	10	10	Cash	Right Issue	26.26	19.34
April 12, 2023	(17,50,000)	10	Nil	Gift	Transfer of shares by way of Gift ⁽ⁱ⁾	(18.42)	-13.57
July 03, 2023	6,00,000	10	Nil	Nil	Bonus in the ratio of 4:5	6.32	4.65
July 15, 2023	2,50,000	10	100	Cash	Right Issue	2.63	1.94
Total (A)	16,00,000	10	10			16.84	12.40
(B) Vijaykumar Vannavan Kotecha							
Upon Incorporation	5,000	10	10	Cash	Initial Subscription to the MOA	0.05	0.04
May 25, 2022	24,95,000	10	10	Cash	Right Issue	26.26	19.34
April 12, 2023	(17,50,000)	10	Nil	Gift	Transfer of shares by way of Gift ⁽ⁱⁱ⁾	(18.42)	-13.57
July 03, 2023	6,00,000	10	Nil	Nil	Bonus in the ratio of 4:5	6.32	4.65
July 15, 2023	2,50,000	10	100	Cash	Right Issue	2.63	1.94
Total (B)	16,00,000	10	10			16.84	12.40
(C) Rishit Dayalaji Kotecha							
April 12, 2023	12,70,000	10	Nil	Gift	Acquisition by way of transfer of shares	13.37	9.84

July 03, 2023	10,16,000	10	Nil	Nil	Bonus in the ratio of 4:5	10.69	7.88
Total (C)	22,86,000	10				24.06	17.72
(D) Hiren Vijaykumar Kotecha							
April 12, 2023	12,70,000	10	Nil	Gift	Acquisition by way of transfer of shares	13.37	9.84
July 03, 2023	10,16,000	10	Nil	Nil	Bonus in the ratio of 4:5	10.69	7.88
Total (D)	22,86,000	10				24.06	17.72
(E) Foram Rishit Kotecha							
April 12, 2023	4,75,000	10	Nil	Gift	Acquisition by way of transfer of shares	5.00	3.68
July 03, 2023	3,80,000	10	Nil	Nil	Bonus in the ratio of 4:5	4.00	2.95
Total (E)	8,55,000	10				9.00	6.63
(F) Mayuri Hiren Kotecha							
April 12, 2023	4,75,000	10	Nil	Gift	Acquisition by way of transfer of shares	5.00	3.68
July 03, 2023	3,80,000	10	Nil	Nil	Bonus in the ratio of 4:5	4.00	2.95
Total (F)	8,55,000	10				9.00	6.63
Grand Total (A+B+C+D+E+F)	94,82,000	10				99.80	73.50

Note: None of the Shares has been pledged by our Promoters.

(i) Details of Transfer of Shares by way of Gift by Dayalji Vanrajan Kotecha of 17,50,000 Equity Shares dated April, 12, 2023

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	April 12, 2023	Rishit Dayalaji Kotecha	12,70,000
2.		Foram Rishit Kotecha	4,75,000
3.		Madhusudan Auto-Biz Private Limited	5,000
		Total	17,50,000

(ii) Details of Transfer of Shares by way of Gift by Vijaykumar Vanrajan Kotecha of 17,50,000 Equity Shares dated April 12, 2023

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	April 12, 2023	Hiren Vijaykumar Kotecha	12,70,000
2.		Mayuri Hiren Kotecha	4,75,000
3.		Madhusudan Auto-Biz Private Limited	5,000
		Total	17,50,000

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Dayalji Vanraavan Kotecha	16,00,000	31.25
2.	Vijaykumar Vanraavan Kotecha	16,00,000	31.25
3.	Rishit Dayalaji Kotecha	22,86,000	0.00
4.	Hiren Vijaykumar Kotecha	22,86,000	0.00
5.	Foram Rishit Kotecha	8,55,000	0.00
6.	Mayuri Hiren Kotecha	8,55,000	0.00

15. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1	Rishit Dayalaji Kotecha	22,86,000	24.06	22,86,000	17.72
2	Hiren Vijaykumar Kotecha	22,86,000	24.06	22,86,000	17.72
3	Dayalji Vanraavan Kotecha	16,00,000	16.84	16,00,000	12.40
4	Vijaykumar Vanraavan Kotecha	16,00,000	16.84	16,00,000	12.40
5	Foram Rishit Kotecha	8,55,000	9.00	8,55,000	6.63
6	Mayuri Hiren Kotecha	8,55,000	9.00	8,55,000	6.63
	Sub Total (A)	94,82,000	98.80	77,72,000	73.50
	Promoters Group				
7	Madhusudan Auto-Biz Private Limited	18,000	0.20	18,000	0.14
	Sub Total (B)	18,000	0.20	18,000	0.14
	Grand Total (A+B)	95,00,000	100.00	95,00,000	73.64

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus.

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
April 12, 2023	Dayalji Vanraavan Kotecha	(17,50,000)	(18.42)	Transfer by way of Gift	Promoter/ Director
	Vijaykumar Vanraavan Kotecha	(17,50,000)	(18.42)		Promoter/ Director
	Rishit Dayalaji Kotecha	12,70,000	13.37	Acquisition by way of Gift	Promoter/ Director
	Hiren Vijaykumar Kotecha	12,70,000	13.37		Promoter/ Director
	Foram Rishit Kotecha	4,75,000	5.00		Promoter / Director
	Mayuri Hiren Kotecha	4,75,000	5.00		Promoter / Director
	Madhusudan Auto-Biz Private Limited	10,000	0.11		Promoter Group
July 03, 2023	Dayalji Vanraavan Kotecha	6,00,000	6.32	Acquire by way of Bonus allotment in the ratio of 4:5	Promoter/ Director
	Vijaykumar Vanraavan Kotecha	6,00,000	6.32		Promoter/ Director
	Rishit Dayalaji Kotecha	10,16,000	10.69		Promoter/ Director
	Hiren Vijaykumar Kotecha	10,16,000	10.69		Promoter/ Director
	Foram Rishit Kotecha	3,80,000	4.00		Promoter / Director
	Mayuri Hiren Kotecha	3,80,000	4.00		Promoter / Director

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Subscribed/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
	Madhusudan Auto-Biz Private Limited	8,000	0.08		Promoter Group
July 15, 2023	Dayalji Vanraavan Kotecha	2,50,000	2.63	Right Issue in the ratio of 1:18	Promoter/ Director
	Vijaykumar Vanraavan Kotecha	2,50,000	2.63		Promoter/ Director

17. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters collectively hold 94,82,000 Equity Shares constituting 73.50% of the Post – Issued, subscribed and paid-up Equity Shares Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha have given written consent to include 26,00,000 Equity Shares held by them as part of Promoters Contribution constituting 20.16% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
A. Dayalji Vanraavan Kotecha						
May 25, 2022	7,00,000	10	10	Right Issue	5.43	3 years
July 03, 2023	6,00,000	10	-	Bonus Issue	4.65	
Total (A)	13,00,000	10			10.08	
B. Vijaykumar Vanraavan Kotecha						
May 25, 2022	7,00,000	10	10	Right Issue	5.43	3 years
July 03, 2023	6,00,000	10	-	Bonus Issue	4.65	
Total (B)	13,00,000	10			10.08	
Total (A+B)	26,00,000	10			20.16	

*Assuming full subscription to the Issue.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "**Promoter**" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

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

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

Details of Promoters’ Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue Equity Shares share capital constituting 69,00,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

Other requirements in respect of lock-in:

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in

the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
20. As on the date of this Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid-up Equity Shares.
21. The BRLM i.e., Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Prospectus.
22. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 7 (Seven) shareholders as on the date of filing of this Prospectus.
24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoters Group are subject to any pledge.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. An over-subscription to the extent of 1% of the Issue, subject to the maximum post issue paid up capital of Rs. 25 Cr., can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3-year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
31. There are no Equity Shares against which depository receipts have been issued.
32. Other than the Equity Shares, there is no other class of securities issued by our Company.
33. There are no safety net arrangements for this public issue.

- 34.** As per RBI regulations, OCBs are not allowed to participate in this issue.
- 35.** Our Promoters and Promoter Group will not participate in this Issue.
- 36.** This Issue is being made through Book Building Process.
- 37.** Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
- 38.** In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- 39.** No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Prospectus with the Registrar of companies and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

OBJECTS OF THE ISSUE

The issue comprises of a fresh Issue of up to 34,00,000 Equity Shares of our Company at an Issue Price of Rs. 70 per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects: -

1. Funding to meet working capital requirements
2. General Corporate Purpose.

(Collectively referred as the “Objects”)

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

We are engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of “DOUBLE HATHI” and “MAHARAJA”. We also sell products like: Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), Kasuri Methi (Dry fenugreek) etc. under the brand name of “DOUBLE HATHI”.

Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amt. (Rs. in Lacs)
Gross Proceeds of the Issue	2380.00
Less: Issue related expenses in relation to Issue	253.60
Net Proceeds	2,126.40

Requirement of Funds and Utilization of Net Proceeds

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

Sr. No	Particulars	Amt. (Rs. in Lacs)
1.	Funding to meet working capital requirements	1600.00
2.	General Corporate Purpose.	526.40
	Total	2,126.40

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

Means of Finance

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

Particulars	Amt. (Rs. in Lacs)
Net Issue Proceeds	2,126.40
Total	2,126.40

Since, the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total

estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “*Objects of the Issue – Variation in Objects*” on page 73

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “*Risk Factors*” beginning on page 25 of the Prospectus.

Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

1. Funding to meet working capital requirements

With the expansion of the business company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital.

Our Company proposes to utilize ₹ 1,600 lakhs of the Net Proceeds in Fiscal 2024 towards our Company’s working capital requirements. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals. The incremental and proposed working capital requirements and key assumptions with respect to the determination of the same are mentioned below:

Details of Estimation of Working Capital requirement are as follows:

Sr. No.	Particulars	Actual (Restated)			Estimated
		March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
I	Current Assets				
	Inventories	745.78	1,584.99	2,292.72	3,445.43
	Cash and Bank Deposits	27.94	24.23	40.64	75.00
	Trade receivables	1,255.59	1,263.01	1,648.32	3,100.89
	Short term loans and Advances	93.79	208.40	754.59	844.40
	Other Current Assets	0.00	0.00	0.00	-
	Total (A)	2,123.10	3,080.64	4,736.29	7,465.72
II	Current Liabilities				
	Trade payables	463.86	589.78	124.12	300.00
	Other Current Liabilities	11.06	8.69	47.99	132.70
	Short Term Provisions	31.25	33.08	220.22	116.95
	Total (B)	506.17	631.55	392.33	549.65
III	Total Working Capital Gap (A-B)	1,616.93	2,449.09	4,343.96	6,916.08
IV	Funding Pattern				
	Short Term borrowings & Internal accrual	1,616.93	2,449.09	4,343.96	5,316.08
		IPO Proceeds			1,600.00

Assumptions for working capital requirements

The following table sets forth the details of the holding period (with days rounded to the nearest whole number) considered for financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, as well as projections for financial year ended March 31, 2024.

Particulars	Unit	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
		Audited	Audited	Audited	Estimated
Debtors	Days	65	70	42	52
Creditors	Days	44	30	11	5
Inventories	Days	56	71	64	71

Justification:

S. No.	Particulars
Debtors	The historical holding days of trade receivables has been ranging from 70 days to 42 days during Fiscal 2021 to Fiscal 2023. The company intends to scale up its marketing activities which will lead to increased sales and as per the current credit terms and prevalent trend of the industry & in order to expand company's operations, the holding level for debtors is anticipated at 52 days of total revenue from operations during Fiscal 24. Furthermore, the company intends to modernize the existing manufacturing facility with latest technology and automation. The installation of new plant & machinery will enhance the efficiency and effectiveness of our manufacturing activities which will facilitate business expansion and sales.
Creditors	Past trend of trade payable holding days has been in the range of 44 days to 11 days approximately during Fiscal 2021 to Fiscal 2023. However with additional working capital funding, our Company intends to reduce trade payable to 5 days during Fiscal 2024 to avail cash discount as well as competitive purchase price to increase overall profitability of our Company.
Inventories	Inventories include raw materials and finished goods. The historical holding days of inventories has been in range of 56 days to 71 days during Fiscal 2021 to Fiscal 2023. With the perspective to increase business operations, the Company estimates inventories holding days to be around 71 days in Fiscal 24

2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in accordance with Regulation 7(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs.253.60 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

Issue Expenses

The total estimated Issue Expenses are Rs. 253.60 Lakhs, which is 10.66% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh) *	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	25.00	9.86%	1.05%
Fees Payable to Registrar to the Issue	2.50	0.99%	0.11%
Fees Payable for Advertising and Publishing Expenses	7.00	2.76%	0.29%
Fees Payable to Regulators including Stock Exchanges	6.00	2.37%	0.25%
Payment for Printing & Stationery, Postage, etc.	2.50	0.99%	0.11%

Fees Payable to Auditor, Legal Advisors and other Professionals	4.00	1.58%	0.17%
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	206.60	81.47%	8.68%
Total	253.60	100.00%	10.66%

Issue expenses will be finalized on determination of Issue Price and incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)

*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

(3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	Rs. 10 per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed Rs. 1 Lakh (plus applicable taxes) and in case if the total processing fees exceeds Rs. 1 Lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(4) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	Rs. 10 per valid application (plus applicable taxes)
Sponsor Bank – Axis Bank Limited	Rs. 6 per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs. 1 Lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price
Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and

submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: Rs. 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs. Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	Rs. 10 per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	Rs. 10 per valid application (plus applicable taxes)

* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed Rs. 1 Lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds Rs. 1 Lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: Rs. 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

S. No.	Particulars	(Rs. In Lakhs)
		Amount to be deployed and utilized in F.Y. 2023-24
1.	Funding to meet working capital requirements	1,600.00
3.	General Corporate Purpose.	526.40
	Total	2,126.40

Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

Monitoring Utilization of Funds

As the size of the Issue 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 Issue 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.

Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

Variation in Objects

In accordance with Section 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 as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 25, 99 and 155 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is 7.00 times of the face value.

For the purpose of making an informed investment decision, the investors should also refer “**Risk Factors**”, “**Our Business**” and “**Financial Statement as restated**” beginning on page 25, 99 and 155 respectively of this Prospectus.

QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- a) We have a recognized brand name with heritage and a legacy of over four decades.
- b) Consistent focus on quality
- c) Long Standing Relationship with our customers
- d) Diversified product portfolio
- e) In house manufacturing capabilities

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 99 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 155 of this Prospectus.

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

1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):

As per the Restated Financial Statements:-

Sr. No	Period	Basic & Diluted (₹)	Weights
1.	Financial Year 2020-2021	8.53	1
2.	Financial Year 2021-2022	15.41	2
3.	Financial Year 2022-2023	6.94	3
	Weighted Average	10.03	6

Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure D
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period.
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders/ Weighted average number of diluted potential equity shares outstanding during the year/ period.

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ 66 to ₹ 70 per Equity Share of Face Value of ₹ 10/- each fully paid up

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2021-2022	9.51	10.08
P/E ratio based on the Weighted Average EPS, as restated.	6.58	6.98

Industry P/E Ratio*	
Industry Average (NHC Food Limited)	34.25

* For the purpose of industry, we have considered the companies engaged in the same sector or engaged in the similar line of business segment, however, they may not be exactly comparable in terms of size or business portfolio on a whole with that of the company.

Average PE have been calculated based on the PE Ratio of the Peer Company i.e., NHC Food Limited.

Note:

i. The P/E ratio of our company has been computed by dividing Issue Price with EPS.

ii. P/E Ratio of the peer company is based on the Annual report of the company for the year 2023 and stock exchange data dated July 27, 2023.

3. Average Return on Return on Net worth (RoNW)*

Sr. No	Period	RoNW (%)	Weights
1	Financial Year 2020-2021	4.11%	1
2	Financial Year 2021-2022	261.67%	2
3	Financial Year 2022-2023	52.40%	3
	Weighted Average	114.11%	6

Note:

i. The RoNW has been computed by dividing net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/ period

ii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/ Total of weights.

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

(₹ in lakhs)

Sr. No.	NAV per Equity Share	Outstanding at the end of the year
1.	As at March 31, 2023	13.24
2.	As at March 31, 2022	5.89
3.	As at March 31, 2021	207.42
4.	NAV per Equity Share after the Issue	
	(i) <i>At Floor Price</i>	25.92
	(ii) <i>At Cap Price</i>	26.97
5.	Issue Price	70.00

Notes: -

- NAV per share = Restated Net worth at the end of the year/period divided by total number of equity shares outstanding at the end of the year/ period.
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

5. Comparison of Accounting Ratios with Industry Peers:

(₹ In lakhs)

Name of Company	Current Market Price (Rs.)	Face Value	EPS	PE	RoNW (%)*	Book Value (Rs.)	Total Income (₹ In lakhs)
			Basic & Diluted				
Madhusudan Masala Limited	70.00	10.00	6.94	10.09	52.40%	13.24	12,750.57
Peer Group							
NHC Food Limited	50.69	10.00	1.48	34.25	7.38%	21.50	16,411.34

Notes:

- (i)Source – All the financial information for listed industry peer mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2023 and stock exchange data dated July 27, 2023 to compute the corresponding financial ratios. For our Company, we have taken Current Market Price as the issue price of equity share.
- (ii)Further, P/E Ratio is based on the current market price of the respective scrips.
- (iii)The EPS, NAV, RoNW and Total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2022-23 as adjusted with the effect of Bonus Issue.
- (iv)NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares as adjusted with the effect of Bonus Issue.
- (v) P/E Ratio of the peer company is based on the Annual Report of the company for the year 2023 and stock exchange data dated July 27, 2023.
- (vi)RoNW has been computed as net profit after tax divided by closing net worth.
- (vii)Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (viii)The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is 7.00times the face value of equity share.

6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 27, 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 the DRHP. Further, the KPIs herein have been certified by M/s Sarvesh Gohil & Associates Chartered Accountants, by their certificate dated July 27, 2023.

The KPIs of our Company have been disclosed in the sections titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*” on pages 99,193 and 193 respectively.

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

Key Performance Indicators of our Company

(Rs. In Lakhs except percentages)

Key Financial Performance	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	12,721.60	6,540.81	6,868.03
EBITDA ⁽²⁾	1,101.23	214.62	277.03
EBITDA Margin ⁽³⁾	8.66%	3.28%	4.03%
PAT	575.89	81.29	44.98
PAT Margin ⁽⁴⁾	4.53%	1.24%	0.65%

Notes:

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

⁽²⁾EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business

EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peers:

Key Financial Performance	Madhusudan Masala Limited			NHC Food Limited		
	FY 2022-23	FY 2021-22	FY 2020-21	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	12,721.60	6,540.81	6,868.03	16,356.04	15,292.87	15,177.96
EBITDA ⁽³⁾	1,101.23	214.62	277.03	615.99	459.08	390.51
EBITDA Margin ⁽⁴⁾	8.66%	3.28%	4.03%	3.77%	3.00%	2.57%
PAT	575.89	81.29	44.98	188.08	134.05	137.92
PAT Margin ⁽⁵⁾	4.53%	1.24%	0.65%	1.15%	0.88%	0.91%

Notes:

(1) Revenue from operation means revenue from sales, service and other operating revenues

(2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses

(3) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.

8. Weighted average cost of acquisition

- a) The details of the Equity Shares other than Equity Shares issued pursuant to a bonus issue on July 03, 2023 during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuance") are as follows:

Date of Allotment	Name of Allottee	Number of shares transacted	Price per Equity Shares (₹)	Adjusted Price per equity share (post bonus)*	Nature of Allotment	Nature of Consideration	Total Consideration (Rs. In Lakhs)
May 25, 2022	Dayalji VanraVan Kotecha	24,95,000	10.00	5.56	Right Issue	Cash	249.50
	Vijaykumar VanraVan Kotecha	24,95,000	10.00	5.56			249.50
July 15, 2023	Dayalji VanraVan Kotecha	2,50,000	100.00	100.00	Right Issue	Cash	250.00
	Vijaykumar VanraVan Kotecha	2,50,000	100.00	100.00			250.00
Weighted Average Cost of Acquisition [Total consideration/ Total number of shares transacted]							10.54

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

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

- c) Weighted average cost of acquisition, floor price and cap price

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price (i.e. ₹ 66)	Cap price (i.e. ₹ 70)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	10.54	6.26	6.64

Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA^	NA^	NA^
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Note:

^There were no secondary sale / acquisition of shares in last 18 months from the date of this Prospectus.

Madhusudan Masala Limited is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Jamnagar Edition of Regional newspaper Ahmedabad Express (Gujarati) where the registered office of the company is situated each with wide circulation.

The Issue Price i.e., Rs. 70/- was determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with **“Our Business”**, **“Risk Factors”** and **“Restated Financial Statements”** on pages 99, 25 and 155 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

To,

The Board of Directors
Madhusudan Masala Limited
F. P. No. 19, Plot No. 1 - B Hapa Road,
Jamnagar, Gujarat- 361001

Dear Sirs,

Sub: Statement of Tax Benefits ('The Statement') available to Madhusudan Masala Limited ("The Company") and its shareholders under the Direct and Indirect Tax Laws in India

We hereby report that the enclosed annexure prepared by the management of **Madhusudan Masala Limited**, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Offer Document/ Offer Document or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For M/s Sarvesh Gohil & Associates
Chartered Accountants
FRN: 0156550W

Sd-

Krupa Solanki
Partner
M. No. 168290
UDIN: 23168290BHAWR6507
Place: Jamnagar, Gujarat
Date: June 13, 2023

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

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

SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

Notes:

1.For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

2.The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.

3.No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION V: ABOUT THE COMPANY

INDUSTRY OVERVIEW

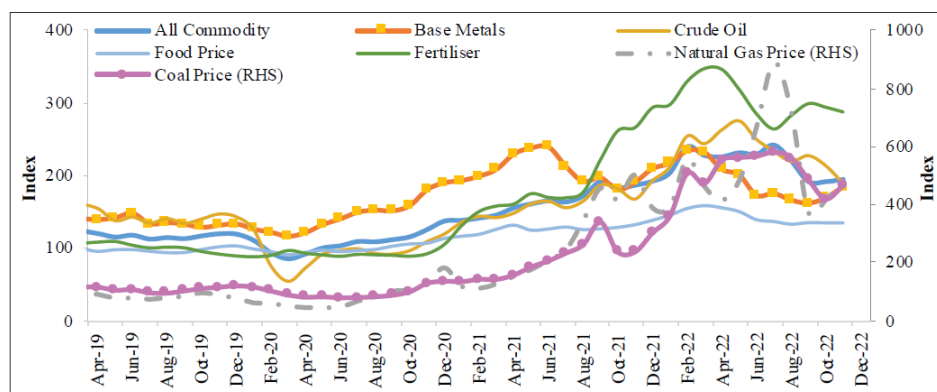
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the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

Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Prospectus, including the information in “**Our Business**” and “**Financial Information**” beginning on pages 99 and 155 respectively of this Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see “**Risk Factors**” beginning on page 25 of this Prospectus.

Global economy outlook

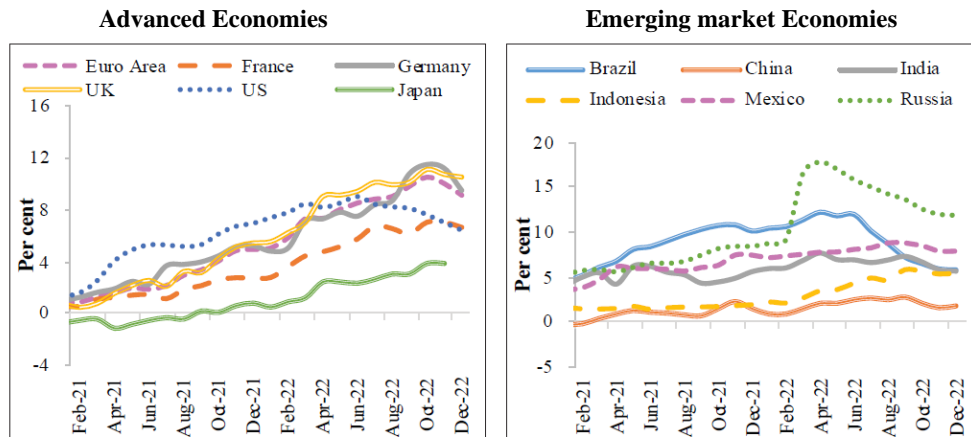
Global economic recovery was well on track until the Russia-Ukraine conflict broke out in February 2022. The conflict has now continued for almost a year, disrupting the restoration of the supply chains disrupted earlier by lockdowns and limited trade traffic. In the last eleven months, the world economy has faced almost as many disruptions as caused by the pandemic in two years. The conflict caused the prices of critical commodities such as crude oil, natural gas, fertilisers, and wheat to soar. This strengthened the inflationary pressures that the global economic recovery had triggered, backed by massive fiscal stimuli and ultra-accommodative monetary policies undertaken to limit the output contraction in 2020. Inflation in Advanced Economies (AEs), which accounted for most of the global fiscal expansion and monetary easing, breached historical highs. Rising commodity prices also led to higher inflation in the Emerging Market Economies (EMEs), which otherwise were in the lower inflation zone by virtue of their governments undertaking a calibrated fiscal stimulus to address output contraction in 2020.

Sharp rise in commodity prices due to the Russia-Ukraine conflict; prices yet to reach pre-conflict levels



Source: Economic Survey, 2022-23

Inflation stays high, driven by high food and energy prices



Source: Economic Survey, 2022-23

Rising inflation and monetary tightening led to a slowdown in global output beginning in the second half of 2022. The global PMI composite index has been in the contractionary zone since August 2022, while the yearly growth rates of global trade, retail sales, and industrial production have significantly declined in the second half of 2022. The consequent dampening of the global economic outlook, also compounded by expectations of a further increase in borrowing costs, was reflected in the lowering of growth forecasts by the IMF in its October 2022 update of the World Economic Outlook (WEO).

Global economic challenges led to a downward revision in growth forecast across countries

	Growth Projections (per cent)		Change from WEO Update (July 2022) (per cent)	
	2022	2023	2022	2023
World	3.2	2.7	0	-0.2
Advanced Economies	2.4	1.1	-0.1	-0.3
United States	1.6	1	-0.7	0
Euro Area	3.1	0.5	0.5	-0.7
UK	3.6	0.3	0.4	-0.2
Japan	1.7	1.6	0	-0.1
Emerging Market Economies	3.7	3.7	0.1	-0.2
China	3.2	4.4	-0.1	-0.2
India*	6.8	6.1	-0.6	0

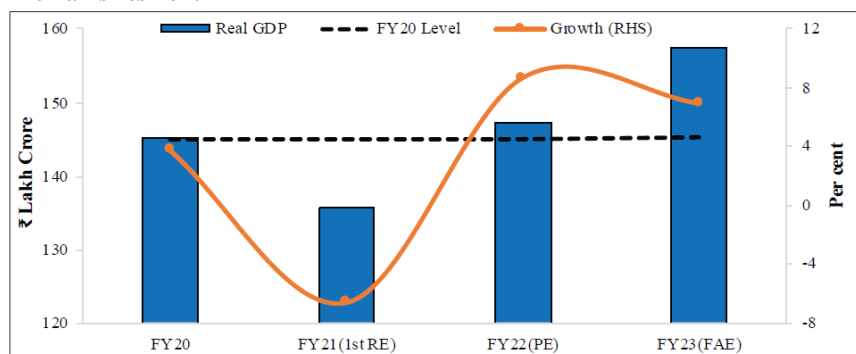
Source: Economic Survey, 2022-23

Note: *Projection for India is for its fiscal year (Apr-Mar), while for the other economies, it is from Jan-Dec.

Macroeconomic and Growth Challenges in the Indian Economy

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

Economic growth remains resilient

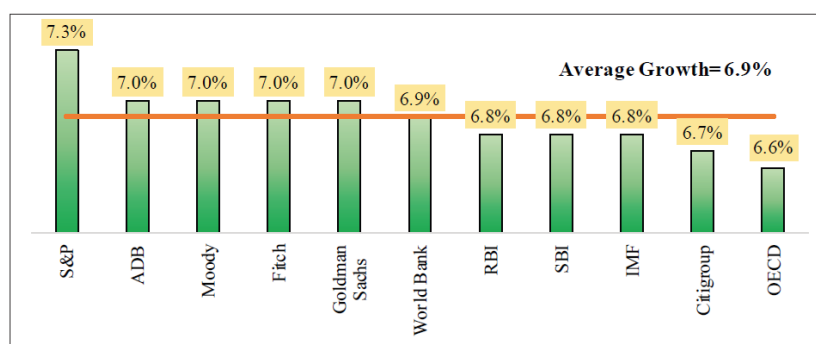


Source: NSO, MoSPI

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

India's Economic Resilience and Growth Drivers

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

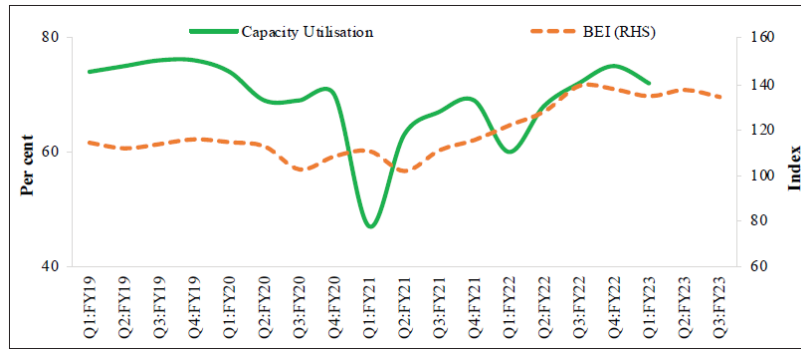


Source: Various Agencies (Economic Survey, 2022-23)

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

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

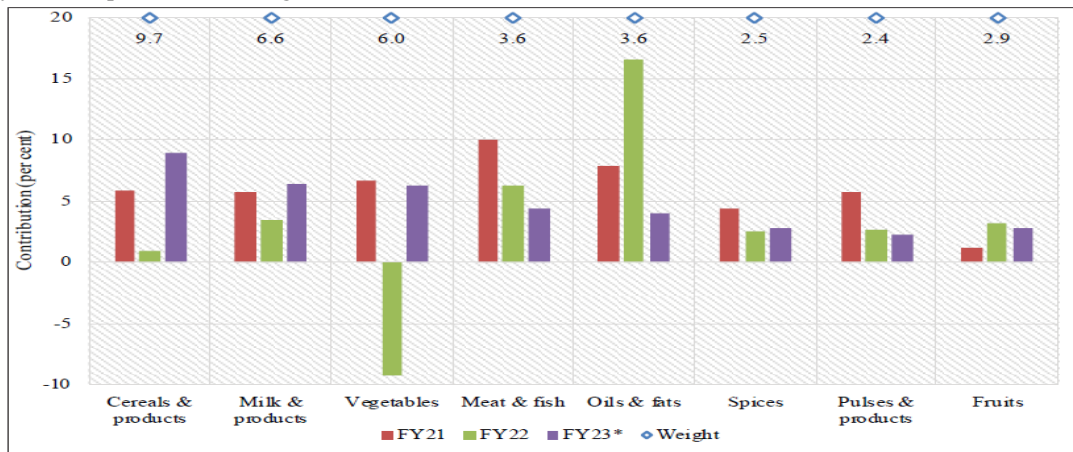
Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022, as indicated by Motilal Oswal's Economic Activity Index. The index estimates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



Source: RBI (Economic Survey, 2022-23)
 Note: BEI- Business Expectation Index

Food Inflation Caused by Vegetables and Cereals in FY23

Food inflation based on Consumer Food Price Index (CFPI) climbed to 7.0 per cent in FY23 from 3.8 per cent in FY22. Though the increase in food inflation is broad-based, the major contributors are vegetables, cereals, milk and spices. The RBI forecasts elevated domestic prices for cereals and spices in the near term, owing to supply shortages. Milk prices are also expected to spike reflecting high feed costs. Since September 2022, double-digit inflation was observed in cereals. To check the soaring prices of wheat and rice, the government has prohibited the export of wheat products under HS Code 1101 and imposed an export duty on rice. Further, in order to insulate vulnerable sections from the rise in prices, the Government has launched a new integrated food security scheme, 'Pradhan Mantri Garib Kalyan Ann Yojana' on 1 January 2023, to provide free foodgrains to more than 80 crore beneficiaries.

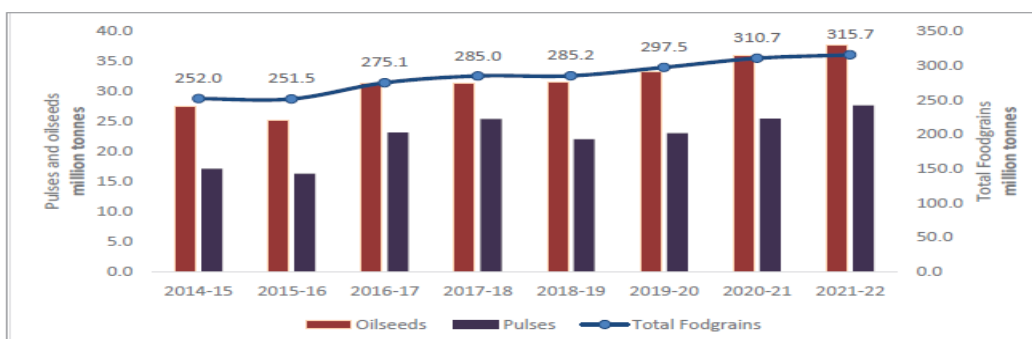


Source: MoSPI
 Note: *April-December

Record Production of Foodgrains

As per Fourth Advance Estimates for 2021-22, the production of food grains and oil seeds has been increasing Year-on-Year (YoY). Production of pulses has also been notably higher than the average of 23.8 million tonnes in the last five years. However, as indicated earlier changing climate has been impacting agriculture adversely. The year 2022 witnessed an early heat wave during the wheat-harvesting season, adversely affecting its production. The year experienced a decline in the sown area for paddy cultivation too in the Kharif season due to delayed monsoons and deficient rainfall. As per First Advance Estimates 2022-23 (kharif only) the paddy area was about 3.8 lakh hectares less than the sown area of 411.2 lakh hectare during 2021-22 (kharif season). Further, in the current rabi season the area under rabi paddy has expanded by 6.6 lakh hectares as compared to last year (Crop Weather Watch Group 12 January 2023). As per the First Advance Estimates for 2022-23 (Kharif only), total food grains production in the country is estimated at 149.9 million tonnes which is higher than the average Kharif food grain production of the previous five years (2016-17 to 2020-21). Despite a fall in the sown area of Kharif paddy, the total production of Kharif rice during 2022-23 is estimated at 104.9 million tonnes, which is higher than the previous five years (2016-17 to 2020-21) average Kharif rice production of 100.5 million tonnes.

Sustained increase in Foodgrains Production in India (Million Tonnes)



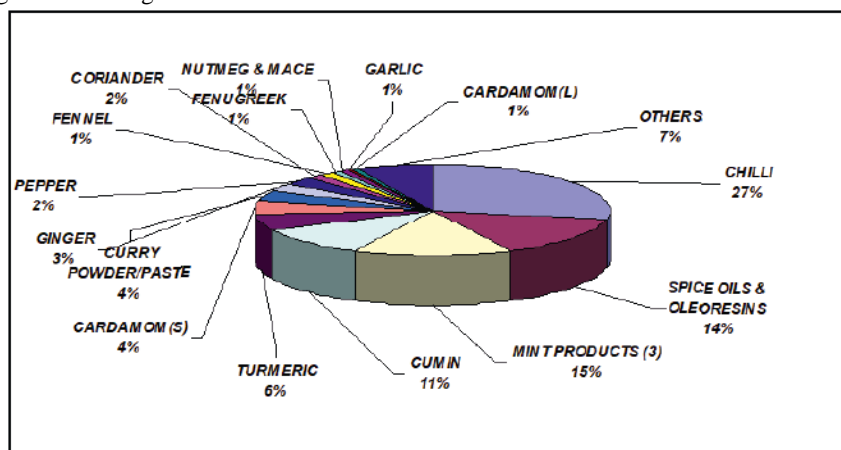
Source: 1st Advance Estimates (2022-23) of DA&FW released dated 21.09.2022 (Economic Survey 2022-23)

OVERVIEW ON SPICES INDUSTRY

India is the largest producer, exporter and consumer of spices in the world and exports spices and spice products to more than 180 countries. In India, about 10.88 million tonnes of spices are produced annually. The export of spices from India accounts for around 14 per cent of the total production. India is the global hub for spice processing and the world leader in production and export of major spices like chilli, turmeric, cumin, coriander, fennel and value-added products viz. spice oils and oleoresins, curry powder etc.

During 2021-22, India exported 15,31,154 MT of spices and spice products valued at Rs. 30,576 crore (US\$ 4,102.29 million). Export of small cardamom, a mandate crop of Spices Board, scaled new heights in FY 2021-22. During 2021-22, 10,572 MT of small cardamom, valued at Rs. 1,37,570.40 lakh have been exported from the country as against 6486 MT, valued at Rs.1,10,346.58 lakh, in FY 2020-21.

India's export of spices increased from 8,17,250 MT valued at Rs. 13,73,539 lakh (US\$ 2,268 million) in 2013-14 to 15,31,154 MT valued at Rs. 30,57,644 lakh (US\$ 4,102.29 million) in 2021-22 registering an increase of 87 per cent in volume, 123 per cent in value (Rs.) and 81 per cent in value (US\$). The major contributors of spices export basket in value terms during 2021-22 are given below:



Source: Annual Report, 2022-23 (Department of Commerce) www.commerce.gov.in

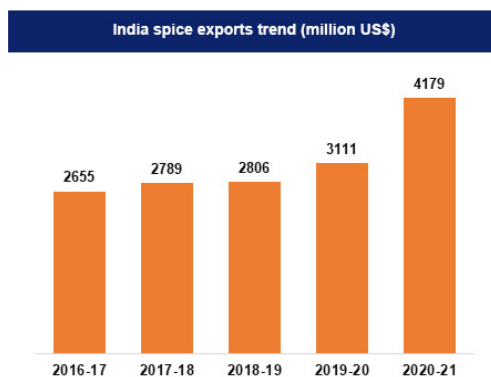
Export Trend

India is the largest exporter of spice and spice items. For the year 2021-22, the country exported spices worth US\$ 4,102.29 million.

In September 2022, the exports of spices from India increased by 6.62% to US\$ 330.46 million. In 2021-22, India exported 1.53 million tonnes of spices. From 2017-18 to 2021-22, the total exported quantity from India grew at a CAGR of 10.47%.

For FY22, total volumes of chilli, cumin, turmeric and ginger exports were 0.55, 0.21, 0.15 and 0.14 million tonnes.

During 2020-21, the export of chilli, ginger, cardamom (small & large), coriander, turmeric, celery, cumin, fennel, fenugreek, other seeds such as ajwan seed, mustard, aniseed, nutmeg & mace; other spices such as asafoetida, tamarind, etc., expanded both in value and volume as compared to 2019-20. Even the export of value-added products such as spice oils & oleoresins grew both in terms of value and volume; export of curry powder/paste increased in terms of value and export of mint products increased in terms of volume.

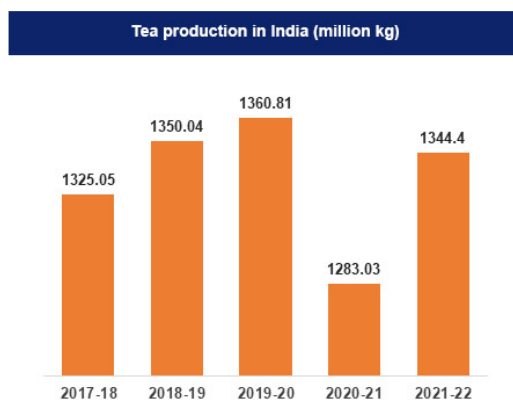


Source: www.ibef.org

Tea

India is the second-largest producer of tea globally. Indian tea is one of the finest in the world due to strong geographical indications, heavy investment in tea processing units, continuous innovation, augmented product mix, and strategic market expansion. As of a 2018 survey, a total of 6.37 lakh hectares of area was cultivated in India for tea production. India is also among the world's top tea consuming countries, with 80% of the tea produced in the country consumed by the domestic population. India's total tea production for the calendar year 2020 was 1,257.52 million kg and for the financial year 2020-21 it was 1,283 million kg. In May 2022, India's tea production stood at 127.11 million kgs, and it was at 91.77 million kg in April 2022. From January-September 2022, India's tea production stood at 984.67 million kg.

The northern part of India is the biggest producer at about 83% of the country's annual tea production in 2021-22 with the majority of the production coming from Assam followed by West Bengal. The Assam valley and Cachar are the two tea producing regions in Assam. In West Bengal, Dooars, Terai and Darjeeling are the three major tea producer regions. The southern part of India produces about 17% of the country's total production with the major producing states being Tamil Nadu, Kerala, and Karnataka.



Source: Tea Board of India www.ibef.org

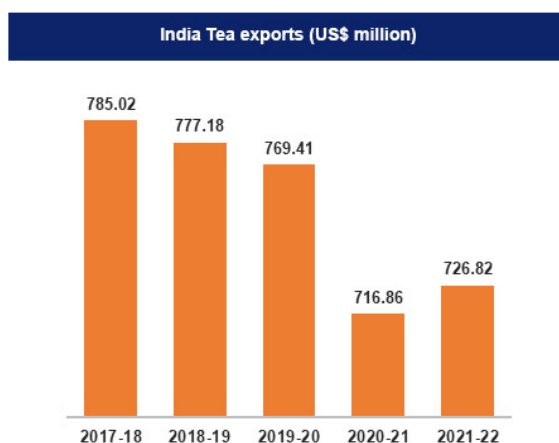
Export Trend- Total Product

India is among the top 5 tea exporters in the world making about 10% of the total exports. In the year 2021, the total value of tea exports from India was around US\$ 687.9 million. Indian Assam, Darjeeling, and Nilgiri tea are considered

one of the finest in the world. The majority of the tea exported out of India is black tea which makes up about 96% of the total exports. The types of tea exported through India are: Black tea, Regular tea, Green tea, Herbal tea, Masala tea and Lemon tea. Out of these, black tea, regular tea and green tea make up approximately 80%, 16% and 3.5% of the total tea exported from India.

India's total tea exports during 2021-22 in quantity was 201 million kg. The total exports during January-April 2022 was 65 million kg and was valued at US\$ 215 million, a 9% increase from the same period in 2021. The exports from India in terms of quantity for the period January-December 2021 was 197 million kg with the total export value of US\$ 718 million (a 1.7% increase from 2020). During the financial year 2021-22 period (between April-November 2021), India exported tea worth US\$ 458.88 million. India's export price per kilogram has seen a steady increase over the years. During 2021-22, the unit price of tea was US\$ 3.62 per kg. This, in the previous year was US\$ 3.52. From 2018-19, the price per unit of tea exported out of India has increased by 17% in 2021-22. This has allowed the country to have a better profitability out of the exported goods.

From April 2022-June 2022, India's total tea exports stood at 65.19 million kgs, this was valued at US\$ 236.36 million, a rise of US\$ 19.77 million as compared to the same period previous year.



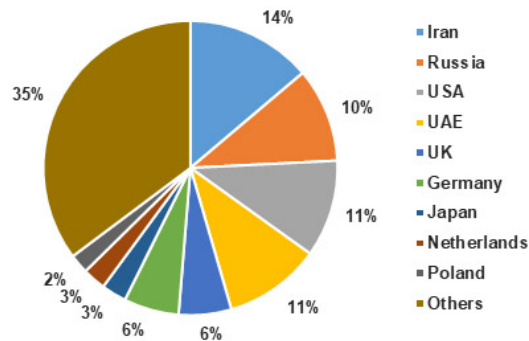
Source: Tea Board of India www.ibef.org

Export by Country

India exports tea to more than 25 countries throughout the world. Russia, Iran, UAE, USA, the UK, Germany, and China are some of the major importers of tea from India. During 2021-22 Russia, Ukraine and Kazakhstan imported 32.5 million kg, 1.68 million kg and 6.48 million kg of tea from India. The share of Indian exports to the CIS nations during that period was 21% (42.5 million kg) of the total exports. Iran, UAE and USA are among India's top tea export destinations. During 2021-22, the three countries imported 29.3 million kg, 23.3 million kg and 13.5 million kg of tea from India. The value of total exports to these countries combined was US\$ 277.3 million during the same period.

During 2021-22, the exports to Germany, USA, UAE and Ireland increased by 14%, 12%, 70% and 17% respectively over the previous year. Some of India's other tea export destinations are Poland, Canada, Saudi Arabia, Egypt, Afghanistan, Bangladesh, China, Singapore, Sri Lanka, Kenya, Japan, Pakistan and Australia, etc. All these countries combined accounted for US\$ 116 million of tea exports from India contributing to 16% of the tea export revenue for the year 2021-22.

India's country wise share revenue from tea exports (2021-22)



Source: Tea Board of India

Source: Tea Board of India www.ibef.org

GOVERNMENT INITIATIVES

To help the Indian exporters market teas of Indian origin in overseas markets on a sustained basis, the Tea Board of India started a scheme: Promotion for packaged Tea of Indian origin. The scheme provides assistance in promotional campaigns - up to 25% of the cost reimbursement, display in International Departmental Stores, product literature and website development, and inspection charges reimbursement of up to 25% of the charges.

The Tea Board also provides subsidies to the domestic exporters to participate in International Fairs and Exhibitions. The aim is to provide a platform to the exporters to showcase their products in international events for promotion and facilitate the generation of trade opportunities.

Tea Development and Promotion Scheme

This scheme was launched in November 2021 by the Tea Board of India for the period of 2021-26. The objective of this scheme is to enhance the productivity and quality of the production in India. There are seven important components to this scheme

- Plantation development of small tea farmers
- Creation of sector specific actions plan for North East India
- Supporting the tea producers and trader in market promotion activities
- Worker's welfare
- Research and development activities
- Regulatory reforms
- Establishment expenses

INDIA'S FOODGRAINS PRODUCTION TOUCHED A RECORD 315.7 MILLION TONNES IN 2021-22

India's foodgrains production touched a record 315.7 million tonnes in 2021-22 despite climate change challenges says the Economic Survey 2022-23 tabled in the Parliament by the Union Minister of Finance and Corporate Affairs Smt. Nirmala Sitharaman here today. Further, as per the First Advance Estimates for 2022-23 (Kharif only), total foodgrains production in the country is estimated at 149.9 million tonnes which is higher than the average Kharif foodgrain production of the previous five years (2016-17 to 2020-21). The production of pulses has also been notably higher than the average of 23.8 million tonnes in the last five years points the Survey.



Source: www.pib.gov.in

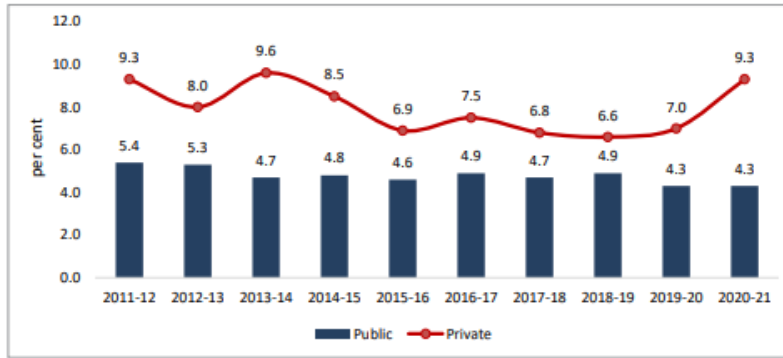
Food Processing Sector

Over the last five years ending FY21, the food processing industries sector has been growing at an average annual growth rate of around 8.3 per cent. The food processing sector is of enormous significance for India's development because of the strong connections and interactions it promotes between industry and agriculture. The value of agri-food exports, including processed food exports, was about 10.9 per cent of India's total exports during 2021-22 points the Survey.

Recognising the abundant potential of the sector, the Government has been at the forefront with various interventions aimed at the development of food processing in the country. Through the component schemes of Pradhan Mantri Kisan SAMPADA Yojana (PMKSY), for the overall growth and development of the food processing sector, 677 projects have been completed till 31 December 2022. Further, under the Prime Minister's Formalisation of Micro Food Processing Enterprises (PMFME) Scheme to enhance the competitiveness of individual micro-enterprises in the unorganised segment and promote the formalisation of this sector, as of 31 December 2022, 15,095 loans of ₹1402.6 crore were sanctioned. The scheme adopts One District, One product (ODOP) approach to reap the benefit of scale in procuring inputs, using shared services and marketing products. So far, 713 Districts with 137 unique products were approved under the ODOP in 35 States/ UTs. The Production Linked Incentive Scheme for Food Processing Industry (PLISFPI), launched in March 2022, has the specific mandate to incentivise investments to create global food champions. Sectors with high growth potential, like marine products, processed fruits & vegetables, and 'Ready to Eat/ Ready to Cook' products, are covered for support points the Survey.

Agriculture Infrastructure Fund (AIF)

The NITI Aayog Strategy for New India identifies the lack of adequate and efficient cold chain infrastructure as a critical supply-side bottleneck that leads to massive post-harvest losses (mostly of perishables) estimated at ₹92,561 crore annually. To tackle this and unlock the growth potential of the agriculture and allied sector, the Government introduced AIF. It is a financing facility operational from the year 2020-21 to 2032-33 for the creation of post-harvest management infrastructure and community farm assets, with benefits including 3 per cent interest subvention and credit guarantee support. Since its inception, an amount of ₹13,681 crore has been sanctioned for agriculture infrastructure in the country, covering more than 18,133 projects. These include 8,076 warehouses, 2,788 primary processing units, 1,860 custom hiring centres, 937 sorting & grading units, 696 cold store projects, 163 assaying units and around 3613 other kinds of post-harvest management projects and community farming assets.



Source: www.pib.gov.in



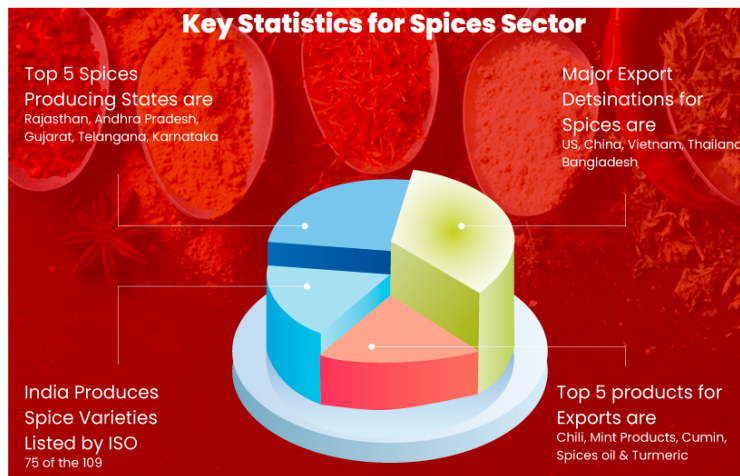
1st
Producer, Consumer & Exporter
of spices in the world

9.41 Mn MT
Total Production
of spices during 2019-20 (Advance Estimate)

3 Bn USD
Spices Export
from India during 2019-2020

8%
Increase in
quantity of exports in 2019-20 over the last year

Source: www.foodprocessingindia.gov.in

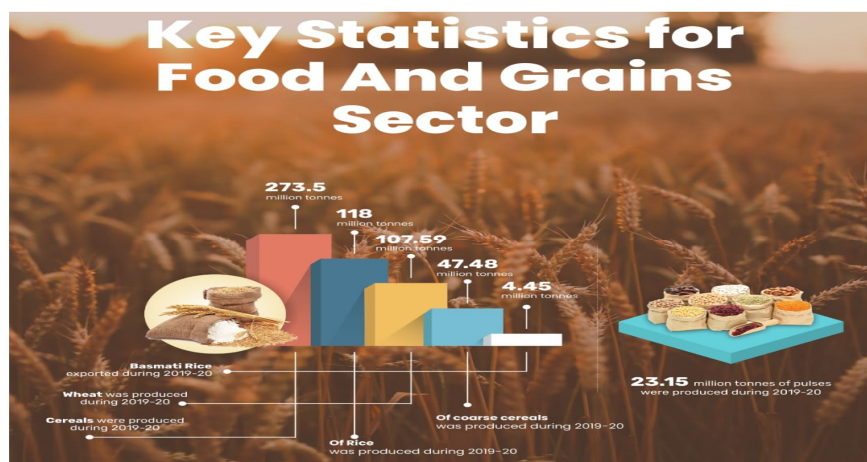


Source: www.foodprocessingindia.gov.in

Production Volume for Major Spices Products

Pepper	Cardamom (small)	Cardamom (large)	Chilli
Production (MTns) 59750	Production (MTns) 22521	Production (MTns) 8802	Production (MTns) 1738355
Ginger	Turmeric	Coriander Seed	Cumin Seed
Production (MTns) 1140529	Production (MTns) 649383	Production (MTns) 784349	Production (MTns) 854192
Celery Seed	Fennel Seed	Fenugreek Seed	Garlic
Production (MTns) 6002	Production (MTns) 127309	Production (MTns) 192120	Production (MTns) 2873682
Tamarind	Cloves	Nutmeg	
Production (MTns) 144170	Production (MTns) 1183	Production (MTns) 14919	

Source: www.foodprocessingindia.gov.in



Food processing industry in India

- Food and grocery market in India is the sixth-largest in the world. Food processing industry contributes 32% to this food market and is also one of the largest industries in the country, contributing 13% to total export and six% of industrial investment.
- The Indian food processing industry is expected to reach US\$ 535 billion by 2025-26 on the back of government initiatives such as planned infrastructure worth US\$ 1 trillion and Pradhan Mantri Kisan Sampada Yojna.
- The cold chain infrastructure created by 183 completed cold chain projects until December 31, 2019, were the following:
 - 6.19 lakh MT of Cold Storage, Controlled Atmosphere (CA)/Modified Atmosphere (MA) Storage and Deep Freezer.
 - 176.50 MT per hour of Individual Quick Freezing (IQF).
 - 78.61 Lakh Litres Per Day (LLPD) Milk Processing/Storage.
 - 990 reefer vehicles.
- Out of the total 39 mega food parks that were sanctioned, 22 mega food parks are operational, as of November 2021.
- In July 2022, PM Formalisation of Micro food processing Enterprises (PMFME) scheme was launched for providing financial, technical and business support for setting up/ upgradation of micro food processing enterprises in the country with an outlay of Rs. 10,000 crore (US\$ 1.27 billion).
- Milk production in the country is expected to increase to 208 MT in FY21 from 198 MT in FY20, registering a growth of 10% y-o-y. Milk processing capacity is expected to double from 53.5 MMT to 108 MMT by 2025.
- The food processing industry employs about 1.77 million people.
- According to National Accounts Division, Ministry of Statistics and Programme Implementation, food processing units in India is growing at 7.68% annually.

- With a budget of US\$ 1.46 billion, the ‘Production-Linked Incentive Scheme for Food Processing Industry (PLISFPI)’ has been approved to develop global food manufacturing champions commensurate with India's natural resource endowment and to support Indian food brands in international markets.
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.

Requirement of cold chain		
Component	Existing Capacity	Approximate Requirement
Integrated Pack Houses	250 numbers	70,000 numbers
Reefer Trucks	< 10,000 numbers	62,000 numbers
Cold store (Bulk & distribution hubs)	32 million tonnes	35 million tonnes
Ripening Chambers	800 numbers	9000 numbers

Source: www.ibef.org

Cold Storage

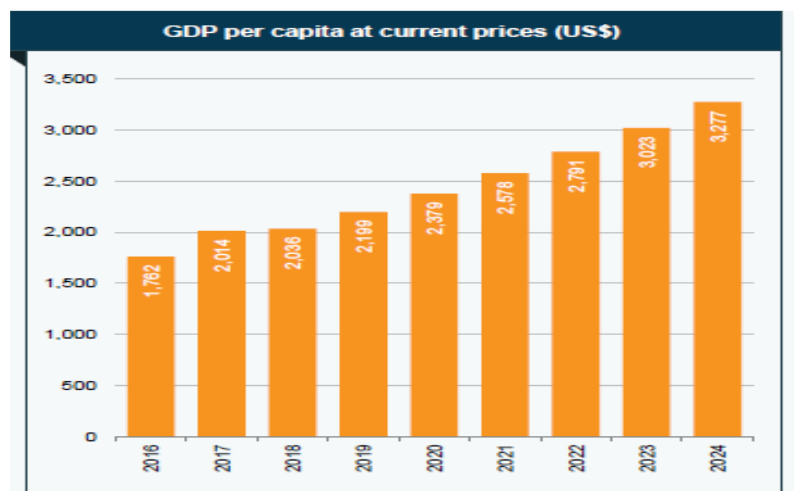
The objective of the Scheme of “Integrated Cold Chain and Value Addition Infrastructure” is to provide integrated cold chain and preservation infrastructure facilities, without any break, from the farm gate to the consumer. It covers creation of infrastructure facility along the entire supply chain viz. pre-cooling, weighing, sorting, grading, waxing facilities at farm level, multi product/multi temperature cold storage, CA storage, packing facility, IQF, blast freezing in the distribution hub and reefer vans, mobile cooling units for facilitating distribution of non-horticulture, horticulture, fish/marine(except shrimp), dairy, meat and poultry. The scheme allows flexibility in project planning with special emphasis on creation of cold chain infrastructure at farm level.

The integrated cold chain project can be set up by Partnership / Proprietorship Firms, Companies, Corporations, Cooperatives, Self Help Groups (SHGs), Farmer Producer Organizations (FPOs), NGOs, Central / State PSUs, etc. subject to fulfilment of eligibility conditions of scheme guidelines.

Growth Drivers

Rising income and growing middle class to drive demand for processed food

- *Strong growth in per capita income has resulted in greater demand for food items.*
- *Per capita GDP of India is expected to reach US\$ 3,277 in 2024 from US\$ 2,036 in 2018.*
- *Packaged food industry in India is expected to cross US\$ 65 billion by 2020 and become the third-largest market for packaged foods globally.*
- *The Ministry of Food Processing has been allocated Rs. 1,308.66 crore (US\$ 180.26 million) in the Union Budget 2021-22.*
- *There has also been a shift in demand:*
 - from carbohydrates to meat products (in line with the various phases of economic growth)
 - and to convenience foods, and organic and diet foods



Source: www.ibef.org

GOVERNMENT INITIATIVES

Export Development and Promotion of Spices

This initiative by the Spices Board of India aims to support the exporter to adopt high tech processing technologies and upgrade the existing level of technology for the development of industry and to meet the changing food safety standards of the importing countries. The initiative provides benefits of infrastructure development, promoting Indian spice brands abroad, setting up infrastructure in the major spice growing centres, promoting organic spices and special programmes for north-eastern entrepreneurs.

Setting up and maintenance of infrastructure for common processing (Spices Parks)

Spices Board has launched 8 crop specific Spices Parks in key production/market centres with an aim to facilitate the farmers to get an improved price realization and wider reach for their produce. The purpose of the park is to have an integrated operation for cultivation, post-harvesting, processing, value-addition, packaging and storage of spices and spice products. The common processing facilities for cleaning, grading, packing, and steam sterilization will help the farmers to enhance the quality of the produce, resulting in better price realization.

Spice Complex Sikkim

Spices Board submitted a project proposal to the State's Cell for setting up a Spice Complex in Sikkim seeking financial assistance for facilitating and demonstrating common processing and value addition in spices to help farmers and other stakeholders in the state.

GOVERNING BODY

Spices Board of India

The Spices Board of India is set up for the development and global promotion of Indian spices. It acts as a link between the Indian exporters and importers abroad. The main activities of the board involve promotion, maintenance and monitoring of quality, development of better production methods, guidance, financial and material support to growers, infrastructure facilitation and research.

OUR BUSINESS

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

All financial information included herein is based on our “Financial information of the Company” included on page 155 of this Prospectus.

OVERVIEW



We are engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of “DOUBLE HATHI” and “MAHARAJA”. We also sell products like: Whole Spices, Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), Kasuri Methi (Dry fenugreek) etc under the brand name of “DOUBLE HATHI”. Furthermore we also generate revenue from trading of whole spices and food grains through unbranded sales.

Operating in the industry since last four decades, our promoters, Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha laid the foundation of the business and formed a partnership firm M/s Madhusudan & Co registered with Registrar of firms, Gujarat in the year 1982 with the objective to manufacture spices and other food products. With the focus on providing quality food products, cost effectiveness and improved accessibility we have been selling our products under the brand name of “DOUBLE HATHI” since 1977 and under the brand name of “MAHARAJA” since 2003. Their next generation, Rishit Dayalji Kotecha and Hiren Vijaykumar Kotecha continued the legacy and developed extensive experience in the industry.

Our range of spices includes (i) **Ground spices** which comprises of various varieties of Chilli Powder, Turmeric Powder, Coriander Powder and Coriander Cumin Powder and (ii) **Blend spices** which comprises of Garam Masala, Tea Masala, Chhole Masala, Sambhar Masala, Pav Bhaji Masala, Pani Puri Masala, Sabji Masala, Kitchen King Masala, Chicken Masala, Meat Masala, Chatpata Chat Masala, Butter Milk Masala, Chewda Masala, Dry Ginger Powder (Sunth), Black Pepper Powder (Mari), Dry Mango Powder (Aamchur) etc. Our company also deals in whole spices in retail and bulk quantity. During the Fiscals 2023, 2022 and 2021 our revenue from sale of spices contributed to 75.07%, 69.94% and 83.08% of our overall sales. The *Double Hathi* portfolio of ground spices comprises of premium quality spices whereas value for money segment of ground spices are offered under the *Maharaja* portfolio. Over the years our company has evolved as manufacturer of 13 types of chilli powder available in 78 SKUs catering to almost every customer segment in the industry.

We operate from our manufacturing facility located at Jamnagar, Gujarat. Our manufacturing unit is situated at Industrial Area Hapa, Near Jamnagar and is strategically located near the local APMC market thus facilitating easy and quick access to raw materials which reduces the transportation costs as well. Our manufacturing facility is equipped with plant & machinery to facilitate efficient production process of cleaning, drying, grading, grinding and packaging. All spices and other products are manufactured at our unit with utmost care and by way of natural process with scientific methods so as to retain the natural properties of the food like color & odor with time. Systematic procurement of raw spices in their respected seasons helps us to provide linear quality spices for the whole year. We also sell tea and other grocery products like: papad, soya products, Asafoetida (Hing), black salt, rock salt etc procured through third party manufacturers and packaged under our brand name of “DOUBLE HATHI”. Our manufacturing facilities are accredited with ISO 9001:2015 for quality management system, ISO 22000:2018 for Food Safety Management System, HACCP for Hazard Analysis Critical Control Points and with FSSAI license under Food Safety and Standards Act 2006. We sell our spices in retail and wholesale packs. Ground spices are sold in packs of 10 gms to 20 kgs available in polypacks and jute bags and Blend spices sold in packs of 10 gms to 100 gms available in polypacks and cardboard boxes.

Presently most of our sales is derived from the state of Gujarat. We also sell marginally to some parts of Maharashtra and Rajasthan.

Key Performance Indicators of our Company

(Rs. In Lakhs except percentages)

Key Financial Performance	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	12,721.60	6,540.81	6,868.03
EBITDA ⁽²⁾	1,101.23	214.62	277.03
EBITDA Margin ⁽³⁾	8.66%	3.28%	4.03%
PAT	575.89	81.29	44.98
PAT Margin ⁽⁴⁾	4.53%	1.24%	0.65%

Notes:

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

⁽²⁾EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

OUR COMPETITIVE STRENGTHS

We have a recognized brand name with heritage and a legacy of over four decades.

Spices have a traditional heritage and ancient history, especially in India, where they are a part of everyday routine. Different spices and blends are used to add flavor, aroma and tastes in dishes. Several decades ago spices were grounded manually for household and commercial uses where consumers made their own blends for use in their cooking. To make this process easier both for household and for commercial use our promoters visualized the concept of ready-to-use ground or blend spices. The vision of our promoters has gained a rich experience of more than 4 decades in the spices industry and has aided to the growth of our company. Over the years, we have grown significantly and have established our brand “**DOUBLE HAATHI**” and “**MAHARAJA**”. We initially started our partnership firm in 1982 in the name of “M/s Madhusudan & Co” which was later converted into company in 2021. We offer more than 32 types of ground and blend spices. With the focus on providing quality products, cost effectiveness and improved accessibility our brand name of “DOUBLE HATHI” since 1977 and our brand name of “MAHARAJA” since 2003. We operate in a brand sensitive market and consumers prefer reliable brands for self-consumption. We have earned goodwill & competitive edge through our consistent quality oriented product development approach. We believe that our commitment to quality and purity has enabled us to position ourselves as a trusted brand in the market in which we operate.

Our Promoters, Dayalji Vanrajan Kotecha and Vijaykumar Vanrajan Kotecha have an experience of more than 4 decades in the Spices industry. We believe that our business growth is attributable to rich promoter experience. Thus we are well placed to capitalize the knowledge and experience of our promoters and management team which has been instrumental in growth of our Company.

Consistent focus on quality

We believe that quality is a pre-requisite for a positive consumer experience and long-term brand loyalty. This philosophy has formed the foundation of the expansion and diversification of our product portfolio since our inception. Our focus on quality is maintained across the entire production chain, including sourcing, processing, manufacturing, packaging and distribution. Our manufacturing facility has obtained the ISO 9001:2015 for quality management system, ISO 22000:2018 for Food Safety Management System. The raw ingredients used in our products are of standard quality. Further, the factories or workshops of third party manufacturers associated with us for other grocery products sold under our brand name are subject to periodic review by our internal team to ensure compliance with quality and security requirements. Our commitment to stringent quality control has been critical to our success and has contributed to customers associating our brand with trust and transparency. Indian traditional cooking is free of preservatives and artificial flavor enhancers and the same is maintained for our product categories. Spices manufactured at our factory are sent for lab verifications against benchmarked standards to test for physical and chemical properties. We have long term relations with our suppliers which help us to procure quality raw materials at competitive rates.

Long Standing Relationship with our customers

We have been in the business of manufacturing the spices since the last four decades and have successfully developed and supplied quality products to our customers. We believe that our understanding of the Indian taste palate complements

our product development capabilities and has allowed us to develop a long standing relationship with our customers. Our past experience in the supply of our products, ability to meet specific taste requirements of our customers, reputation for quality of our products and the price competitiveness of our offerings has enabled us to establish and maintain relationships with our customers. Our sales & distribution network is aided by our in-house sales and marketing team, which liaise with our customers on a regular basis for customer inputs, market demands as well as positioning of our products vis-à-vis products of our competitors. Owing to our strong customer relationships we have developed a network of more than 2100 wholesalers and more than 3700 retailers as on March 31, 2023. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

Diversified product portfolio

We believe that our understanding of the consumer's culinary taste complements our product development capabilities, which has allowed us to develop a comprehensive portfolio of a variety of spices and other grocery products like: tea, flour, papad, soya products etc. Our product portfolio comprises of more than 32 types of ground and blend spices. Over the years our brand has witnessed its survival with continued innovation and introduction of new products, including launching of innovative flavors targeted at addressing consumer taste, market trends and providing superior quality products to consumers. Our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments.

Each blend has been formulated with the intent impart the genuine taste to various Indian food preparations along with desired flavor and aroma. Our ability to continuously upgrade our product range to address shift in customer preferences, just in time inventory availability and changes in demand has helped us to maintain the diversified product portfolio. We have launched packages of various sizes for our products. For example, our ground spices are available in packages as small as a pouch that is 10-15 grams to bulk packs of 20 kilogram pouch whereas our blend spices are available in as small as a pouch that is 10-15 grams to 100 gram box packs. We also deal in other grocery product that are fast moving items and is essential in almost all Indian Kitchens like: Rajgira flour, papad, soya products, asafoetida (Hing), black salt, rock salt etc. Moreover our company also deals in wholesale supply of food grains like: wheat, moong, ground nut, sesame seeds, urad, chana, whole spices like: chilli, coriander, cumin, turmeric, rai, ajwain, methi etc.

PRODUCTWISE REVENUE BIFURCATION

Sales	Product Category	2020-21		2021-22		2022-23				
		Amt. in lakhs	% of Total	Amt. in lakhs	% of Total	Amt. in lakhs	% of Total			
Own Brand Sales	Blended Spices	237.34	4820.71	160.18	4222.03	94.69	6003.81			
	Ground Spices	2266.02		2170.48		3143.63				
	Other Grocery Products	121.60		149.01		166.29				
	Tea	237.31		125.46		76.06				
	Whole Spices	1958.45		1616.89		2523.15				
Other Sales	Whole Spices	1243.29	2046.61	627.03	2318.78	3790.99	6720.58			
	Food Grains	803.32		1691.75		2929.59				
	Grand Total	6867.32	6867.32	100.00%	6540.81	6540.81	100.00%	12724.39	12724.39	100.00%

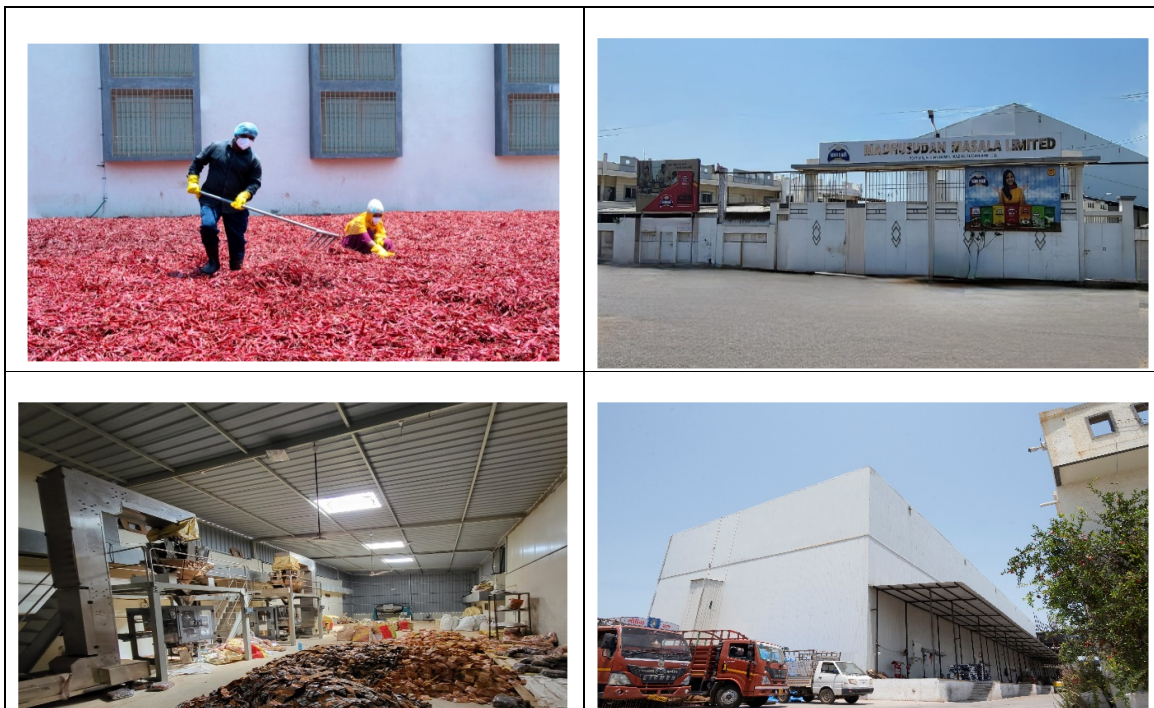
The following infographic sets forth our product categories with respective sales contribution under our own brand as at March 31, 2023:



In house manufacturing capabilities

We grind and blend pices at our manufacturing facility. Blended spices are the mixture of spices that is required to make a dish in its most authentic form. We are equipped with plant and machinery which enables processing, grading and packaging of manufactured spices all in a hygienic way. Our manufacturing facilities are accredited with HACCP for Hazard Analysis Critical Control Points and with FSSAI license under Food Safety and Standards Act 2006.

We have installed cleaning machine and dedicated Grinding plant to grind each type of spices like Chilli, Turmeric, Cumin and Coriander into powder. Most operations are mechanized thereby minimizing manual operations. However we have trained and experienced staff manning infrastructure in terms of cleaning, sorting and packing facilities and hygienic storages. Experienced manpower do a quality check of the whole spices and ensure they are properly stored in cold storage to keep seasonal deterioration and insects at bay.



OUR BUSINESS STRATEGIES

Expand our market presence to other states of India and increase our distribution reach

Presently most of our sales is derived from the state of Gujarat. We also sell marginally to some parts of Maharashtra and Rajasthan. We continually seek to enhance our addressable market through our network of distributors and dealers across whole of Gujarat. We gradually intend to expand our business operations to other states of the country. To sell products to end consumers, we intend to use modern trade channels, which comprise supermarkets and hyper-markets and general trade channels that include smaller retail stores. We plan to continue our strategy of diversifying and expanding our presence in other states for the growth of our business. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas. Appointment of distributors across India to undertake our stocking and distribution enables us to reach our customers faster by reducing transportation time, optimise inventory, and limit trade over-dues.

Scale up branding, promotional and digital activities

Since our products are manufactured for human consumption, we are required to consistently focus on branding and promotional activities to enhance our visibility and trust in the Spices industry. Our marketing initiatives are focused on customer development and maintaining customer relationship. To further create brand visibility, we also participate in exhibitions like we participated in IFE manufacturing Expo at London in March 2023 to showcase our product and will

also participate in in GPBS 2024 as Silver sponsor and at CIBUS TEC 2023 food and beverages expo in Italy. The exhibitions and fair gives us a platform to exhibit our products. Moreover, we seek to continue to enhance brand awareness and customer loyalty through our promotional and marketing efforts also by increasing our digital presence and engagements. We have initiated sales from our website and through some e-commerce platforms like Meesho and intend to add our products in similar platforms in future as well. With more than 800 million internet users in India there is access to information. (Source: https://www.meity.gov.in/writereaddata/files/DIA_Presentation%2009.03.2023%20Final.pdf). Accordingly increasing awareness and usage of internet in India will facilitate our focus on Scaling up branding and promotional activities through our website and e-commerce platforms. Our intent to reach out to customers through the digital platform and social media will enable us to reach and engage with a wider audience. We intend to continue and expand our offline marketing initiatives including display of banners & hoardings, road show marketing, advertisements in theatres, newspapers, TV channels etc to focus on brand building initiatives of the company.



Continue to strengthen our existing product portfolio and diversify into products with attractive growth and profitability prospects

Our product portfolio under the brand Double Hathi consists of Spices, Tea and Other Grocery Products. As on March 31, 2023 we maintain 145 SKUs of Ground Spices, 67 SKUs of Blend Spices, 20 SKUs of Whole Spices, 12 SKUs of Tea and 39 SKUs of Other Grocery Products. We have consistently focused on expanding and optimising our product range to offer a wide range of culinary options for Indian Kitchen. Several decades ago people used to grind their spices manually at home, make their own blends for use in their cooking, make homemade papad etc but the changing lifestyles and working styles urbanization has led to growth in the organized retail sector; this in turn has led to change in consumer buying behaviour. Rising urbanization in India leads to increase in overall retail spending in India which would directly benefit the spices and packaged grocery products market as the highest share of people’s expenditure is on food. We seek to develop new products to cater to the evolving requirements of a large customer base and cover newer customer segments.

During the Fiscals 2023, 2022 and 2021, traded products contribute to approximately 52.82%, 29.80% and 35.45% of our revenue from operations respectively. We propose to expand our presence in existing product categories by

increasing the emphasis on processing and packaging a greater proportion of these products under our brand name, thereby reducing our reliance on traded products.

Modernization and Expansion in the existing manufacturing facility

We intend to modernize our existing manufacturing facility with latest technology and automation. Our company has placed orders with M/s. Lithotech Food & Spice Machinery, Palghar, Maharashtra for new machines like: chilly cleaning system, chilly crushing system, continuous drying & cooling system, chilly blending system, air chilling unit, turmeric cleaning, grinding & sieving system, seed spices cleaning system, two-stage seed spices grinding & sieving system etc. The new plant and machinery that we intend to install is focused on less manpower requirement in production plant with atmospheric, contactless, low temperature grinding process. The installation of new plant & machinery will enhance the efficiency and effectiveness of our manufacturing activities.

We also intend to build multi commodity agri products cold storage with capacity of 4029 MT. The nature of our business require us to procure raw materials, majorly the whole spices for the entire year during the respective season. The same is stored in cold storage to retain the chemical properties and its natural colour and odour. Currently we are using the cold storage of our group company Madhusudan Agri Processing Private Limited and other third party cold storages at various locations for which respective rentals are paid to our group company. The construction of the said facility is already in process and our company has availed a term loan of Rs 400 lakhs for the said capital expenditure. This concentration of our procurement and processing activities under a single shed would enable us to achieve greater efficiency in reducing time taken in transit, dependency on third party and the cost of manufacturing our products along with better control on the quality of raw materials used in manufacturing finished goods.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both dealer and end user point of view. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with them.

Maintaining cordial relationship with our Suppliers, Customer and employees

We believe in maintaining good relationship with our suppliers, customers and employees which are the most important factor to keep our Company growing. We run a yearly procurement process for our key raw materials that benefit us in procuring the raw material at competitive prices along with retaining the standard quality. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships with our existing customers over the number of years. Further, we believe that establishing strong, mutually beneficial long-term relationships with strategic suppliers is a critical step in improving performance across the supply chain, generating greater cost efficiency and enabling the business to grow and develop.

OUR PRODUCT PORTFOLIO



The following sets out of our products under categories:

Category	Product Description	No of SKUs
Ground Spices	Chilli Powder	78
	Turmeric Powder	35
	Coriander Powder	11
	Coriander Cumin Powder	21
Blend Spices	Garam Masala	7
	Chhole Masala	4
	Pav Bhaji Masala	5
	Tea Masala	4
	Pani Puri Masala	4
	Sabji Masala	4
	Kitchen King Masala	4
	Chicken Masala	4
	Meat Masala	4
	Chatpata Chat Masala	4
	Butter Milk Masala	4
	Chewda Masala	4
	Dry Ginger Powder (Sunth)	5
	Black Pepper Powder (Mari)	5
Dry Mango Powder (Aamchur)	5	
Whole Spices	Chilli	3
	Turmeric	3
	Coriander	2
	Cumin	12
Tea	Super Tea	5
	Premium Tea	5
	Maharaja Tea	2
Other Grocery Products	Rajgira Flour	3
	Papad	4
	Asfoetida (Hing)	10
	Soya Chunks	4
	Achar Masala (Sweet)	2
	Achar Masala (Pickle)	2
	Black Salt	3
	Rock Salt	3
Food Grains	Kasuri Methi	5
	Katlu Powder	3
Food Grains	Wheat, Moong, Ground Nut, Sesame Seeds, Urad, Chana, Sugar	Traded in Bulk packs

(1) SKUs vary for different product flavours, variants and packaging.

(2) Tea and Other Grocery Products are procured from third party manufacturers and marketed under our brand name "Double Hathi"

(3) Food Grains are traded in wholesale.

MANUFACTURING PROCESS



Raw material like: whole spices and seeds are procured during its respective season from wholesalers. The material is naturally dried by sunlight if needed to maintain optimum moisture content. It is then stored in the cold storage to retain the color, odour and the natural properties of the spices. Stored spices undergo below mentioned manufacturing process to develop the finished products.

The manufacturing process involves cleaning, drying, grinding, blending, sieving and packing of spices such as ground spices like chilli, turmeric, coriander, coriander cumin etc. either individually or blended spices in combination with other spices. There are various formulations for blended spices like Garam Masala, Tea Masala, Chhole Masala, Sambhar Masala, Pav Bhaji Masala, Pani Puri Masala, Sabji Masala, Kitchen King Masala, Chicken Masala, Meat Masala, Chatpata Chat Masala, Butter Milk Masala, Chewda Masala, Dry Ginger Powder (Sunth), Black Pepper Powder (Mari), Dry Mango Powder (Aamchur) etc.



Drying of spices: Some of ground spices like chilli are dried before processing. We are drying the whole chilli in natural sun light Drying is a significant step in the process of producing fine quality spices. The results of the subsequent steps in production depend largely on the perfection achieved during the drying of spices. Improper drying can lead to loss of aroma and flavor. We take utmost care to ensure proper drying. The material is dried under the natural sunlight. However, the material is roasted whenever necessary to ensure specified moisture content.

Cleaning: All row spices are cleaned properly before processed. Remove any contaminants from the spices by manually handpicked then removing any soil content, foreign particles, plastic wests by way of machine clean. After removing any contaminants from row spices, the final stage will remove any metal parts by way of magnetic destoner.

Grinding: Several techniques and methods are applied in the spice grinding process. We are grinding spices using conventional grinding method of hammer, pulveriser and mill type. Chilli being heat sensitive are meticulously grounded in 3 stages, In the first stage, cleaned chillies are cut into flakes in hammer mill, they are separated in high efficiency cyclone. They can be taken out and grounded further. In the second stage – Chilli flakes are grounded to coarse power. In the third stage – Coarse powder is further grounded to desired fine powder size in the final stage. Pneumatic conveying system is used to convey material from stage to stage which helps maintain temperature intake.

Blending: Ribbon blenders with load cells assure accuracy and help to obtain the perfect homogenized chilli powder blend, majorly blending in chilli powder require adding of edible oil in chilli powder. While other ground spices do not required blending process. Blended spices need major blending of various types of row spices to be blended to make spice powder with desired specifications. But this process is made at time of grinding for blended spices making.

Packaging: The finished product is then sent for consumer packaging. Appropriate packs for each product category is selected and the product is sent to the packaging machine. Before packaging, the product is correctly weighed and then packed. It is vital to guarantee that the material given to the consumer is weighed correctly in its packing. The final bags are then either heat sealed or stitched as per packing size before being dispatched.

PLANT & MACHINERY

The major plant & machineries installed at our manufacturing facility include Belt conveyor machine, pulveriser grinder, Oil mixer machine, Electric motors, Tea filling auger VFFS filler machine, Rewinding machine, Bag sealer machine, Electric kanta or Weighing Scale, Mixer machines, Seed cleaning machine, Engraved printing cylinders, Packing machines, Diesel generator etc. The list of Plant & Machinery installed at manufacturing facility that has been disclosed in the Prospectus are owned by the Company

CAPACITY UTILIZATION

Sr No	Product Category	Installed Capacity (In Kgs)	FY 22-23		FY 21-22		FY 20-21	
			Actual Production	Capacity Utilization	Actual Production	Capacity Utilization	Actual Production	Capacity Utilization
1	Chilli Powder	24,00,000	8,02,393	33.43%	7,08,269	29.51%	8,54,656	35.61%
2	Turmeric Powder	12,00,000	2,31,548	19.30%	2,19,738	18.31%	2,29,140	19.10%
3	Coriander Powder/ Blend Spices/ Coriander Cumin Powder	12,00,000	2,34,524	19.54%	2,29,972	19.16%	3,73,653	31.14%

**The information related to the installed capacity is based on the assumptions and estimates that have been taken into account for the calculation of the installed production capacity. The assumptions and estimates are on the basis of explanations provided, documents verified and on the basis of operating days calculated on an annual basis. Considering these are multiproduct facilities as well as the nature of the manufacturing involves manual intervention, we have taken a combination of these factors to determine the installed capacity.*

COLLABORATIONS/TIE UPS/ JOINT VENTURES:-

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

EXPORT OBLIGATION:

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

SALES & MARKETING

We are required to consistently focus on branding and promotional activities to enhance our visibility and trust in the Spices industry. Our marketing initiatives are focused on customer development and maintaining customer relationship. To further create brand visibility we also participate in exhibitions like we participated in IFE manufacturing Expo at London in March 2023 to showcase our product and will also participate in GPBS 2024 as Silver sponsor and at CIBUS TEC 2023 food and beverages expo in Italy. The exhibitions and fair gives us a platform to exhibit our products. The importance of brand recognition may become greater as our competitors offer products similar to ours. The ability to differentiate our brand and our products from our competitors through our branding, marketing and advertising programs is an important factor in attracting consumers and cementing brand loyalty. We undertake various advertising and marketing activities for the creative awareness of our brands and products. We ensure that our product packaging design includes images and written content on the product, specifications, ingredients, etc. Our marketing initiatives comprise banners & hoardings, social media marketing, advertisements in local newspapers etc. In order to recall brand value and its visibility and engagement with distributors, retailers and consumers, we liaise with retailers to display boards and carry out in-shop branding at their outlets.

Further we seek to continue to enhance brand awareness and customer loyalty through our promotional and marketing efforts also by increasing our digital presence and engagements. We have initiated sales from our website and through some e-commerce platforms like Meesho and intend to add our products in similar platforms in future as well. With more than 800 million internet users in India there is access to information (Source: https://www.meity.gov.in/writereaddata/files/DIA_Presentation%2009.03.2023%20Final.pdf). Our intent to reach out to customers through the digital platform and social media will enable us to reach and engage with a wider audience. We intend to continue and expand our offline marketing initiatives including display of banners & hoardings, road show

marketing, advertisements in theatres, newspapers, TV channels etc to focus on brand building initiatives of the company.

COMPETITION

The Indian masala and grocery products market is highly competitive. We believe the principal elements of competition in our industry are product range, quality, brand image, price, delivery, general customer experience. We face competition from various organised and unorganised player in the industry. Amongst unlisted companies, our major competitors include Gandhi Spices Private Limited (Hathi Masala), Adani Food Products Private Limited, Ramdev Food Private Limited, MDH Masala Private Limited, Baadshah Masala Private Limited, Everest Masala Private Limited. In the listed space we face competition from NHC Food Limited. Additionally, we face competition from a number of regional, unorganized manufacturers and retailers. For further details, see “*Risk Factors - We operate in a competitive market and any increase in competition may adversely affect our business and financial condition.*”

INFRASTRUCTURE & UTILITIES:

Raw Materials: Our raw material requirements include whole spices such as chilli, coriander seeds, cumin seeds, turmeric. We are largely dependent on the agricultural industry for almost all of our raw materials including, whole spices, rajgira etc. Agricultural industry is largely dependent on various factors including monsoon and weather conditions. We purchase the raw materials in the harvest season and store them in our leased cold storage for manufacturing consumption and sales throughout the year during off season. Procurement of raw material during harvest season can be done at competitive prices along with retaining standard quality

Packaging: The primary packaging material used by us are laminates, plastics, cardboard boxes and jute bags for packing spices, dry grocery products and tea. We also use plastic cans for packaging of products, like Asafoetida (Hing). This enables to keep the product life intact. We use automated packaging machines to pack our products into their different pack sizes. For the secondary packaging for shipping and distribution purposes, we use corrugated carton boxes and bags to protect the primary packs in different stages of sales and distribution.

Power: The requirement of power for our operations in our manufacturing facility is met through Paschim Gujarat Vij Company Limited. We also have Diesel Generators installed at our factories as a power backup.

Water: Water is only used for drinking and sanitation purposes at our factory.

Manpower: We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on March 31, 2023, our Company has employed approximately 29 permanent employees at various levels of the Organization and approximately 80 daily wages workers at manufacturing unit.

INSURANCE

Our operations are subject to accidents which are inherent to any manufacturing process such as risks of machinery/equipment failure, worker accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have obtained insurance coverage in respect of certain risks related to stock transit, plant & machinery, office building, stocks at warehouses, stocks at factory and marine Cargo Insurance policy. While we believe that the level of insurance we maintain would be reasonably adequate to cover the normal risks associated with the operation of our all material hazards, which may affect our business, results of operations and financial condition. For further details, please refer to Risk factor “*Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.*” on page 25 of this Prospectus. Details of Insurance obtained by our company as on date of this Prospectus are as under:



S.No.	Policy No.	Name of Insurance Policy	Type of Policy	Sum Insured (Rs in lakhs)	Valid Till
1	MIOD324832000100	Stand-alone OD Policy (Private Vehicle)	Vehicle Insurance	5.50	Own Damage- Valid till September 02, 2024 Third Party- Valid

S.No.	Policy No.	Name of Insurance Policy	Type of Policy	Sum Insured (Rs in lakhs)	Valid Till
					Till: September 02, 2025
2	3379/03340624/000/00	Package - Goods Carrying Vehicle	Vehicle Insurance	3.04	December 30, 2023
3	143700/31/2024/1028	Motor Insurance Certificate Cum Policy Schedule Pos-Gccv Package Policy - Zone C	Vehicle Insurance	4.69	August 26, 2024
4	143700/31/2023/796	Motor Insurance Certificate Cum Policy Schedule POS-Private Car Liability Only Policy- Zone B	Vehicle Insurance	7.50	August 12, 2024
5	143700/31/2023/3660	Motor Insurance Certificate Cum Policy Schedule Pos-GCCV Package Policy - Zone C	Vehicle Insurance	2.03	March 21, 2024
6	3379/03340992/000/00	Motor Policy Schedule Cum Certificate of Insurance	Vehicle Insurance	6.40	January 04, 2024
7	21220011234300000006	New India Bharat Sookshma Udyam Suraksha Policy	Stock Insurance	600.00	May 11, 2024
8	21220011229600000009	New India Flexi Laghu Udyam Suraksha	Stock Insurance	1500.00	January 28, 2024
9	21220011238000000114	New India Bharat Sookshma Udyam Suraksha Policy	Building Insurance	7.00	May 11, 2024
10	21220011228000000682	New India Bharat Sookshma Udyam Suraksha Policy	Stock Insurance	181.00	November 12, 2023
11	21220021220200000053	Marine Cargo Open Policy Certificate	Marine Cargo Open Policy Certificate	90.72	November 23, 2023

INTELLECTUAL PROPERTIES

The details of trademarks/ copyright registered and used by our Company are:-

Sr. No.	Trademark/ Copyright	Class	Nature of Trademark / Copyright	Owner	Application Number and Date	Status
1.	Trademark	30		Dayalji Vanraavan Kotecha	Application no. 1714110 Dated: July 24, 2008	Registered*
2.	Trademark	30	Double Hathi with device of Elephants 	Dayalji Vanraavan Kotecha	Application no. 3410353 Dated: November 16, 2016	Opposed

Sr. No.	Trademark/ Copyright	Class	Nature of Trademark / Copyright	Owner	Application Number and Date	Status
3.	Trademark	30	Double Haathi 	Dayalji Vanraavan Kotecha	Application no. 1714109 Dated: July 24, 2008	Registered*
4.	Copyright	Artistic Work		M/s. Madhusudan & Co	Application No: 125033/2018 Dated: March 16, 2018	Registered

**The said trademarks are registered in the name of our promoter and director Dayalji Vanraavan Kotecha and our company has made the applications for trademark assignment from the respective trademark owners in the name of the company.*

IMMOVABLE PROPERTIES

Details of our immovable properties are as below:-

Sr. No.	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensor/Seller
1	F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar Jamnagar-361001	Registered Office and Factory	Leased	Agreement to Lease executed between Vijaybhai Vanraavanbhai Kotecha and Madhusudan Masala Private Limited dated June 03, 2022. Term of this deed is 20 years.
2	Grain Market, Opp chamber hall, Jamnagar 361001	Retail and wholesale outlet	Owned	Agreement of sale executed between Shri Rashmikant Valjibhai Papat, Shri Govindbhai Pragjibhai Morjriya, Shri Amrutlal Bhagavanjibhai Kariya (Seller) and M/s. Madhusudhan & Company (Buyer) vide agreement dated January 15, 2005
3	203, City Point, Opp Townhall circle, Townhall, Jamnagar District, Gujarat- 361001	Given on Rent	Owned	Agreement of sale executed between Shree Umeshbhai Sankarbhai Bhanusali (Seller) and M/s Madhusudhan and Co. (Buyer) vide agreement dated May 28, 2003
4	Jamnagar City, Near Paviya Chowk, Khadiya Fadiya, Nr. City Survey Main Division, 361006	Godown	Owned	Agreement of sale executed between Shri Dayadji Vrundavan Kotcha and Shri Vijaykumar Vrundavan Kotcha (Sellers) and M/s Madhusudhan and Co. (Buyer) vide agreement dated July 11, 1991
5	Shop no.4 ground floor, Jyot tower, Near parsi agiyari Town Hall Jamnagar 361001	Plan to open retail outlet	Owned	Agreement of sale executed between M/s K.K Builders (Sellers) and M/s Madhusudhan and Co. (Buyer) vide agreement dated April 28, 2006
6	4367 Opp. Dholia pir dargah, Nageshwar main road, Jamnagar 361001	Old manufacturing facility of the company which is now closed. No identifiable Future plans for the said property	Owned	Agreement of sale executed between Koli Chaman Nanji (Seller) and M/S. Madhusudan and Co, (Buyer) dated August 17, 1992
7	Plot No. 16/A, Nageshwar Colony, Near Vora Hazira, Jamnagar Opp. Dholia pir dargah, Nageshwar main road, Jamnagar 361001		Owned	Agreement of sale executed between Koli Monghiben Nanjibhai (Seller) and M/s Madhusudhan and Co. (Buyer) vide agreement dated February 20, 2014
8	Res.No.291 District Panchayat Office, Jamnagar Bean Farming Order No.Rev/3/NA/		Owned	Agreement of sale executed between Shri Mansukhlal Ratilal Visharoliya, Shri Ashwinkumar Ratilal Veesharoliya, Shri

Sr. No.	Details of the Property	Actual Use	Owned/ Leased	Details of Lessor/Licensor/Seller
	Reg:45/65-66-Nageshwar Opp. Dholia pir dargah, Nageshwar main road, Jamnagar 361001			Bipinkumar Ratilal Veesharoliya, Smt.Hansaben Kishorebhai Chhaniyara, Smt. Dheerajben Mahendrabhai Valambiya, Smt. Anilaben Arvindbhai Jadwani, Smt. Dinaben Bipinbhai Bakraniya (Seller) and M/s Madhusudhan and Co. (Buyer) vide agreement dated May 06, 2014
9	State of Gujarat, District Jamnagar, City Jamnagar, outside the limits of Metropolitan Municipality Nageshwar Colony located in Res. No. Out of 21 Non- Agriculture plots, 16-"A" Opp. Dholia pir dargah, Nageshwar main road, Jamnagar 361001		Owned	Agreement of sale executed between - Kodi Nanji Lakhman (Seller) and M/s Madhusudhan and Co. (Buyer) vide agreement dated July 24, 1992

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled **“Government and other Approvals”** on page 206 of this Prospectus -

BUSINESS RELATED

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

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA seeks to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India (“FSSAI”) for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption.

The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. Under Section 31 of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

The enforcement of the FSSA is generally facilitated by ‘state commissioners of food safety’ and other officials at a local level. Under Section 51 of the FSSA, any person who manufactures sub-standard food for human consumption is liable to pay a penalty which may extend up to ₹ 5,00,000. FSSA has defined sub-standard as, an article of food which does not meet the specified standards but not so as to render the article of food unsafe. The provisions of the FSSA require every distributor to be able to identify any food article by its manufacturer, and every seller by its distributor that should be registered under the FSSA and every entity in the sector is bound to initiate recall procedures if it finds that the food marketed has violated specified standards. Food business operators are required to ensure that persons in their employment do not suffer from infectious or contagious diseases. The FSSA also imposes liabilities upon manufacturers, packers, wholesalers, distributors and sellers requiring them to ensure that, inter alia, unsafe and misbranded products are not sold or supplied in the market.

Furthermore, to address certain specific aspects of the FSSA, the FSSAI has framed several regulations including the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011.

The FSSAI has also framed the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘the food safety officer’ and ‘the food analyst’ and procedures of taking extracts, seizure, sampling and analysis.

Further, FSSAI has issued guidance note on ‘Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic’ (“**Guidance Note**”) with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It, inter alia, mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premise. The Guidance Note prescribes guidelines for the management of the food establishment to handle a Covid-19 suspect/positive case in accordance with the guidelines issued by Ministry of Health and Family Welfare and clean and disinfect the premises accessed by the suspected Covid-19 case.

The Guidance Note further mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulation, 2011 (“**Schedule**”). The Schedule enumerates multiple compulsory measures to be adopted by food business operators in the interest of human nutrition, safety and hygiene.

Legal Metrology Act, 2009 (“LM Act”)

The LM Act aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, verification of weights and measures used, and lists penalties for offences and compounding of offences under it. The Controller of Legal Metrology Department is the competent authority to grant the licence under the LM Act. Any manufacturer dealing instruments for weights and measuring of goods must procure a license from the state department under the LM Act. Any non-compliance or violation under the LM Act may result in inter alia a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodities Rules”)

The Packaged Commodities Rules was framed under Section 52(2) (j) and (q) of the Metrology Act and lay down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A “pre-packaged commodity” means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (the “BIS Act”) provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act provides for establishment of Bureau of Indian Standards which will formulate, implement and certify certain standards of quality for goods, services, articles, processes and systems. The Government of India, through Ministry of Consumer Affairs, Food & Public Distribution and the Ministry of Electronics & Information Technology, amongst others, regulate manufacturing or storing for sale, import, selling or distribution of goods which do not conform to the Indian Standard specified in the BIS Act, by way of passing orders. The orders can provide for compulsory registration for undertaking any of the specified activities relating to an identified category of product.

The Agricultural Produce Marketing Legislations

The agricultural produce marketing legislations enacted by state governments regulate marketing of agricultural, horticultural, livestock products and certain other produce in market areas and establishes market committees for every market area in the state to regulate transactions in agricultural produce. It provides for the organization and composition of committees and their powers and functions which include, granting licenses to operate in the market, provide for necessary facilities in the market area, regulate and control transactions in the market and admissions to the market.

Agricultural Produce (Grading and Marketing) Act, 1937 (Agmark):

The Directorate of Marketing and Inspection enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as Agmark' standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agricultural and allied commodities. These are known as "Agmark" Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standard laid down by DMI are allowed to use "Agmark" labels on their products.

The Essential Commodities Act, 1955

The Essential Commodities Act, 1955 (the “ECA”) gives powers to the Government of India to control the production, supply and distribution of certain essential commodities for *inter alia* securing their equitable distribution and availability at fair prices. Using the powers under it, various ministries/ departments of the Indian government have issued control orders for regulating production, distribution, trading, quality aspects, movement and prices pertaining to commodities which are essential and administered by them, including for essential commodities such as food grains, edible oils, sugar and drugs. Penalties in terms of fine and imprisonment are prescribed under the ECA for non-compliance of its provisions.

The Essential Commodities (Amendment) Act, 2020 (“Amendment Act”), which is yet to be implemented, provides the Government of India to regulate the supply of certain food items including edible oils only under extraordinary circumstances which may include war, famine, extraordinary price rise and natural calamity of grave nature. The Amendment Act requires that imposition of any stock limit on agricultural produce must be based on price rise. Further, a stock limit may be imposed only if there is: (i) a 100% increase in retail price of horticultural produce; and (ii) a 50% increase in the retail price of non-perishable agricultural food items. The increase will be calculated over the price prevailing immediately preceding twelve months, or the average retail price of the last five years, whichever is lower.

The Farmers’ Produce Trade and Commerce (Promotion and Facilitation) Act, 2020 (“Farmers’ Act”)

The Farmers’ Act was enacted with an objective of facilitating freedom of choice in relation to the sale and purchase of farmers’ produce through, *inter alia*, competitive trading channels and efficient barrier-free inter-state and intra-state trade and commerce outside physical premises of the markets. In terms of the Farmers’ Act, any person (other than individual) is entitled to establish an electronic trading platform for trade and commerce of farmers’ produce.

The Farmers (Empowerment and Protection) Agreement on Price Assurance and Farm Services Act, 2020 (“Farmers’ Agreement Act”)

The Farmers’ Agreement Act was enacted with an objective to provide a national framework on agreements to protect the interests of farmers for farm services and products at a mutually agreed prices in a fair and transparent manner. The Farmers’ Agreement Act provides for framework and essential terms of the agreements to be entered into with the farmers and prescribes a price to be paid for the farming services and products. Further, a registration authority has also been prescribed to be established for facilitating framework for registration of farming agreements.

On January 12, 2021, the Supreme Court of India has stayed the implementation of the Farmers’ Act and Farmers’ Agreement Act.

Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019

The Gujarat Shops & Establishments Act 1948 (Old Act) stands repealed with the notification of the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act 2019 (New Act) on 1 May 2019 (Effective Date) by the Government of Gujarat.

The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act is an act that regulates the working conditions of employees in shops and commercial establishments in the Indian state of Gujarat. The act provides guidelines and regulations for payment of wages, terms of service, work hours, leave, holidays, and more to ensure the protection of employee rights. The act also prohibits hawking before and after closing hours of shops and allows commercial establishments to operate for 24 hours in a day. The act has undergone reforms in the past, and a new version called the Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019 was introduced to bring about further changes and reforms.

Gujarat Fire Prevention and Life Safety Measures Act, 2013

The state legislatures have also enacted fire control and safety rules and regulations such as the Gujarat Fire Prevention and Life Safety Measures Act, 2013 and its Rules and Regulation, which is applicable to our manufacturing units. The legislation includes provisions in relation to provision of fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

Consumer Protection Act, 1986 (“CPA”)

CPA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. CPA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. CPA provides for a three - tier consumer grievance redressal mechanism at the national, state and district levels. Non - compliance of the orders of these authorities attracts civil and or criminal penalties.

Prevention of Black Marketing and Maintenance of Supplies Act, 1980

To make matters worse, in 1980 came the "Prevention of Black Marketing and Maintenance of Supplies Act." It is an "Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith".

STATUTORY LEGISLATIONS

Companies Act, 2013 (the “Companies Act”)

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years;

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and

states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. Tax payers with an aggregate turnover of Rs. 20 lakhs would be exempted from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year up to Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

Central Excise Act, 1944

Excise duty is levied on production of goods but the liability of excise duty arises only on removal of goods from the place of storage, i.e., factory or warehouse. Unless specifically exempted, excise duty is levied even if the duty was paid on the raw material used in production.

ENVIRONMENTAL LAWS AND REGULATIONS

We are subject to various environmental laws and regulations as the operation of our establishments might have an impact on the environment. The basic purpose of such statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards (“PCBs”), have been set up in each state and at a central level. Establishments, as prescribed under various regulations are required to obtain consent orders from the PCBs. These consent orders are required to be renewed periodically.

The Environment Protection Act, 1986 (the “Environment Protection Act”) and The Environment (Protection) Rules, 1986 (the “Environment Protection Rules”)

The Environment Protection Act was enacted to act as an “umbrella” legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution.

The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane - based water purification system which, if passed, shall be applicable to all filtration - based purification or wastewater treatment system, where polymer - based membrane is used and discarded at the end of its life.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned state PCB. The Water Act also provides that the consent of the concerned state PCB must be obtained prior to establishing any industry, operations or any treatment and disposal system, which is likely to discharge sewage or effluent into a water body.

Water (Prevention & Control of Pollution) Cess Act, 1977 (“Water Cess Act”) and Water (Prevention & Control of Pollution) Cess Rules, 1978 (“Water Cess Rules”)

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries by local authorities constituted under the Water Act, with a view to augment the resources of the central and state PCBs for the prevention and control of water pollution. The Water Cess Rules have been

notified under Section 17 of the Water Cess Act and provide, inter alia, standards for meters and places where they are to be affixed and the furnishing of returns by consumers.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act requires that any industry or institution emitting smoke or gases must apply in a prescribed form and obtain consent from the state PCB prior to commencing any activity. The state PCB is required to grant, or refuse, consent within four months of receipt of the application. The consent may contain conditions relating to specifications of pollution control equipment to be installed.

Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term “hazardous waste” has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an “occupier”. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Plastic Waste Management Rules, 2016

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency.

The Public Liability Insurance Act, 1991 (the “PLI Act”)

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner shall contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

INTELLECTUAL PROPERTY LEGISLATIONS:

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- i. The Trademarks Act, 1999*
- ii. Design Act, 2000*
- iii. Indian Copyright Act, 1957*

The Trade Marks Act, 1999 (the “Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the

law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, and rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Design Act, 2000 (“Design Act”)

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

INDUSTRIAL, LABOUR LAWS AND OTHER LAWS

We are subject to various labour and industrial laws for the safety, protection, condition of working, employment terms and welfare of labourers and/or employees of us.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

Factories Act, 1948 (the “Factories Act”)

Factories Act, 1948 regulates the provisions relating to labour in factories. The Factories Act defines a factory as any premises on which ten or more workers are employed or were employed on any day of the preceding twelve months and on which an electronic manufacturing process is carried on. Further, it also includes any premises on which twenty or more workers are employed or were employed on any day of the preceding twelve months and on which a manufacturing process is ordinarily carried on without the use of electricity. The applicant needs to submit the prior plans and obtain the approval of the respective State Government for the establishment, registration and licensing of factories. The provisions for the same are contained in the rules made by the respective State Governments. The Factories Act provides for provisions relating to health and safety, cleanliness and safe working conditions. Employment of women and children in the factories is prohibited under the Factories Act.

The Ministry of Labour and Employment proposes to amend the Factories Act, 1948 vide Office Memorandum dated June 5, 2014 wherein it is proposed to redefine the term hazardous process as a process in which a hazardous substance is used and the term hazardous substance would have the same meaning as assigned in the Environment Protection Act, 1986. An Occupier would now be required to take permission from the State Government for expansion of a factory within certain prescribed limits. Various safety precautions have been taken by the State Government to prevent persons to enter any confined space unless a written certificate has been given by a competent person and such person is wearing a suitable breathing apparatus. The occupier of a factory which is engaged in a hazardous process is required to inform the Chief Inspector within 30 days before the commencement of such process. An Inquiry Committee will be appointed by the Central Government to inquire into the standards of health and safety observed in the factory.

Consumer Protection Act, 2019 (the “Consumer Protection Act”) and rules made thereunder.

The Consumer Protection Act was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, amongst other things, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” under the Consumer Protection Act includes persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

Industrial (Development and Regulation) Act, 1951

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum (“IEM”) with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947 (Industrial Disputes Act) provides for mechanism and procedure to secure industrial peace and harmony by investigation and settlement of industrial disputes by negotiations. The Industrial Disputes Act extends to whole of India and applies to every industrial establishment carrying on any business, trade, manufacture or distribution of goods and services irrespective of the number of workmen employed therein. Every person employed in an establishment for hire or reward including contract labour, apprentices and part time employees to do any manual, clerical, skilled, unskilled, technical, operational or supervisory work, is covered by the Act. The Act also provides for (a) the provision for payment of compensation to the Workman on account of closure or layoff or retrenchment. (b) the procedure for prior permission of appropriate Government for laying off or retrenching the workers or closing down industrial establishments (c) restriction on unfair labour practices on part of an employer or a trade union or workers.

Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (standing orders) Act requires employers in industrial establishments to formally define conditions of employment under them. It applies to every industrial establishment wherein 100 (reduced to 50 by the Central Government in respect of the establishments for which it is the Appropriate Government) or more workmen are employed. The Act calls for the submission of such conditions of work to the relevant authorities for their approval.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees

engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 as amended (the Payment of Wages Act) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a factory, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than Rs. 6,500 per month.

Employees' Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (PF Act), provides that every establishment employing more than 20 (twenty) persons, either directly or indirectly, in any other capacity whatsoever, is covered by the provisions of the PF Act. The employer of such establishment is required to make a monthly contribution matching to the amount of the employee's contribution to the provident fund. It is also mandatory requirement to maintain prescribed records and registers and filing of forms with the PF authorities. The PF Act also imposes punishments on any person who violate any of the provisions of the schemes made under the PF Act and specifically on employers who contravene or default in complying with certain provisions of the PF Act. If the person committing an offence is a company, every person, who at the time the offence was committed was in charge of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be prosecuted accordingly.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus specified under the Act to the employees. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

Employees' State Insurance Act, 1948

It is an Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines-Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

The Apprentices Act, 1961

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship

training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

The Workmen Compensation Act, 1923 (“WCA”)

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

The Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

Municipality Laws

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the

Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Approvals from Local Authorities

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

Transfer of Property Act, 1882

The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

FEMA Regulations

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectorial caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectorial limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") & Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

The Arbitration & Conciliation Act, 1996

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award

and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

The Code of Criminal Procedure Code, 1973

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1st April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty.

Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

The Code of Civil Procedure, 1908

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

HISTORY AND CORPORATE STRUCTURE

Brief history of our Company:

Our Company was originally formed as a partnership firm registered under the Indian Partnership Act, 1932 with Registrar of Firms, Gujarat in the name and style of “M/s. Madhusudan & Co.”, pursuant to a deed of partnership entered between Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha in 1982. Further “M/s. Madhusudan & Co.” was converted from partnership firm to a Private Limited Company under Part I of chapter XXI of the Companies Act, 2013 in the name of “Madhusudan Masala Private Limited” vide Certificate of Incorporation dated December 14, 2021, bearing registration No. 127968 issued by Registrar of Companies, Central Registration Centre and CIN No. U15400GJ2021PTC127968. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 15 2023 and consequently the name of our Company was changed from “Madhusudan Masala Private Limited” to “Madhusudan Masala Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 29, 2023 by the Registrar of Companies, Ahmedabad bearing Corporate Identification Number U15400GJ2021PLC127968.

Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 99, 86, 130, 155 and 193 respectively of this Prospectus.

Address of the Registered Office:

Registered Office and Manufacturing Unit	F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar- 361001, Gujarat, India.
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Changes in Registered Office of the Company since Incorporation:

There has not been any change in our Registered Office since incorporation till the date of this Prospectus.

Main Objects of Memorandum of Association:

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our Company are as follows:

1. To carry on in India or abroad the business of floriculture, agriculture, horticulture, sericulture, tissue culture, apiculture, periculture, Plant tissue culture, cell culture, seeds by cultivation and farming on land, water or in special chambers and to plant, grow, cultivate, produce, rise, develop, purchase, sell, import, export, protect, store, commercialize and to act as an agent auctioneer or commission agent for the items or to deal in or turn to account dispose of any kind of seeds, crops, grains, oilseeds, leaves, grass, timers, fruits, vegetables, by products, waste and residues and to plant, grow, cultivate, nurse and develop all kinds of herbs, plants, trees, flowers as may be required as a raw material, intermediates or consumable for the manufacturing, processing or for dealing in the products of the company and generally to undertake and carry out all agricultural, floriculture, horticulture, aquaculture, sericulture, tissue culture, apiculture periculture and allied works and to buy or taken on lease waste lands for reclamation and further cultivation on the same, production, propagation of genetically homogeneous, improved crop varieties with high yield potential, resistance against pests. To prepare, manufacture, process, market, trade, import, export, improve, sell or deals with agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.
2. To carry on the business to manufacture, produce, import, export, buy, sell, market, process, prepare, research, crush, refine, blend, filter, deodorize, disintegrate, clean, recover, amalgamate, mix, convert, purify, commercialize, grade, compound, disinfect, derive, excavate, explore and extract all types of seeds, vegetable seeds, by-products, substances, ingredients, solvent extractions, and residues from all kinds of seeds, cotton seeds, soya beans, groundnuts, castors, linseeds, sunflowers, coconuts, repressed, almond, sesame, mustard, sea seed, grapessed, mahuha, sal, rice bran ghani, and to act as agent, broker, adatia, warehouser, stockiest, distributor, marketing man,

job worker, importer, exporter, buyer, seller, franchiser, agent, concessionaire, transporter, supplier, consigner and dealer in all types of seeds, oil seeds, substances, stock, husks and all other allied materials of whatsoever nature.

3. To manufacture, agriagri market, trade, import, export, improve, sell, food products which inter alia include but is not limited to pickles, spices made of chilies, pepper, cloves, turmeric, vegetables, herbs, roast coffee, blend tea, and manufacture coffee and tea concentrates and other food items derived from agricultural or farming activities.
4. To carry on in India or elsewhere the business to manufacture, process, prepare, disinfect, fennentate, compound, mix, clean, wash, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, improve, buy, sell, resell, import, export, transport, distribute, store, dispose, develop, handle, manipulate, market, supply and to act as agents, job workers, representatives, consultants, collaborators, stockiest, or otherwise deal in all types, descriptions, tastes, used and packs of consumer food items, their by-products, ingredients, derivatives, residues including foods and vegetables and nonvegetable, marine foods, forest foods, agricultural foods, all types of chips, corn products, other extruded products, packed foods, wheat flour, and other flour, and all kinds of food and food products, jams, jelly, squashes, pickles, spices, sausages, frozen foods, dehydrated foods, pre-cooked foods, canned foods, diet foods/drinks, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, cereal products and any other food products in and outside India.
5. To manufacture, market, trade, import, export, improve, process, sell, food products which inter alia include but is not limited to all categories of whole spices, organic, spice mixes, spice blends, freeze dried, curry powders/mixtures, oleoresins, extracts, essential oils, spice in brine, pepper, cloves, turmeric, black pepper, cardamom, vegetables, herbs and other food items and carry on the business of canners, preservers, growers of fresh and/or preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, mineral waters, fluids and other and generally to carry on the manufacturing of pickles, chutney, masalas, mixtures, spice powders including but not limited to turmeric powder, chili powder, coriander powder, cumin etc., vinegars, ketchups, juices, custard powder, powder (edible) drinks, beverages, gelatins, essences, ice creams, milk preparations, table delicacies and other eatables.
6. To carry on the business in India and elsewhere to construct, build, establish, run, erect, promote, undertake, acquire, lease, sale, purchase, own, operate, manage, renovate, recondition, maintain, keep and to run the cold storage, multipurpose cold storage, storage chambers, ice chambers, go-downs, warehouse, refrigeration houses and freezing houses for storing, warehousing, keeping, preserving of all kinds of seeds, spices, fruits and vegetables.

Amendments to the Memorandum of Association:

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Amendments
April 13, 2022	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹ 1.00 Lakh divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 5.00 Crore divided into 50,00,000 Equity Shares of ₹ 10/- each.
April 15, 2023	EGM	Conversion of our Company from Private Limited to Public Limited Company. Consequently, Name of the Company has been changed from “Madhusudan Masala Private Limited” to “Madhusudan Masala Limited” vide a fresh certificate of incorporation dated April 29, 2023 issued by the Registrar of Companies, Ahmedabad and bearing CIN U15400GJ2021PLC127968
May 01, 2023	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹ 5.00 Crore divided into 50,00,000 Equity Shares of ₹ 10/- each to ₹14.00 Crore divided into 1,40,00,000 Equity Shares of ₹ 10/- each.

Adoption of new set of Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association in accordance with the applicable provisions of the Companies Act 2013, at the Extra Ordinary General Meeting of the Company held on April 15, 2023.

Major events and milestones of our Company:

The table below sets forth some of the major events in the history of our company:

Year	Key Events / Milestone / Achievements
1982	Established Partnership firm in the name of M/s. Madhusudan and Co.
2000	Received AGMARK certification for our spices from Agriculture Produce (Grading and marketing) Act, 1937
2003	Launched “MAHARAJA” brand for sale of spices like Chilli Powder.
2015	Started current manufacturing unit situated at Industrial Area Hapa, Near Jamnagar. Got HACCP, ISO 9001 and ISO 22000 certifications for this factory unit
2016	Received FSSAI License
2021	Conversion of Partnership Firm into Company in the name of “Madhusudan Masala Private Limited”
2022	Initiated set up of multi commodity agri products cold storage with capacity of 4029 MT.
2023	Conversion of Private Company to Public Limited Company

Other details about our Company:

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” on pages 99, 193 and 79 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page 130 and 61 of the Prospectus respectively.

Capital Raising (Debt/ Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page 61 of the Prospectus.

For a description of our Company’s debt facilities, see “*Statement of Financial Indebtedness*” on page 189 of the Prospectus.

Lock-out or strikes:

There have been no lock-outs or strikes in our Company since inception.

Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

Our Holding Company:

As on the date of this Prospectus, our Company does not have holding company.

Our Subsidiary Company:

As on the date of this Prospectus, our Company does not have Subsidiary company.

Our Associates Company:

As on the date of this Prospectus, our Company does not have Associate company

Our Joint Ventures:

As on the date of this Prospectus, our Company does not have any Joint Ventures.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation and location of plants

For information on key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, please see the section titled “*Our Business*” on page 99 of this Prospectus.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. if any, in the last ten years:

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Prospectus.

Injunction or Restraining Order:

Except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on page of 203 this Prospectus, there are no injunctions/restraining orders that have been passed against our Company.

Number of shareholders of our Company:

Our Company has Seven (7) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 61 of the Prospectus.

Changes in the Management:

For details of change in Management, please see chapter titled “*Our Management*” on page 130 of the Prospectus.

Shareholders Agreements:

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

Collaboration Agreements:

As on date of this Prospectus, Our Company is not a party to any collaboration agreements.

Material Agreement:

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

Strategic or Financial Partners:

Our Company does not have any strategic or financial partners as on the date of this Prospectus.

Time and Cost Overruns in Setting up Projects:

There has been no time/ cost overrun in setting up projects by our Company.

Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus.

Other Agreements:

i. Non-Compete Agreement:

Our Company has not entered into any Non- compete Agreement as on the date of filing of this Prospectus.

ii. Joint Venture Agreement:

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.

OUR MANAGEMENT

Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, designation, Age, Date of Birth, Address, Experience, Occupation, Qualification, Current Term, Date of Appointment and DIN	Other Directorships
<p>Rishit Dayalaji Kotecha</p> <p>Designation: Chairman and Managing Director</p> <p>Age: 42 years</p> <p>Date of Birth: September 05, 1981</p> <p>Address: 2/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City, Gujarat-361008</p> <p>Experience: 20 Years</p> <p>Occupation: Business</p> <p>Qualification: B.Sc Graduate with special subjects Physics and Instrumentation</p> <p>Current Term: For a period of five years, with effect from February 22, 2023, liable to retire by rotation</p> <p>Period of Directorship: w.e.f February 15, 2023</p> <p>DIN: 00062148</p>	<p>Madhusudan Auto-Biz Private Limited</p> <p>Madhusudan Agri Processing and Cold storage Private Limited</p> <p>Mangalya Infrabuild LLP</p>
<p>Hiren Vijaykumar Kotecha</p> <p>Designation: Whole- Time Director</p> <p>Age: 37 years</p> <p>Date of Birth: October 08, 1985</p> <p>Address: Block -67/B, Opp. N.C.C office, Paras society, Jamnagar, Dangarvada Patel Colony, Jamnagar, Gujarat- 361008</p> <p>Experience: 20 Years</p> <p>Occupation: Business</p> <p>Qualification: B.com</p> <p>Current Term: For a period of five years, with effect from February 22, 2023, liable to retire by rotation</p> <p>Period of Directorship: w.e.f February 15, 2023</p> <p>DIN: 02519243</p>	<p>Madhusudan Auto-Biz Private Limited</p> <p>Madhusudan Agri Processing and Cold storage Private Limited</p> <p>Mangalya Infrabuild LLP</p>
<p>Dayalji Vanrajan Kotecha</p> <p>Designation: Non-Executive Director</p> <p>Age: 75 years</p>	<p>Madhusudan Auto-Biz Private Limited</p>

<p>Date of Birth: June 05, 1948</p> <p>Address: B/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City, Gujarat-361008</p> <p>Experience: 41 years</p> <p>Occupation: Business</p> <p>Qualification: Primary School Education</p> <p>Current Term: w.e.f July 01, 2023, liable to retire by rotation</p> <p>Period of Directorship: w.e.f July 01, 2023</p> <p>DIN: 00062412</p>	
<p>Vijaykumar Vanravan Kotecha</p> <p>Designation: Non- Executive Director</p> <p>Age: 66 Years</p> <p>Date of Birth: October 17, 1956</p> <p>Address: Block Number- B/67, Paras Society, Opp. Home Guard Office, Dangarvada, Patel Colony, Jamnagar, Gujarat- 361008</p> <p>Experience: 41 years</p> <p>Occupation: Business</p> <p>Qualification: Primary School Education</p> <p>Current Term: w.e.f July 01, 2023, liable to retire by rotation</p> <p>Period of Directorship: w.e.f July 01, 2023</p> <p>DIN: 02519234</p>	<p>Madhusudan Auto-Biz Private Limited</p>
<p>Foram Rishit Kotecha</p> <p>Designation: Non- Executive Director</p> <p>Age: 41 Years</p> <p>Date of Birth: November 30, 1981</p> <p>Address: 2/21 Paras Society, Bedi Bundar Road, Near Geeta Mandir, Jamnagar City- 361008, Gujarat</p> <p>Experience: 10 years</p> <p>Occupation: Business</p> <p>Qualification: B. Sc. & Diploma in Food and Nutrition</p> <p>Current Term: w.e.f April 15, 2023, liable to retire by rotation</p> <p>Period of Directorship: w.e.f April 04, 2023</p>	<p>Nil</p>

DIN: 10061711	
<p>Mayuri Hiren Kotecha</p> <p>Designation: Non- Executive Director</p> <p>Age: 35 Years</p> <p>Date of Birth: September 09, 1988</p> <p>Address: Block Number- B/67, Paras Society, Opp. Home Guard Office, Dangarvada, Patel Colony, Jamnagar, Gujarat- 361008</p> <p>Experience: 10 years</p> <p>Occupation: Business</p> <p>Qualification: Higher Secondary</p> <p>Current Term: w.e.f May 01, 2023 liable to retire by rotation</p> <p>Period of Directorship: w.e.f April 29, 2023</p> <p>DIN: 10076493</p>	Nil
<p>Hasmukhbhai Ishwarlal Hindocha</p> <p>Designation: Independent Director</p> <p>Age: 61 years</p> <p>Date of Birth: June 07, 1962</p> <p>Address: Block- 41, Shantivan Society-1, Opp. G.D. Shah School, Lalvadi, Jamnagar-361001, Gujarat</p> <p>Experience: 19 years</p> <p>Occupation: Professional</p> <p>Qualification: B. Com, L.L.B</p> <p>Current Term: For a period of 5 years with effect from April 29, 2023, not liable to retire by rotation</p> <p>Period of Directorship: w.e.f April 29, 2023</p> <p>DIN: 09453805</p>	Goa Shipyard Limited
<p>Parth Bipin Sukhparia</p> <p>Designation: Independent Director</p> <p>Age: 52 years</p> <p>Date of Birth: April 09, 1971</p> <p>Address: 13/14 Patrakar Society, Taluka Panchayat Office Same, Jamnagar-361001, Gujarat</p> <p>Experience: 28 years</p> <p>Occupation: Professional</p>	Nil

<p>Qualification: B. com, LLB</p> <p>Current Term: For a period of 5 years with effect from April 29, 2023, not liable to retire by rotation</p> <p>Period of Directorship: w.e.f. April 29, 2023</p> <p>DIN: 10118279</p>	
<p>Chintan Ashokbhai Mehta</p> <p>Designation: Independent Director</p> <p>Age: 32 years</p> <p>Date of Birth: April 14, 1991</p> <p>Address: 2 Vardhaman Apartment, Pathak Fali, Anadabava Chaklo, Jamnagar, Gujarat-361001</p> <p>Experience: 10 years</p> <p>Occupation: Professional</p> <p>Qualification: M.Com</p> <p>Current Term: For a period of 1 year w.e.f July 01, 2023, not liable to retire by rotation</p> <p>Period of Directorship: w.e.f July 01, 2023.</p> <p>DIN: 05355776</p>	<p>Sonu Infratech Limited</p>

Brief Profile of Directors:

Rishit Dayalaji Kotecha aged 42 years is the Promoter and Chairman and Managing Director of our Company. He has an experience of around 20 years in the spices industry. He has completed B.Sc. in Physics and Instrumentation from D.K.V. Arts and Science College, Jamnagar in the year 2003. He has a wide knowledge in marketing and finance activities and looks after financial, compliance and marketing activities of the company. He is a second-generation entrepreneur and plays a pivotal role in business planning and development along with the overall management of the Company. He drives the organization's goals and visions with a keen eye on industry trends and business strategies.

Hiren Vijaykumar Kotecha aged 37 years is the Promoter and Whole Time Director of our Company. He has an experience of around 20 years in the spices industry. He has completed his Bachelor's degree in Commerce. He looks after planning, operations and packaging activities of the company. He is a second-generation entrepreneur and is responsible for the expansion and overall management of the business of our Company.

Dayalji Vanraavan Kotecha aged 75 years is the Promoter and Non- Executive Director of our Company. He is the founder of the company and has an experience of around 41 years in the spices industry.

Vijaykumar Vanraavan Kotecha aged 66 years is the Promoter and Non- Executive Director of our company. He is the founder of the company and has an experience of around 41 years in the spices industry.

Foram Rishit Kotecha aged 41 years is the promoter and Non- Executive Director of our Company. She has completed her Bachelor of Science in the Zoology from D.K.V. Arts and Science College, Jamnagar in the year 2003. She has completed her diploma in Food and Nutrition in the year 2006 from Indira Gandhi National Open University. She has an overall experience of 10 years in the field of food testing, recipe development of spices products.

Mayuri Hiren Kotecha aged 35 years is the promoter and Non- Executive Director of our Company. She has completed Higher Secondary Certificate Examination from Gujarat Board, Gandhinagar in the year 2003. She has an overall experience of 10 years in field of real estate management.

Hasmukhbhai Ishwarlal Hindocha aged 61 years is the Independent Director of our Company. He has completed his graduation in commerce from Saurashtra University in the year 1984 and has passed his LLB from Saurashtra University in the year 1987. He has an overall experience of 19 years in the field of law as advocate.

Parth Bipin Sukhparia aged 52 years is the Independent Director of our Company. He has completed his graduation in commerce from Saurashtra University in the year 1993 and has completed LLB from Saurashtra University in the year 1996. He has an overall experience of 28 years in the field of media consultant, writer and journalist.

Chintan Ashokbhai Mehta aged 32 years is the Independent Director of our company. He has completed Master of Commerce from Saurashtra University in the year 2013. He has an overall experience of 10 years in the field of accounting.

Confirmations:

As on the date of this Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- d) None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No	Name of Director	Nature of Relationship
1.	Rishit Dayalaji Kotecha	Son of Dayalji Vanravan Kotecha and Spouse of Foram Rishit Kotecha
2.	Hiren Vijaykumar Kotecha	Son of Vijaykumar Vanravan Kotecha and Spouse of Mayuri Hiren Kotecha
3.	Dayalji Vanravan Kotecha	Father of Rishit Dayalaji Kotecha and Brother of Vijaykumar Vanravan Kotecha
4.	Vijaykumar Vanravan Kotecha	Father of Hiren Vijaykumar Kotecha and Brother of Dayalji Vanravan Kotecha
5.	Foram Rishit Kotecha	Spouse of Rishit Dayalaji Kotecha
6.	Mayuri Hiren Kotecha	Spouse of Hiren Vijaykumar Kotecha

Arrangements with major Shareholders, Customers, Suppliers or Others:

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.

Service Contracts:

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

Details of Borrowing Powers of Directors:

Pursuant to a Board resolution passed at Board Meeting of our Company held on June 04, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/ to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100.00 Crore.

Compensation of our Managing Director & Whole-time Director:

The compensation payable to our Managing Director and Whole-time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director & Whole time Director:

Particulars	Rishit Dayalaji Kotecha	Hiren Vijaykumar Kotecha
Appointment/Change in Designation	Appointed as Director w.e.f February 15, 2023 and re-designated as Chairman and Managing Director w.e.f. February 22, 2023	Appointed as Director w.e.f February 15, 2023 and re-designated as Whole Time Director w.e.f. February 22, 2023
Current Designation	Chairman and Managing Director	Whole- Time Director
Term of Appointment	5 years Liable to Retire by rotation	5 years Liable to Retire by rotation
Remuneration & Perquisites	Upto One Lakh per month	Upto One Lakh per month
Compensation paid in the FY 2022-23	Nil	Nil

Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our directors.

Sitting Fees:

As per Articles of Association of our Company and pursuant to Board Resolution dated July 04, 2023 the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) for attending the Meetings of the Board and Committee thereof shall not exceed Rs. 1,00,000/- (Rupees One Lakh only) per meeting of the Board or Committee thereof, attended by such director.

Shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-issue)
1.	Dayalji Vanraavan Kotecha	16,00,000	16.84
2.	Vijaykumar Vanraavan Kotecha	16,00,000	16.84
3.	Rishit Dayalaji Kotecha	22,86,000	24.06
4.	Hiren Vijaykumar Kotecha	22,86,000	24.06
5.	Foram Rishit Kotecha	8,55,000	9.00
6.	Mayuri Hiren Kotecha	8,55,000	9.00
	Total	94,82,000	99.81

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Prospectus.

We do not have Subsidiary Company as defined under Section 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles. For further details, please refer to Chapter titled “*Our Management*” beginning on page 130 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” on page 189 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section “*Our Management*” or the section titled “*Financial information of the Company – Annexure J- Related Party Disclosure*” beginning on page 130 and 181 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Interest in the property of Our Company:

Our directors do not have any other interest in any property acquired by our Company during the period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

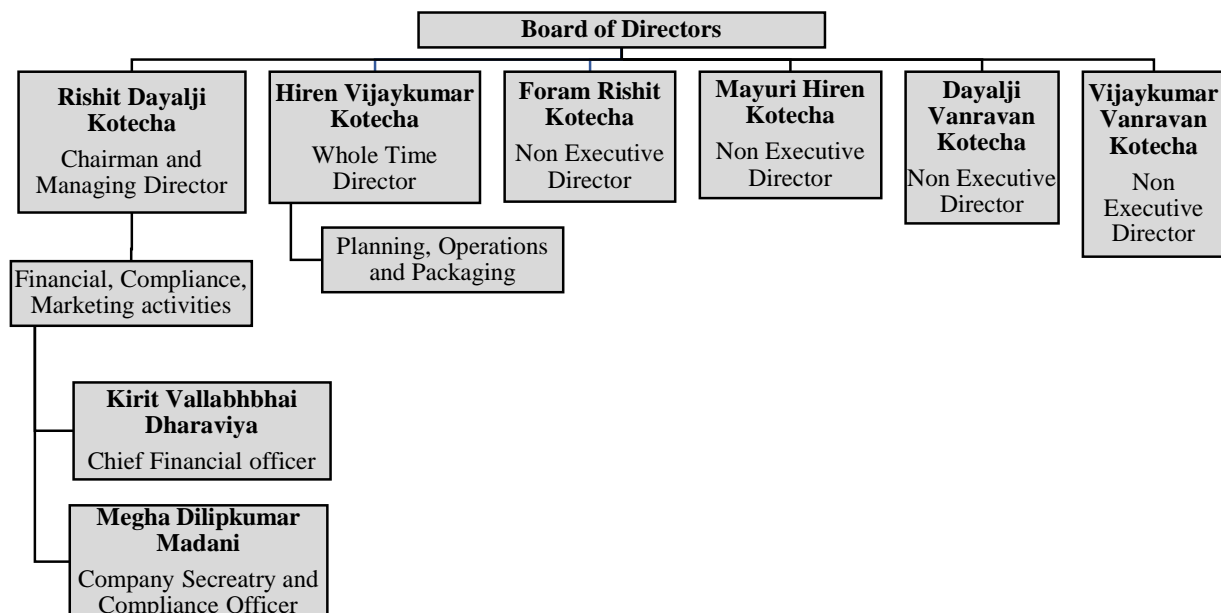
Changes in Board of Directors in Last 3 Years

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Dayalji Vanraavan Kotecha	Resigned w.e.f. April 29, 2023	Cessation	Due to personal reason
Vijaykumar Vanraavan Kotecha	Resigned w.e.f. April 29, 2023		
Rishit Dayalaji Kotecha	Appointed as Director w.e.f January 27, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director w.e.f February 07, 2022	Cessation	Due to personal reason and unavoidable circumstances
	Appointed as Director w.e.f May 19, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director w.e.f November 01, 2022	Cessation	Due to some preoccupations
	Appointed as Additional Director w.e.f February 15, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Redesignated as Chairman and Managing Director w.e.f February 22, 2023 for a term of five years	Change in Designation	
Hiren Vijaykumar Kotecha	Appointed as Director w.e.f January 27, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director	Cessation	Due to personal reason and

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
	w.e.f February 07, 2022		unavoidable circumstances
	Appointed as Director w.e.f May 19, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director w.e.f November 01, 2022	Cessation	Due to some preoccupations
	Appointed as Additional Director w.e.f February 15, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Redesignated as Whole-Time Director w.e.f February 22, 2023 for a term of five years	Change in Designation	
Foram Rishit Kotecha	Appointed as Additional Director w.e.f April 04, 2023 and regularised as Non-Executive Director w.e.f April 15, 2023	Appointment	
Mayuri Hiren Kotecha	Appointed as Additional Non-Executive Director w.e.f April 29, 2023 and regularized as Non-Executive Director w.e.f May 01, 2023	Appointment	
Hasmukhbhai Ishwarlal Hindocha	Appointed as an Additional Independent Director w.e.f April 29, 2023 and regularized as Independent Director for a term of five years w.e.f April 29, 2023	Appointment	
Parth Bipin Sukhparia	Appointed as an Additional Independent Director w.e.f April 29, 2023 and regularized as Independent Director for a term of five years w.e.f April 29, 2023	Appointment	
Dayalji Vanraavan Kotecha	Appointed as an additional Non-executive Director w.e.f. July 01, 2023 and regularised w.e.f July 03, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
Vijaykumar Vanraavan Kotecha	Appointed as an additional Non-executive Director w.e.f. July 01, 2023 and regularised w.e.f July 03, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
Chintan Ashokbhai Mehta	Appointed as an Additional Independent Director w.e.f July 01, 2023 and regularized as Independent Director for a term of one year w.e.f July 01, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -



COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company’s Equity Shares on the NSE Emerge. The requirements pertaining to the Composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committees as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Nine (9) directors of which three (3) are Independent Directors, and we have two women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

1. Audit Committee

Our Company has formed an Audit Committee, vide Board Resolution dated July 04, 2023 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

Name of Director	Status in Committee	Nature of Directorship
Hasmukhbhai Ishwarlal Hindocha	Chairman	Independent Director
Parth Bipin Sukhparia	Member	Independent Director
Rishit Dayalaji Kotecha	Member	Independent Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure of the committee:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

C. Role and Powers:

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
4. Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications and modified opinions in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
7. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;

8. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
13. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussing with internal auditors on any significant findings and follow up thereon;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism;
20. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
22. Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
23. Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) Statement of deviations:

- a) Quarterly/ half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) SEBI Listing Regulations.
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

2. Stakeholders Relationship Committee

Our Company has formed an Stakeholders Relationship Committee vide Board Resolution dated July 04, 2023 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of Director	Status in Committee	Nature of Directorship
Foram Rishit Kotecha	Chairman	Non-Executive Director
Hasmukhbhai Ishwarlal Hindocha	Member	Independent Director
Rishit Dayalaji Kotecha	Member	Managing Director

The Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The scope and function of the Committee and its terms of reference shall include the following:

A. Tenure of the committee:

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

B. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

C. Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company;
5. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company.;

8. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non-receipt of annual report and any other grievance/ complaints with Company or any officer of the Company arising out in discharge of his duties;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

3. Nomination and Remuneration Committee

Our Company has formed Nomination and Remuneration Committee vide Board Resolution dated July 04, 2023 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

Name of Director	Status in Committee	Nature of Directorship
Hasmukhbhai Ishwarlal Hindocha	Chairman	Independent Director
Parth Bipin Sukhparia	Member	Independent Director
Forum Rishit Kotecha	Member	Non- Executive Director

The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries. The scope and function of the Committee and its terms of reference shall include the following:

A.Tenure of the committee:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B.Meetings of the committee:

The committee shall meet as and when the need arises for review of Managerial Remuneration, subject to at least one meeting in a year. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

C.Role of Terms of Reference:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.

- 3.formulation of criteria for evaluation of the performance of independent directors and the Board;
 - 4.devising a policy on diversity of our Board;
 - 5.identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director’s performance;
 - 6.determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 - 7.recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
 - 8.recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
 - 9.recommending to the Board, all remuneration, in whatever form, payable to senior management;
 - 10.performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
 - 11.engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
 - 12.analyzing, monitoring and reviewing various human resource and compensation matters;
 - 13.reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
 - 14.framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law

KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Remuneration paid for F.Y. ended 2022-23 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
Rishit Dayalaji Kotecha Designation: Chairman & Managing Director Educational Qualification: B.Com Term of office: 5 years w.e.f. February 22, 2023	42 years	2023	Nil	20 Years	Nil
Hiren Vijaykumar Kotecha Designation: Whole-Time Director Educational Qualification: B.Com Term of office: 5 years w.e.f. February 22, 2023	37 years	2023	Nil	20 Years	Nil

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Remuneration paid for F.Y. ended 2022-23 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
Kirit Vallabhbhai Dharaviya Designation: Chief Financial Officer Educational Qualification: B.com and Diploma in Taxation and Laws	41 years	2023	Nil	17 Years	Nil
Megha Dilipkumar Madani Designation: Company Secretary and Compliance Officer Educational Qualification: Company Secretary	32 years	2023	Nil	3 years	Sarvesh Gohil & Associates, Jamnagar

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Rishit Dayalaji Kotecha-Please refer to section “**Brief Profile of our Directors**” beginning on page 130 of this Prospectus for details.

Hiren Vijaykumar Kotecha - Please refer to section “**Brief Profile of our Directors**” beginning on page 130 of this Prospectus for details.

Kirit Vallabhbhai Dharaviya-is the Chief Financial Officer of our Company. He has completed his graduation in commerce from V. M. Mehta Muni. Art & Commerce College, Jamnagar in the year 2006. He has also passed diploma in Taxation Laws and Practices from K.P. Shah Law College, Jamnagar in the year 2012. He looks after the overall financial matters of our Company.

Megha Dilipkumar Madani is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary from Institute of Company Secretaries of India. She has 3 years of experience in the secretarial field. She looks after the overall corporate governance and secretarial matters of our Company.

We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Rishit Dayalaji Kotecha and Hiren Vijaykumar Kotecha are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March, 2023.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except:

Sr. No.	Name of the KMP's	No. of Shares held
1	Rishit Dayalaji Kotecha	22,86,000
2	Hiren Vijaykumar Kotecha	22,86,000
	Total	45,72,000

- Presently, we do not have ESOP/ ESPS scheme for our employees.
- The turnover of KMPs is not high, compared to the Industry to which our company belongs.

Payment of benefits to officers of Our Company (non-salary related)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/ rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change in designation/ Cessation	Reason
Rishit Dayalaji Kotecha	Appointed as Director w.e.f January 27, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013.
	Resigned as Director w.e.f February 07, 2022	Cessation	Due to personal reason and unavoidable circumstances
	Appointed as Director w.e.f May 19, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director w.e.f November 01, 2022	Cessation	Due to some preoccupations
	Appointed as additional Director w.e.f February 15, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Redesignated as Chairman and Managing Director w.e.f February 22, 2023	Change in Designation	
Hiren Vijaykumar Kotecha	Appointed as Director w.e.f January 27, 2022	Appointment	Due to personal reason and unavoidable circumstances
	Resigned as Director w.e.f February 07, 2022	Cessation	
	Appointed as Director w.e.f May 19, 2022	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Resigned as Director w.e.f November 01, 2022	Cessation	Due to some preoccupations
	Appointed as Additional Director w.e.f February 15, 2023	Appointment	To ensure better Corporate Governance and compliance with Companies Act, 2013
	Redesignated as Whole Time Director Director w.e.f February 22, 2023	Change in Designation	
Kirit Vallabhbai Dharaviya	Appointed as Chief Financial Officer	Appointment w.e.f April 04, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013
Megha Dilipkumar Madani	Appointed as Company Secretary and Compliance Officer	Appointment w.e.f July 01, 2023	

Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "*Financial information of the Company – Annexure J - Related Party Disclosures*" beginning on page 181 of this Prospectus.

Interest in the property of our Company

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Loans given/ availed by Directors/ Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “*Annexure J – Related Party Disclosures*” page 181 of this Prospectus.

ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ ESPS Scheme for our employees.

OUR PROMOTERS & PROMOTERS GROUP




Our Promoters:

The Promoters of our Company are Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha.

As on date of this Prospectus, the Promoters, collectively holds 94,82,000 Equity shares of our Company, representing 99.80% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*", on pages 61 of this Prospectus.

Brief Profile of our Promoters is as under:

	<p>Dayalji Vanraavan Kotecha – Non Executive Director</p> <p>Dayalji Vanraavan Kotecha, aged 75 years, is one of our Promoters. He resides at B/21, Paras Society, Bedi Bundar Road, Jamnagar, Gujarat-361008. He is a Director in Madhusudan Auto-Biz Private Limited.</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm: Madhusudan & Co.(BSNL), Jamnagar</p> <p>His permanent account number is AFYPK0649A. For details of his shareholding, please see "<i>Capital Structure</i>" on page 61</p>
	<p>Vijaykumar Vanraavan Kotecha - Non Executive Director</p> <p>Vijaykumar Vanraavan Kotecha, aged 66 years, is one of our Promoters. He resides at Block- B/67, Paras Society, Opp. Home Garden Office, Jamnagar, Dangarvada, Patel Company, Jamnagar, Gujarat- 361008. He is a Director in Madhusudan Auto-Biz Private Limited.</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm:</p> <ol style="list-style-type: none"> 1. M/s. Madhusudan & Co.(BSNL), Jamnagar 2. M/s. Madhusudan & Co., Rajkot 3. M/s Milan Buildcon <p>His permanent account number is ACYPK3840J. For details of his shareholding, please see "<i>Capital Structure</i>" on page 61</p>
	<p>Rishit Dayalaji Kotecha- Chairman and Managing Director</p> <p>Rishit Dayalaji Kotecha, aged 42 years, is one of our Promoters and is also the Chairman and Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<i>Our Management –Brief profile of Directors</i>" on page 130</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm:</p> <ol style="list-style-type: none"> 1. M/s. Madhusudan & Co. (BSNL) Khambhaliya 2. M/s. Milan Buildcon 3. M/s. Shreeji Developers 4. M/s. Manorath Developers 5. M/s. Madhusudan & Co. (Mumbai)

	<p>6. M/s. Madhusudan & Co., Rajkot 7. M/s. Madhusudan & Co., Ahmedabad</p> <p>His permanent account number is AGCPK3249B. For details of his shareholding, please see “<i>Capital Structure</i>” on page 61</p>
	<p>Hiren Vijaykumar Kotecha – Whole Time Director</p> <p>Hiren Vijaykumar Kotecha, aged 37 years, is one of our Promoters and is also the Whole- Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “Our Management –Brief profile of Directors” on page 130</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm:</p> <ol style="list-style-type: none"> 1. M/s. Madhusudan & Co. (BSNL) Khambhaliya 2. M/s. Shreeji Developers 3. M/s. Manorath Developers 4. M/s. Madhusudan & Co. (Mumbai) 5. M/s. Madhusudan & Co., Rajkot 6. M/s. Madhusudan & Co., Ahmedabad 7. M/s. Milan Buildcon <p>His permanent account number is AKGPK2940M.</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 61</p>
	<p>Foram Rishit Kotecha- Non-Executive Director</p> <p>Foram Rishit Kotecha, aged 41 years, is one of our Promoters and is also the Non-Executive Director on our Board. For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “Our Management –Brief profile of Directors” on page 130</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm:</p> <p>M/s. Madhusudan and Services</p> <p>Her permanent account number is BBSPK4818C</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 61</p>
	<p>Mayuri Hiren Kotecha- Non-Executive Director</p> <p>Mayuri Hiren Kotecha, aged 35 years, is one of our Promoters and is also the Non-Executive Director on our Board. For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “Our Management –Brief profile of Directors” on page 130</p> <p>Other ventures of our Promoters –</p> <p>Partnership Firm:</p> <p>M/s. Madhusudan and Services</p> <p>Her permanent account number is BOIPK4558N</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 61</p>

Confirmations/ Declarations:

In relation to our Promoters Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha our Company confirms that the PAN, Bank Account numbers, Passport numbers, Aadhaar Card number and Driving License number shall be submitted to NSE at the time of filing of this Prospectus.

Undertaking/ Confirmations:

None of our Promoters or Promoters Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus.
- None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Interest of our Promoters:

i. Interest in promotion and Shareholding of Our Company

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, our Promoters, Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha, Rishit Dayalaji Kotecha, Hiren Vijaykumar Kotecha, Foram Rishit Kotecha and Mayuri Hiren Kotecha collectively holds 94,82,000 Equity Shares in our Company i.e. 99.80% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them. For details, please refer to *Annexure J – “Related Party Transactions”* beginning on page 181 of this Prospectus.

For details regarding the shareholding of our Promoter in our Company, please see “*Capital Structure*” on page 61 of this Prospectus.

ii. Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus.

iii. Interest in transactions for acquisition of land, construction of building and supply of machinery

None of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

iv. Other Interests in our Company

For transactions in respect of loans and other monetary transactions entered in past please refer **Annexure J** on “*Related Party Transactions*” on page 181 forming part of “Financial Information of the Company” of this Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Financial Information of Our Company*” on page 189 and 155 respectively of this Prospectus.

Payment or Benefits to our Promoters and Promoters Group during the last 2 years:

For details of payments or benefits paid to our Promoters and promoters group, please refer to the paragraph “*Compensation of our Managing Director*” in the chapter titled “*Our Management*” beginning on page 130 also refer *Annexure J* on “*Related Party Transactions*” on page 181 forming part of “*Financial Information of the Company*” and Paragraph on “*Interest of Promoters*” in chapter titled “*Our Promoters and Promoters Group*” on page 147 of this Prospectus.

Companies/ Firms with which our Promoters has disassociated in the last (3) three years:

Except as disclosed below, our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus:

S.N.	Name of Promoter	Companies or firms with which Promoter(s) have disassociated	Reasons and circumstances of disassociation	Date of Disassociation
1.	Rishit Dayalaji Kotecha	M. Pravinkumar Cold Storage Private Limited	Voluntarily Resigned	December 12, 2020
2.	Hiren Vijaykumar Kotecha			

Other ventures of our Promoters:

Save and except as disclosed in this section titled “*Our Promoters & Promoters Group*” beginning on page 147 of this Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

Litigation details pertaining to our Promoters:

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 203 of this Prospectus.

Experience of Promoters in the line of business:

Our Promoters Dayalji Vanraavan Kotecha, Vijaykumar Vanraavan Kotecha have experience of 41 years each, Rishit Dayalaji Kotecha and Hiren Vijaykumar Kotecha have experience of 20 years each and Foram Rishit Kotecha and Mayuri Hiren Kotecha have experience of 10 years each in the spices industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

Related Party Transactions:

For the transactions with our Promoters Group, please refer to section titled “*Annexure J - Restated Statement of Related Party Transactions*” on page 181 of this Prospectus.

OUR PROMOTERS GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoters Group:

Natural Persons who are part of the Promoters Group

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoters Group (due to their relationship with the Promoter) are as follows:

Relationship with Promoter	Dayalji Vanraavan Kotecha	Vijaykumar Vanraavan Kotecha	Rishit Dayalaji Kotecha	Hiren Vijaykumar Kotecha	Foram Rishit Kotecha	Mayuri Hiren Kotecha
Father	Vanraavan Liladhar Kotecha	Vanraavan Liladhar Kotecha	Dayalaji Vanraavan Kotecha	Vijaykumar Vanraavan Kotecha	Dharmanshu Gangaram Bhatt	Naginbhai Girdharbhai Dattani
Mother	Shantaben Vanraavan Kotecha	Shantaben Vanraavan Kotecha	Chandrikaben Dayalaji Kotecha	Dhirajben Vijaykumar Kotecha	Dipikaben Dharmanshu Bhatt	Varshaben Naginbhai Dattani
Spouse	Chandrikaben Dayalaji Kotecha	Chandrikaben Dayalaji Kotecha	Foram Rishit Kotecha	Mayuri Hiren Kotecha	Rishit Dayalaji Kotecha	Hiren Vijaykumar Kotecha
Brother	Vijaykumar Vanraavan Kotecha	Dayalaji Vanraavan Kotecha	-	-	Milan Dharmanshu Bhatt Kashyap Dharmanshu Bhatt	Divyesh Naginbhai Dattani -
Sister	Vijyaben Govidlal Dattani Manjuben Kantilal Popat Nirmalaben Kantilal Manik Ramaben Kantilal Sonecha Madhuben Vrajlal Davda Jyotsnaben Vrajlal Modi Meenaben Rameshkumar Tanna Riddhiben Bipinkumar Tanna	Vijyaben Govidlal Dattani Manjuben Kantilal Popat Nirmalaben Kantilal Manik Ramaben Sonecha Madhuben Vrajlal Davda Jyotsnaben Vrajlal Modi Meenaben Rameshkumar Tanna Riddhiben Bipinkumar Tanna	Radhika Rakesh Thakkar Swati Ruhil Majithiya	Dipika Kishan Popat Reena Tulesh Bariya	-	-
Son	Dayalaji Vanraavan Kotecha	Vijaykumar Vanraavan Kotecha	Herat Rishit Kotecha	Yuvraj Hiren Kotecha	Herat Rishit Kotecha	Yuvraj Hiren Kotecha
Daughter	Swati Ruhil Majithiya Radhika Rakesh Thakkar	Dipika Kishan Popat Reena Tulesh Bariya	-	Vanshika Hiren Kotecha Paridhi Hiren Kotecha	-	Vanshika Hiren Kotecha Paridhi Hiren Kotecha
Spouse's Father	Vrundavan Premji Popat	Parshootam Liladhar Raichura	Dharmanshu Gangaram Bhatt	Naginbhai Girdharbhai Dattani	Dayalaji Vanraavan Kotecha	Vijaykumar Vanraavan Kotecha
Spouse's Mother	Champaben Vrundavan Popat	Pushpaben Parshottambhai Raichura	Dipikaben Dharmanshu Bhatt	Varshaben Naginbhai Dattani	Chandrikaben Dayalaji Kotecha	Dhirajben Vijaykumar Kotecha
Spouse's Brother	Jagdishbhai Vanraavan Popat Bhakul Vanraavan	Chhotalal Parsotam Raichura Shantilal Parsotam	Milan Dharmanshu Bhatt	Divyesh Naginbhai Dattani	-	-

	Popat Nandlal Vanravan Popat	Raichura Anilbhai Parsotam Raichura Mahendrabhai Parsotam Raichura Subhashbhai Parsotam Raichura				
Spouse's Sister	Jamnaben Pramodlal Ghelani Lilavantiben Karsandas Richatha	Labhuben Natvarlal Sayani Narmadaben Kishorkumar Kundalia Jamnaben Gokaldas Davda Nirmalaben Karsandas Davda Sonalben Shaileshkumar Vasant Roopaben Jigneshkumar Barchha	-	-	Swati Ruhil Majithiya Radhika Rakesh Thakkar	Dipika Kishan Popat Reena Tulesh Bariya

Corporate Entities or Firms forming part of the Promoters Group:

As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoters Group:

Sr. No.	Nature of Relationship	Entities
1.	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member;	1. Madhusudan Auto-Biz Private Limited 2. Madhusudan Agri Processing And Coldstorage Private Limited 3. Mangalya Infrabuild LLP
2.	Any Body Corporate in which a body corporate as provided in (A) above holds 20% or more, of the equity share capital; and	-
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more 20% of the total capital.	Partnership Firms: 1. M/s. Madhusudan & Co. (BSNL) Khambhaliya 2. M/s. Madhusudan & Co.(BSNL), Jamnagar 3. M/s. Milan Buildcon 4. M/s. Shreeji Developers 5. M/s. Manorath Developers 6. M/s. Madhusudan & Co. (Mumbai) 7. M/s Madhusudan & Co., Rajkot 8. M/s Madhusudan & Co., Ahmedabad 9. M/s Madhusudan Services HUF: 1. Dayalji Vanravan Kotecha HUF 2. Vijay Vanravan Kotecha HUF 3. Hiren Vijaykumar Kotecha HUF 4. Rishit Dayal Jibhai Kotecha (HUF)

Other persons included in Promoters Group:

None of other persons forms part of promoters group for the purpose of shareholding of the Promoters Group under Regulation 2(1) (pp) (v) of SEBI (ICDR) Regulations 2018.

DIVIDEND POLICY

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid/ declared any dividend since incorporation. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

FINANCIAL INFORMATION OF THE COMPANY
INDEPENDENT AUDITOR'S REPORT FOR THE RESTATED FINANCIAL STATEMENTS OF
MADHUSUDAN MASALA LIMITED

To,
The Board of Directors
Madhusudan Masala Limited
F.P.No.19, Plot No 1-B,
Hapa Road, Jamnagar, Gujarat
Dear Sirs,

1. We have examined the attached Restated Statement of Assets and Liabilities of **Madhusudan Masala Limited** (formed by conversion of a partnership firm i.e “M/s Madhusudan & Co”, under the provisions of Companies Act, 2013 on December 14, 2021) as at 31st March 2023, 31st March 2022, 31st March 2021, and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on 31st March 2023, 31st March 2022, 31st March 2021 annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) in Emerge Platform of NSE.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter-III to the Companies Act, 2013 (“**Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter dated 12th May 2023 requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in Emerge Platform of NSE. (“**IPO**” or “**SME IPO**”); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial period/ year ended on 31st March 2023, 31st March 2022, 31st March 2021 which has been approved by the Board of Directors.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The “**Summary of Statement of Assets and Liabilities as Restated**” as set out in **Annexure A** to this report, of the Company as at 31st March 2023, 31st March 2022, 31st March 2021 are prepared by the Company and approved by the Board of Directors. These Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully
 - (ii) Described in Significant Accounting Policies and Notes to Accounts as set out in Annexure D to this Report.
 - (iii) The “**Summary of Statement of Profit and Loss as Restated**” as set out in **Annexure B** to this report, of the Company for the period/year ended 31st March 2023, 31st March 2022, 31st March 2021 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure D** to this Report.
 - (iv) The “**Summary of Statement of Cash Flow as Restated**” as set out in **Annexure C** to this report, of the Company for the period/year ended 31st March 2023, 31st March 2022, 31st March 2021 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure D** to this Report.

5. Based on the above, we are of the opinion that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial period/year ended on 31st March 2023, 31st March 2022, 31st March 2021 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure D** to this report.
6. Audit of Madhusudan Masala Limited (erstwhile partnership firm M/s Madhusudan & Co) for the period/ financial year ended on 31st March 2023, 31st March 2022 and for the year ended on 31st March 2021 was conducted by Sarvesh Gohil and Associates and R B Gohil & Co. respectively and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them and no routine audit has been carried out by us.
7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period/year ended on 31st March 2023, 31st March 2022, 31st March 2021 proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("**Offer Document**").

Annexure of Restated Financial Statements of the Company: -

1. Restated Statement of Assets and Liabilities in Annexure A
 2. Restated Statement of Profit & Loss Account in Annexure B
 3. Restated Statement of Cash Flow in Annexure C
 4. Significant Accounting Policies and Notes to Accounts as restated in Annexure D;
 5. Notes to Restated Statement of Assets and Liabilities and Profit and Loss Account from Note 1 to Note 26
 6. Statement of Contingent Liabilities as note 18 to this report
 7. Reconciliation of Restated Profit as appearing in Annexure F to this report.
 8. Reconciliation of Other Equity as appearing in Annexure G to this report.
 9. Details of Summary of Mandatory Accounting Ratios as Restated as appearing in Annexure H to this report
 10. Details of Summary of Accounting Ratios as Restated as appearing in Annexure I to this report
 11. Details of Related Parties Transactions as Restated as appearing in Annexure J to this report
 12. Capitalization Statement as Restated as at 31st March 2023 as appearing in Annexure K to this report;
 13. Details of Terms & Condition of Long-term borrowing as restated as appearing in annexure L to this report
 14. Details of Terms & Condition of Short-term borrowing as restated as appearing in annexure M to this report
8. We, Sarvesh Gohil & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("**ICAI**") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
 9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
 10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
 11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. In our opinion, the above financial information contained in Annexure A to L and Note 1 to 25 of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure D are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For Sarvesh Gohil & Associates
Chartered Accountants

Sd/-

Krupa Solanki
Partner
FRN No. 0156550W
Membership No. 168290
Place : Jamnagar
Date : July 15, 2023
UDIN : 23168290BHAX2756

Annexure A
Restated Statement of Assets and Liabilities

(Amt. in Rs. Lakhs)

Particulars		Note No.	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
I.	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital (Partners' Capital)	Note 1	500.00	1.00	1,094.09
	(b) Reserves and surplus	Note 2	599.10	30.07	-
2	Non-current liabilities				
	(a) Long-term borrowings	Note 3	1,415.48	1,574.85	552.12
	(b) Other Non Current Liabilities	Note 4	1.00	1.00	1.00
	(c) Deferred tax liabilities (Net)	Note 5	11.11	12.95	16.90
	(d) Long-term Provisions	Note 6	15.78	18.20	15.35
3	Current liabilities				
	(a) Short-term borrowings	Note 7	2,801.72	1,244.68	414.27
	(b) Trade payables	Note 8			
	(A) total outstanding dues of micro enterprises and small enterprises; and		-	-	-
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		124.12	589.78	463.86
	(c) Other current liabilities	Note 9	47.99	8.69	11.06
	(d) Short-term provisions	Note 10	220.22	33.08	31.25
	TOTAL		5,736.52	3,514.29	2,599.90
II.	ASSETS				
1	Non-current assets				
	(a) Property, Plant & Equipment	Note 11			
	(i) Tangible assets		952.83	906.03	892.61
	(ii) Intangible Assets		-	-	-
	(iii) Intangible Assets under development		-	-	-
	(iv) Capital Work in Progress		563.63		
	Less: Accumulated Depreciation		547.76	486.38	429.21
	Net Block		968.70	419.66	463.40
	(b) Non Current Investments	Note 12	0.36	0.36	0.36
	(c) Deferred Tax Assets (Net)		-	-	-
	(d) Long-term loans and advances	Note 13	31.18	13.64	13.04
	(e) Other Non Current Assets		-	-	-
2	Current assets				
	(a) Current Investments		-	-	-
	(b) Inventories	Note 14	2,292.72	1,584.99	745.78
	(c) Trade receivables	Note 15	1,648.32	1,263.01	1,255.59
	(d) Cash and cash equivalents	Note 16	40.64	24.23	27.94
	(e) Short-term loans and advances	Note 17	754.59	208.40	93.79
	(f) Other Current Assets		-	-	-
	TOTAL		5,736.52	3,514.29	2,599.90

Annexure- B
Restated Statement of Profit and Loss account

(Amt.in Rs. Lakhs)

Particulars		Refer Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
I.	Revenue from operations	Note 19	12,721.60	6,540.81	6,868.03
II.	Other income	Note 20	28.97	111.00	7.15
III.	Total Revenue (I + II)		12,750.57	6,651.81	6,875.18
IV.	Expenses:				
	Cost of Material Consumed	Note 21	12,060.64	6,316.04	6,087.40
	Changes in Inventories of Finished Goods	Note 22	(934.51)	(353.62)	101.95
	Employee benefits expense	Note 23	109.91	95.48	123.67
	Finance costs	Note 24	326.77	163.90	179.35
	Depreciation and amortization expense	Note 25	62.64	66.72	55.96
	Operating and Other expenses	Note 26	351.89	266.26	265.10
	Total expenses		11,977.35	6,554.78	6,813.43
V.	Profit before exceptional and extraordinary items and tax (III-IV)		773.23	97.03	61.75
VI	Exceptional Items				
VII	Profit before extraordinary items and tax		773.23	97.03	61.75
VIII	Extraordinary items		-	-	-
IX	Profit before tax (VII-VIII)		773.23	97.03	61.75
X	Tax expense:				
	(1) Current tax	Annexure -E	199.17	19.68	19.22
	(2) Deferred tax	Note 5	(1.84)	(3.95)	(2.46)
	(3) Less :- MAT Credit Entitlement		-	-	-
XI	Profit/(loss) for the period from Continuing operations(VII-VII)		575.89	81.29	44.98
XII	Profit/(loss) from Discontinuing operations		-	-	-
XIII	Tax Expense of Discontinuing operations		-	-	-
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-	-
XV	Profit (Loss) for the period (XI + XIV)		575.89	81.29	44.98
XVI	Adjusted Earnings per equity share:				
	(1) Basic & Diluted		6.94	15.41	8.53

Annexure C
Restated Statement of Cash Flow

(Amt. in Rs. Lakhs)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Cash flow from Operating Activities			
Net Profit Before tax as per Statement of Profit & Loss	773.23	97.03	61.75
Adjustments for :			
Depreciation & Amortisation Exp.	62.64	66.72	55.96
Expenses written off in Reserve & Surplus	(6.86)	-	-
Interest Income	(0.43)	(0.14)	(1.23)
Finance Cost	326.77	163.90	179.35
Operating Profit before working capital changes	1,155.36	327.51	295.83
Changes in Working Capital			
(Increase)/Decrease in Trade receivable	(385.32)	(7.42)	(68.76)
(Increase)/Decrease in Other Loans and advances receivable	(450.02)	(88.47)	116.94
(Increase)/Decrease in Inventories	(707.73)	(839.21)	391.91
Increase/(Decrease) in Trade Payables	(465.66)	125.92	(543.86)
Increase/(Decrease) in Other Current Liabilities	39.30	(2.37)	2.18
Increase/(Decrease) in Provisions	(14.44)	4.67	3.41
Net Cash Flow from Operation	(828.51)	(479.36)	197.65
Less : Income Tax paid	(96.17)	(26.14)	(23.20)
Net Cash Flow from Operating Activities (A)	(924.69)	(505.51)	174.45
Cash flow from investing Activities			
Sale/(Purchase) of Fixed Assets (net)	(611.69)	41.65	(93.54)
(Increase)/Decrease in Other Non Current Assets	-	-	-
(Increase)/Decrease in Other Non Current Investment	-	-	-
(Increase)/Decrease in Long Term Loan and Advances	(17.54)	(0.60)	13.04
Interest Income	0.43	0.14	1.23
Net Cash Flow from Investing Activities (B)	(628.80)	41.19	(79.27)
Cash Flow From Financing Activities			
Proceeds/(Repayment) From Issue of shares capital/Partners' Capital	499.00	(48.23)	9.18
Proceeds/(Repayment) From long Term Borrowing (Net)	(159.37)	1,022.73	61.85
Proceeds/(Repayment) from Short Term Borrowing (Net)	1,557.03	(349.99)	21.26
Interest Paid	(326.77)	(163.90)	(179.35)
Net Cash Flow from Financing Activities (C)	1,569.89	460.62	(87.06)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	16.41	-	8.12
Opening Cash & Cash Equivalents	24.23	27.94	19.82
Cash and cash equivalents at the end of the period	40.64	24.23	27.94
Cash And Cash Equivalents Comprise :			
Cash	39.61	23.66	20.47
Bank Balance :			
Current Account	1.03	0.58	7.47
Total	40.64	24.23	27.94

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS AS RESTATED

BACKGROUND:

The Company has been formed by conversion of a partnership firm i.e “M/s Madhusudan & Co”(referred as erstwhile partnership firm), under the provisions of Companies Act, 2013. The Firm was converted to a private limited company on December 14, 2021 and subsequently converted to public limited company with effect from April 29, 2023 having CIN: U15400GJ2021PLC127968. The Registered office of the Company is situated at F.P.No.19, Plot No 1-B, Hapa Road, Jamnagar, Gujarat, India.

The Company is engaged in the business of Manufacturing and Trading of Spices and other grocery products.

a. Basis of preparation of financial statements: -

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and rules of the Companies Act 2013, including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

The financial statements of the erstwhile partnership firm for the period up to November 16, 2021 and for the financial year ended March 31, 2021 have been revised by the Company to conform to the format prescribed for companies under the Companies Act, 2013 in accordance with Indian GAAP and adequate disclosures are made as required to be made by the company as per schedule III of the Companies Act, 2013

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized.

b. Use of Estimates

The preparation and presentation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

c. Valuation of Inventory :-

Inventories includes mainly spices and related items which is to be valued at Lower of Cost or Net Realizable value as per FIFO Method.

Cost of inventories included the cost incurred in bringing each product to its present location and conditions are accounted. Cost included cost of direct material. Cost is determined on "First in First our basis (FIFO)".

All other inventories of stores and spares, consumables, project material at site are valued at cost. The stock of waste or scrap is valued at net realizable value.

“Net Realizable Value” is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sales of the products.

d. Cash Flow Statement :-

Cash flow statement has been prepared as per requirements of Accounting Standard - 3. Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated

with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

e. Contingencies and Events Occurring After the Balance Sheet Date : -

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected where ever required.

f. Net Profit or loss for the period, prior period items and changes in accounting policies : -

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

As the Company was Partnership Firm in F.Y. 2020-21, the effect of Gratuity, Deferred Tax and Deprecation as per Companies Act, 2013 for the period prior to F.Y. 2020-21 was given in Reserve & Surplus as per AS-5.

g. Depreciation Accounting: -

Depreciation has been provided as per Written Down Value (WDV) Method provided as per the useful life prescribed under schedule II of the Companies Act, 2013 on single shift for the year/ period ending on 31st March, 2023, 2022 and 2021 till the residual value of the asset is reduced equal to 5% of the original cost.

Pro Rata Basis to result in a more appropriate preparation or presentation of the financial statements.

In respect of assets added/sold during the period/year, pro-rata depreciation has been provided at the rates prescribed under Schedule II.

h. Revenue Recognition :-

Revenue is recognized when it is probable that economic benefit associated with the transaction flows to the Company in ordinary course of its activities and the amount of revenue can be measured reliably, regardless of when the payment is being made. Revenue is measured at the fair value of consideration received or receivable, taking into the account contractually defined terms of payments, net of its returns, trade discounts and volume rebates allowed.

Revenue includes only the gross inflows of economic benefits, including the excise duty, received and receivable by the Company, on its own account. Amount collected on behalf of third parties such as sales tax, value added tax and goods and service tax (GST) are excluded from the Revenue.

Sale of goods is recognized at the point of dispatch of goods to customers, sales are exclusive of Sales tax, Vat, GST and Freight Charges if any. The revenue and expenditure are accounted on a going concern basis.

Interest Income is Recognized on a time proportion basis taking into account the amount outstanding and the rate applicable i.e. on the basis of matching concept.

Dividend from investments in shares / units is recognized when the company receives it, if any. Other items of Income are accounted as and when the right to receive arises.

i. Accounting for Property, Plant and Equipments:-

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses, if any. Cost includes purchase price and all other attributable cost to bring the assets to its working condition for the intended use.

Assets under erection/installation are shown as "Capital Work in Progress". Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on completion of erection/ installations of the assets.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a written down value basis over their estimated useful lives.

j. Accounting for effects of changes in foreign exchange rates :-

- i. All transactions in foreign currency are recorded at the rates of exchange prevailing at the date of transaction. Any gain/ loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- ii. Monetary items in the form of Loans, Current Assets and Current Liabilities in foreign currencies outstanding at the close of the year are converted in Indian currency at the appropriate rates of exchange prevailing on the date of Balance Sheet. Resultant gain or loss on account of the fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- iii. In respect of Forward Exchange contracts entered into to hedge foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expense over the life of the contract. Further, the exchange differences arising on such contracts are recognized as income or assets/liabilities.

k. Accounting for Government Grants :-

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

l. Accounting for Investments :-

Investments are classified in Long-term and Short-term. Long term Investments are valued at cost. Provision is also made to recognize any diminution other than temporary in the value of such investments. Short term investments are carried at lower of cost and fair value.

m. Employees Retirement Benefit Plan :-

a. Provident Fund :-

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

b. Provision for Gratuity :-

The Company has valued its obligations related to Gratuity as follows:

I. ASSUMPTIONS	For the year ended 31 March 2023	For the year ended 31 March 2022	For the Year Ended on March 31, 2021
Discount Rate	7.50%	7.50%	7.50%
Expected Rate of Salary Increase	5%	5%	5%
Attrition Rate	5% to 1%	5% to 1%	5% to 1%
Mortality Rate	IALM (2012-14) ULT	IALM (2012-14) ULT	IALM (2012-14) ULT
Retirement	60 Years	60 Years	60 Years
II. CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATIONS	For the year ended 31 March 2023	For the year ended 31 March 2022	For the Year Ended on March 31, 2021
Defined Benefit Obligation at beginning of the year	32.01	27.68	23.97
Interest cost	2.29	2.05	1.80
Current Service Cost	2.25	1.97	1.70
Actuarial (Gains)/Losses on Obligations	0.70	0.19	(0.08)
Defined Benefit Obligation as at end of the year	36.83	31.59	27.38
III. AMOUNT RECOGNIZED IN THE BALANCE SHEET:	For the year ended 31 March 2023	For the year ended 31 March 2022	For the Year Ended on March 31, 2021
Net liability as at beginning of the year	31.59	27.38	23.97

Net expense recognized in the Statement of Profit and Loss	5.24	4.21	3.41
Expected Return on Plan Assets	-	-	-
Net liability as at end of the year	36.83	31.59	27.38
IV.EXPENSE RECOGNIZED:	For the year ended 31 March 2023	For the year ended 31 March 2022	For the Year Ended on March 31, 2021
Interest cost	2.29	2.05	1.80
Current Service Cost	2.25	1.97	1.70
Return on Plan Assets	-	-	-
Actuarial (Gains)/Losses on Obligations	0.70	0.19	(0.08)
Expense charged to the Statement of Profit and Loss	5.24	4.21	3.41

n. Borrowing Cost :-

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

o. Segment Reporting :-

As the Company is engaged only in the business of Manufacturing and Trading of Spices and other Related Items, there are no identical Business Segment of the Company. Also, there are no identical Geographical Segment of the Company as there are no major differences in factors affecting the segment of market.

p. Related Party Disclosure :-

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are given in ANNEXURE J.

q. Accounting for Leases :-

The Company has not entered into any lease agreements during the years/period.

r. Earnings Per Share :-

Disclosure is made in the Annexure - H as per the requirements of the Accounting Standard - 20.

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

s. Accounting for Taxes on Income :-

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

t. Discontinuing Operations :-

During the years/period, the company has not discontinued any of its operations.

u. Provisions Contingent liabilities and contingent assets :-

- Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
- Contingent Liabilities are not recognized but disclosed in the financial statements.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date and shown as per Note 18 to this report.

v. Changes in Accounting Policies in the period/ years covered in the restated financials :-

There are no changes in significant accounting policies for the period/ years covered in the restated financials.

w. Figures have been rearranged and regrouped wherever practicable and considered necessary.

x. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

y. The balances of trade payables, trade receivables, loans, and advances are unsecured and considered good and are subject to confirmations of the respective parties concerned.

z. Amounts in the financial statements

Amounts in the financial statements are rounded off to the nearest lacs. Figures in brackets indicate negative values.

NOTES TO RESTATED STATEMENT OF ASSETS AND LIABILITIES AND PROFIT AND LOSS

**Note 1
Share Capital**

(Rs. in Lakhs)

Share Capital	As at					
	31st March 2023		31st March 2022		31st March 2021	
	Number	Amt.	Number	Amt.	Number	Amt.
Authorised Share Capital						
Equity Shares of Rs.10 each	50,00,000	500.00	10,000	1.00	-	-
Issued, Subscribed & Paid up Share Capital						
Equity Shares of Rs.10 each fully paid up	50,00,000	500.00	10,000	1.00	-	-
Partners' Capital						1,094.09
Total	50,00,000	500.00	10,000	1.00	-	1,094.09

RECONCILIATION OF NUMBER OF SHARES

(Rs in Lakhs)

Name of Shareholder	Equity Shares		Equity Shares		Equity Shares	
	Number	Amt.	Number	Amt.	Number	Amt.
Shares outstanding at the beginning of the year	10,000	1.00	-	-	-	-
Shares issued during the year	49,90,000	499.00	10,000	1.00		-
Shares outstanding at the end of the year	50,00,000	500.00	10,000	1.00	-	-

Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Name of Shareholder	As at					
	31st March 2023		31st March 2022		31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dayalji Vanraavan Kotecha	25,00,000	50.00%	5,000	50.00%	-	
Vijaykumar Vanraavan Kotecha	25,00,000	50.00%	5,000	50.00%	-	

Details of Shares held by Promoters

Name of Shareholder	31st March 2023		31st March 2022		31st March 2021	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dayalji Vanraavan Kotecha	25,00,000	50.00%	5,000	50.00%	-	
Vijaykumar Vanraavan Kotecha	25,00,000	50.00%	5,000	50.00%	-	

Partners Capital

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Movement in Partners' Capital			
Opening Balance	-	1,094.09	1,006.92
Add: Net profit for the current year		51.22	44.98
Add : Addition/(Deletion) during the Year	-	40.03	35.05
Add : Depreciation reversal as per Companies Act 2013	-	-	50.46
Add: Income Tax Written Off	-	(4.95)	-
Less: Gratuity Provision for prior Period	-		(23.97)
Less: Deferred Tax Provision for Prior Period	-		(19.35)
Less: Transferred to Share Capital due to conversion of Partnership firm to Company	-	(1.00)	
Less: Transferred to Unsecured loan from Directors/Partners due to conversion of Partnership firm to Company	-	(1,179.40)	-
Total	-	-	1,094.09

Note-2
Reserve and Surplus

(Rs in Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
A. Profit & Loss Account			
Opening balance	30.07	-	-
Add: Net profit for the current year	575.89	30.07	-
Add: Income Tax Written Off	(6.86)	-	-
Total	599.10	30.07	-

Note 3
Long Term Borrowings

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Secured			
(a) Term loans			
From Banks			
ICICI Bank - LAP	-	305.61	334.55
ICICI Bank - Vehicle Loan	6.40	7.79	-
Bank of Baroda TL - 01338	278.83	-	-
Bank of Baroda TL - 01339	21.82	-	-
Bank of Baroda TL - 01721	177.00	-	-
Bank of Baroda TL - 01722	216.35	-	-
Kotak Mahindra Bank	-	74.02	206.54
From Others			
Kotak Mahindra Prime Ltd TL - 1	4.78	8.03	11.03
Kotak Mahindra Prime Ltd TL - 2	29.91	-	-
Sub-total (a)	735.08	395.45	552.12
Unsecured			
(a) Loans & Advances from Promotors/Pomotor Group/Group Companies	680.40	1,179.40	
(b) Loans & Advances from Others	-	-	-
Sub-total (b)	680.40	1,179.40	-
Total	1,415.48	1,574.85	552.12

Note-4
Other Non-Current Liabilities

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Trade Payables			
(iii) Other Payables	-	-	-
(i) Deposits Payable	1.00	1.00	1.00
Total	1.00	1.00	1.00

Note-5
Deferred Tax Liabilities (Net)

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
WDV as per book	968.70	419.66	463.40
WDV as per IT	961.38	399.80	423.66
Gratuity as per Book	36.83	31.59	27.38
Gratuity as per IT			
Time Difference	44.16	51.45	67.13
Carried Forward Loss	-	-	-

Total	44.16	51.45	67.13
As per B/S (Liability)/(Asset)	11.11	12.95	16.90
Transfer to P & L A/c (Loss)/(Profit)	(1.84)	(3.95)	(2.46)

Note-6
Long Term Provisions

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Provision For			
Gratuity	15.78	18.20	15.35
Total	15.78	18.20	15.35

Note-7
Short term Borrowings

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Secured			
(a) Working Capital Loans			
From banks			
ICICI Bank	-	130.38	-
Bank of Baroda	1,285.86	-	-
Kotak Mahindra Bank	-	386.04	386.90
YES Bank	-	170.40	-
(b) Current Maturity of Long Term Debts			
ICICI Bank - LAP	-	28.80	24.61
ICICI Bank - Vehicle Loan	1.26	1.16	-
Bank of Baroda TL - 01338	30.69	-	-
Bank of Baroda TL - 01339	54.83	-	-
Bank of Baroda TL - 01721	3.00	-	-
Bank of Baroda TL - 01722	3.65	-	-
Kotak Mahindra Bank	-	52.06	0.00
From Others			
Kotak Mahindra Prime Ltd TL - 1	3.26	3.00	2.76
Kotak Mahindra Prime Ltd TL - 2	3.78	-	-
	1,386.33	771.84	414.27
Unsecured			
(a) Loans & Advances from Promoter/ Promoter Group/ Group Companies			
	1,415.39	472.84	-
	1,415.39	472.84	-
Total	2,801.72	1,244.68	414.27

Note-8
Trade Payable

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Micro, Small and Medium Enterprise	-	-	-
(b) Others	124.12	589.78	463.86
Total	124.12	589.78	463.86

Note 8.1
Trade Payable Ageing Schedule

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Undisputed Dues			

(a) Micro, Small and Medium Enterprise			
Less than 1 Year	-	-	-
1 to 2 Years	-	-	-
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
(b) Others			
Less than 1 Year	100.34	568.52	453.30
1 to 2 Years	23.78	21.25	10.56
2 to 3 Years	-	-	-
More than 3 Years	-	-	-
Total	124.12	589.78	463.86

Note 9
Other Current Liabilities

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Statutory Remittance			
(i) TDS Payable	23.46	4.38	1.48
(ii) GST Payable	-	-	0.54
(ii) Advanced from Customers	24.53	4.31	9.04
Total	47.99	8.69	11.06

Note 10
Short Term Provisions

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
Provision For			
Income Tax	199.17	19.68	19.22
Gratuity	21.05	13.39	12.03
Total	220.22	33.08	31.25

Note 11
Property Plant & Equipment

(Rs in Lakhs)

	Particulars	Gross Block			Accumulated Depreciation				Net Block			
		Balance as at 1 April 2022	Additions	Disposal/ Adjustment	Balance as at 31 March 2023	Balance as at 1 April 2022	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2023	Balance as at 31 March 2023	Balance as at 1 April 2022
a	Tangible Assets											
	Land	66.45	-	-	66.45	-	-	-	-	-	66.45	66.45
	Building	347.37	-	-	347.37	186.38	-	15.29	-	201.67	145.70	161.00
	Plant and Machinery	369.41	2.06	-	371.47	238.04	-	23.95	-	261.99	109.48	131.37
	Furniture and Fixtures	29.71	0.23	-	29.95	12.87	-	4.37	-	17.23	12.72	16.85
	Vehicles	65.05	44.55	1.40	108.20	29.97	-	14.49	1.26	43.19	65.00	35.08
	Computer	6.99	0.25	-	7.24	6.01	-	0.73	-	6.74	0.49	0.97
	Office equipment	21.05	1.10	-	22.15	13.11	-	3.82	-	16.93	5.23	7.94
b	Capital Work-In-Progress	-	-	-	-	-	-	-	-	-	-	-
	Cold Storage Construction	-	563.63	-	563.63	-	-	-	-	-	563.63	-
	Total	906.03	611.82	1.40	1,516.46	486.38	0.00	62.64	1.26	547.76	968.70	419.66

	Particulars	Gross Block			Accumulated Depreciation				Net Block			
		Balance as at 1 April 2021	Additions	Disposal/ Adjustment	Balance as at 31 March 2022	Balance as at 1 April 2021	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2022	Balance as at 31 March 2022	Balance as at 1 April 2021
a	Tangible Assets											
	Land	84.91	-	18.47	66.45	-	-	-	-	-	66.45	84.91
	Building	347.37	-	-	347.37	169.48	-	16.90	-	186.38	161.00	177.90
	Plant and Machinery	355.82	13.59	-	369.41	210.58	-	27.46	-	238.04	131.37	145.24
	Furniture and Fixtures	27.73	1.98	-	29.71	7.27	-	5.59	-	12.87	16.85	20.46
	Vehicles	56.88	18.91	10.74	65.05	26.20	-	13.32	9.55	29.97	35.08	30.68
	Computer	6.48	0.51	-	6.99	4.65	-	1.36	-	6.01	0.97	1.83
	Office equipment	13.42	7.63	-	21.05	11.03	-	2.08	-	13.11	7.94	2.39
	Total	892.61	42.63	29.21	906.03	429.21	0.00	66.72	9.55	486.38	419.66	463.40

	Particulars	Gross Block				Accumulated Depreciation				Net Block		
		Balance as at 1 April 2020	Additions	Disposal/ Adjustment	Balance as at 31 March 2021	Balance as at 1 April 2020	Amount Charged to Reserves	Depreciation charge for the year	Deductions/ Adjustments	Balance as at 31 March 2021	Balance as at 31 March 2021	Balance as at 1 April 2020
A	Tangible Assets											
	Land	84.91	-	-	84.91	-	-	-	-	-	84.91	84.91
	Building	347.12	0.25	-	347.37	177.36	26.55	18.67	-	169.48	177.90	169.77
	Plant and Machinery	308.19	47.63	-	355.82	222.87	34.64	22.36	-	210.58	145.24	85.32
	Furniture and Fixtures	16.46	11.27	-	27.73	2.83	-0.33	4.11	-	7.27	20.46	13.63
	Vehicles	33.03	31.66	7.82	56.88	22.58	-4.11	6.98	7.46	26.20	30.68	10.45
	Computer	5.97	0.50	-	6.48	0.96	-1.13	2.56	-	4.65	1.83	5.01
	Office equipment	12.34	1.08	-	13.42	4.58	-5.16	1.28	-	11.03	2.39	7.76
	Total	808.04	92.39	7.82	892.61	431.17	50.46	55.96	7.46	429.21	463.40	376.86

Note 12
Non Current Investment

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Investment in Equity Instruments	0.09	0.09	0.09
(b) Other Non Current Investments	0.28	0.28	0.28
Aggregate amount of unquoted Investments	0.36	0.36	0.36
Aggregate Cost of Quoted Investment			-
Aggregate Cost of Unquoted Investment	0.36	0.36	0.36
Aggregate Market Value of Quoted	-	-	-
Total	0.36	0.36	0.36

Note 13
Long Term Advances

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(Unsecured and Considered Good)			
a. Security Deposits	31.18	13.64	13.04
Total	31.18	13.64	13.04

Note 14
Inventories

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
a. Raw Materials and components	909.86	1,136.64	651.05
b. Semi-Finished Goods		-	-
c. Finished goods	1,382.86	448.35	94.73
Total	2,292.72	1,584.99	745.78

Note 15
Trade Receivables

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(Unsecured and Considered Good)			
a. From Directors/Promoters/ Promoter Group/Associates/ Relatives of Directors / Group Companies			
Upto 6 Months	48.19	147.59	29.70
6 Months to 1 Year	-	-	18.76
1 to 2 Years	2.22	14.07	147.03
2 to 3 Years	-	-	-
More Than 3 Years	-	-	-
b. From Others			
Upto 6 Months	1,401.91	933.67	956.29
6 Months to 1 Year	79.66	75.74	49.47
1 to 2 Years	116.35	91.94	54.33
2 to 3 Years	-	-	-
More Than 3 Years	-	-	-
Total	1,648.32	1,263.01	1,255.59

Note 16
Cash and Cash Equivalents

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
a. Balances with banks			
ICICI Bank	-	0.58	0.95
IDBI Bank	-	-	0.10
Axis Bank	-	-	5.98
Kotak Mahindra Bank	1.03	-	-
The Commercial Co-Operative Bank Ltd	-	-	0.45
b. Cash on hand	39.61	23.66	20.47
c. Fixed Deposits			
Margin money having more than 3 Months Initial maturity but less than 12 months	-	-	-
Margin money having more than 12 Months Initial maturity	-	-	-
Total	40.64	24.23	27.94

Note 17
Short Term Loans and Advances

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(Unsecured and Considered Good)			
a. Loans and advances to Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company	0.22	102.65	20.82
b. Balance with Government Authorities	125.30	72.08	31.15
c. Security Deposits - Retention Money	0.00	0.00	0.00
d. Others (specify nature)			
Advance to Suppliers	603.40	7.46	35.54
Advances To Employees	1.88	1.32	-
Other Loans and Advances	23.80	24.88	6.28
Total	754.59	208.40	93.79

Note 18
Contingent Liabilities and Commitments

(Rs in Lakhs)

Particulars	As at		
	31st March 2023	31st March 2022	31st March 2021
(a) Contingent Liabilities			
a. Claims against the company not acknowledged as debts	-	-	-
b. Guarantees	-	-	-
c. Other Money for which the company is contingently liable	2.21	2.21	2.21
(b) Commitments	-	-	-
Total	2.21	2.21	2.21

Note 19
Revenue from Operations

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Sale of Goods	12,721.60	6,540.81	6,868.03
Total	12,721.60	6,540.81	6,868.03

Note 20
Other Income

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Interest Income			
Interest Income	0.43	0.14	1.23
Other Income			
Rent Income	2.88	2.88	2.88
Quality Claim Income	7.11	6.64	2.47
Discount Income	18.56	1.87	-
Long Term Capital Gain	-	61.56	-
Profit on Sale of Vehicles	-	1.87	0.58
Settlement of Commodities	-	36.00	-
Other Income	-	0.04	-
Total	28.97	111.00	7.15

Note 21
Cost of Material Consumed

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Opening Stock of Raw Material	1,136.64	651.05	941.01
Add:- Purchase of Raw Material	11,833.86	6,801.63	5,797.45
Closing Stock of Raw Material	909.86	1,136.64	651.05
Total	12,060.64	6,316.04	6,087.40

Note 22
Change in Inventory of Finished Goods

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Inventories at the end of the year			
Finished Goods	1,382.86	448.35	94.73
Inventories at the beginning of the year			
Finished Goods	448.35	94.73	196.68
Net(Increase)/decrease	(934.51)	(353.62)	101.95

Note 23
Employee Benefit Expenses

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
(a) Salaries and Wages	102.71	67.30	84.27
(b) Remuneration to Partners	-	21.25	34.00
(c) Contributions to Provident Fund & Other Fund			
Provident Fund	1.95	2.72	1.99
Gratuity	5.25	4.21	3.41
Total	109.91	95.48	123.67

Note 24
Finance Cost

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
(a) Interest expense :-			
(i) Borrowings from Bank	119.03	81.42	82.47

(ii) Borrowing from Promoter Group	175.31	80.45	84.00
(b) Other borrowing costs	32.43	2.03	12.87
Total	326.77	163.90	179.35

Note 25
Depreciation and Amortisation

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Depreciation Expense	62.64	66.72	55.96
Total	62.64	66.72	55.96

Note 26
Operating and Other Expenses

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Manufacturing Expenses			
Cold Storage Rent Expenses	83.70	60.15	54.61
Power & Fuel Expenses	35.40	40.11	37.34
Factory Expenses	2.00	0.71	0.92
Freight Expenses	73.22	56.38	99.97
Job Work Expenses	4.95	0.72	-
Machinery Repairing and Cleaning Expenses	10.61	17.88	14.15
Shop General Expenses	0.86	0.72	1.30
Selling & Distribution Expenses			
Commission & Brokerage Expenses	46.66	36.39	16.36
Advertisement Expenses	4.07	1.05	6.05
Discount Expenses	1.07	0.45	2.40
Packing Charges	22.21	8.81	8.05
Establishment Expenses			
Settlement of Commodities	10.19	-	-
Rent Expenses	4.67	0.14	0.13
Travelling Expenses	16.43	11.13	7.93
Payment To auditor	0.52	0.79	0.43
Legal & Professional Expenses	7.97	0.50	4.29
Rate Difference Expenses	0.69	0.09	-
Telephone & Internet Expenses	0.97	0.62	0.55
Quality Checking & Testing Expenses	1.76	1.02	1.01
Printing & Stationery Expenses	1.76	1.28	1.53
Membership Fees	0.75	-	-
Shortage Expenses	3.28	1.32	-
Rates & Taxes	13.57	20.05	3.24
Pledge Transaction Charges	0.58	0.47	-
Insurance Expense	2.88	4.83	4.55
Misc. Expense	1.13	0.64	0.28
Total	351.89	266.26	265.10

Note 26.1
Payment to Auditors

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
a. auditor	0.52	0.79	0.43
Total	0.52	0.79	0.43

**Annexure-E
Statement of Tax Shelter**

(Rs in Lakhs)

Particulars	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Profit before tax as per books (A)	773.23	97.03	61.75
Normal Corporate Tax Rate %(115BAA)	25.17%	25.17%	25.17%
Tax at notional rate of profits	194.61	24.42	15.54
Adjustments :			
Permanent Differences(B)			
Expenses disallowed under Income Tax Act, 1961	5.61	5.66	3.41
Total Permanent Differences(B)	5.61	5.66	3.41
Income considered separately (C)	0.00	-61.56	-
Total Income considered separately (C)	-	-61.56	-
Timing Differences (D)			
Difference between tax depreciation and book depreciation	12.54	-4.83	11.22
Dep As Per Book	62.64	66.72	55.96
Dep As Per Income Tax	50.10	71.55	44.74
Total Timing Differences (D)	12.54	-4.83	11.22
Net Adjustments E = (B+C+D)	18.15	-60.73	14.63
Tax expense / (saving) thereon	4.57	-15.28	3.68
Income from Capital Gain (F)	-	46.11	-
1. Gross Income	-	75.53	-
Less : Cost of Acquisition & Improvement	-	28.05	-
Net Income	-	47.48	-
2. Gross Income	-	4.50	-
Less : Cost of Acquisition	-	5.87	-
Net Income	-	-1.37	-
Loss of P.Y. Brought Forward & Adjusted(G)	-	-	-
Taxable Income/(Loss) (A+E+F+G)	791.37	82.41	76.38
Tax as per Sec. 115BAA	199.17	19.68	19.22
Basic Tax	174.10	17.21	16.80
Surcharge	17.41	1.72	1.68
Edu cess	7.66	0.76	0.74
Income Tax as computed	199.17	19.68	19.22

Note: MAT provisions are not Applicable As per Income Tax Act as the Company exercise option for taxation u/s 115BAA i.e., Tax at the rate of 22%

**Annexure-F
Reconciliation of Restated profit**

(Rs in Lakhs)

Adjustments for	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	575.45	132.68	76.34
Adjustments for:			
Depreciation Expenses	0.47	(18.02)	(11.68)
Deferred Tax Liability / Asset Adjustment	7.93	3.95	2.46
Gratuity Provision	(5.25)	(4.21)	(3.41)
Current Income Tax Provision	(2.71)	(10.47)	(19.30)
Profit on Sale of Fixed Assets	-	1.87	0.58
Prior Period Depreciation Reversal	-	(24.50)	-

Total Adjustments	0.44	(51.39)	(31.35)
Net Profit/ (Loss) After Tax as Restated	575.89	81.29	44.98

Annexure-G
Reconciliation of Reserve and Surplus

(Rs in Lakhs)

Adjustments for	As at		
	31st March 2023	31st March 2022	31st March 2021
Reserve & Surplus as per Audited Balance Sheet	574.06	40.12	-
Adjustments for:			
Total adjustment in in Profit & Loss a/c	0.44	(1.81)	-
Deferred Tax Provision	-	(8.25)	-
Income Tax Written off	34.65	-	-
Total Adjustments	35.09	(10.06)	-
Reserve & Surplus as Restated	609.15	30.07	-

Annexure-H
Restated Statement of Mandatory Accounting Ratio

(Rs in Lakhs except per share data)

Ratios	For the year ended		
	31 March 2023	31 March 2022	31 March 2021
Net Worth (A)	1,099.10	31.07	1,094.09
Adjusted Profit After Tax (B)	575.89	81.29	44.98
Number of Equity Share outstanding as on the End of Year (c)	50,00,000	10,000	0
Weighted Average Number of Equity Shares at the end of the Year/Period (D) (After giving effect of Bonus issue of 40,00,000 Shares in the ratio of 4:5 on July 03, 2023)	83,03,628.00	5,27,468.00	5,27,468.00
Face Value per Share	10.00	10.00	-
Restated Basic & Diluted Earnings per Share (B/D)	6.94	15.41	8.53
Return on Net Worth (%) (B/A)	52.40%	261.67%	4.11%
Net Asset Value Per Share (Rs) (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	21.98	310.66	-
Net Asset Value Per Share (Rs) (A/D) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	13.24	5.89	207.42
EBIDTA	1,101.23	214.62	277.03

Note

1. The company was earlier a partnership firm i.e M/s Madhusudan & Co. The same was converted to a company as on December 14, 2021. The equity shares outstanding as on March 31, 2022 were issued to partners of the erstwhile firm i.e M/s Madhusudan & Co pursuant to its conversion to private limited company. Thereafter the company issued 49,90,000 equity shares pursuant to right issue on May 25, 2022. The company has allotted 40,00,000 equity shares as fully paid-up bonus shares in the ratio of 4:5 on July 03, 2023. Consequently the Weighted Average Number of Equity Shares as on March 31, 2023 and March 31, 2022 has been calculated after giving effect to shares issued pursuant to right issue and bonus issue. Weighted Average Number of Equity Shares as on March 31, 2021 (in the erstwhile partnership firm) has been considered constant as on March 31, 2022.

Ratios have been calculated as below:

(a) Basic and Diluted Earnings Per Share (EPS) (Rs.): Restated PAT attributable to Equity/Shareholder/ Weighted Average Numbers of Equity Shares outstanding during the year

(b) Return on Net Worth (%): Restated PAT attributable to Equity/Shareholder *100/ Net Worth

(c) Net Asset Value per equity share (Rs.): Net Worth/ Weighted Average Numbers of Equity Shares outstanding during the year

2. Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

4. Net Worth = Equity Share Capital + Reserve and Surplus

5. The figures disclosed above are based on the Restated Financial Statements of the Company.

**Annexure-I
Accounting Ratio**

(Rs in Lakhs)

S. No.	Ratios	Numerator	Denominator	As at 31st March 2022	As at 31st March 2021	Change in %	Reason for more than 25% Variance
(a)	Current Ratio	Current assets	Current liabilities	1.64	2.31	-28.82%	Due to conversion of Partners' capital in to Short Term Borrowing, Current Ratio is Decreased
(b)	Debt-Equity Ratio	Debt	Equity	90.76	0.88	10175.27%	The Ratio has been increased due to conversion of Capital in to Short Term Borrowing
(c)	Debt Service Coverage Ratio	Earning available for debt services	Interest + Principal	0.07	0.24	-70.56%	The Ratio has been decreased due to conversion of Capital in to Short Term Borrowing and EBDT
(d)	Return on Equity Ratio	Net Profit after taxes	Equity shareholders' fund	14.45%	4.28%	10.17%	-
(e)	Inventory turnover ratio (in times)	Cost of good sold	Average Inventory	5.12	6.57	-22.15%	-
(f)	Trade Receivables turnover ratio (in times)	Revenue from operations	Average Trade Receivables	5.19	5.62	-7.64%	-
(g)	Trade payables turnover ratio (in times)	Purchase	Average Trade Payables	11.99	8.27	44.91%	Due to Decrease in Average Trade Payable in F.Y. 2022-23, Ratio increased
(h)	Net capital turnover ratio (in times)	Revenue from operations	Capital employed	2.29	3.33	-31.16%	Due to Increase in volume of business, Ratio is decreased
(i)	Net profit ratio	Net profit after tax	Revenue from operations	1.24%	0.65%	0.59%	-
(j)	Return on Capital employed	Earning before interest & taxes (EBIT)	Capital Employed:	9.08%	11.08%	-1.99%	-

S. No.	Ratios	Numerator	Denominator	As at 31st March 2023	As at 31st March 2022	Change in %	Reason for more than 25% Variance
(a)	Current Ratio	Current assets	Current liabilities	1.48	1.64	-9.69%	-
(b)	Debt-Equity Ratio	Debt	Equity	3.84	90.76	-95.77%	Due to issue of shares, Ratio is decreased
(c)	Debt Service Coverage Ratio	Earning available for debt services	Interest + Principal	0.24	0.07	239.08%	Due to increase in Borrowings, Ratio is increased
(d)	Return on Equity Ratio	Net Profit after taxes	Equity shareholders' fund	101.91%	14.45%	87.46%	Due to increase in PAT, Ratio is increased
(e)	Inventory turnover ratio (in times)	Cost of good sold	Average Inventory	5.74	5.12	12.16%	-
(f)	Trade Receivables turnover ratio (in times)	Revenue from operations	Average Trade Receivables	8.74	5.19	68.26%	Due to Increase in volume of business, Ratio is increased
(g)	Trade payables turnover ratio (in times)	Purchase	Average Trade Payables	33.79	11.99	181.83%	Due to Increase in volume of business, Ratio is increased
(h)	Net capital turnover ratio (in times)	Revenue from operations	Capital employed	2.39	2.29	4.29%	-
(i)	Net profit ratio	Net profit after tax	Revenue from operations	4.53%	1.24%	3.28%	-
(j)	Return on Capital employed	Earning before interest & taxes (EBIT)	Capital Employed:	20.08%	9.08%	11.00%	-

Annexure J

RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS

(a) List of Related Parties

Name of party	Nature of Relationship
Dayalji Vanraavan Kotecha	Non- Executive Director
Vijaykumar Vanraavan Kotecha	Non- Executive Director
Rishit Dayalji Kotecha	Managing Director
Hiren Vijaykumar Kotecha	Whole Time Director
Foram Rishit Kotecha	Non- Executive Director
Mayuri Hiren Kotecha	Non- Executive Director
Kirit Vallabhbbhai Dharaviya	Chief Financial Officer (w.e.f - April 04, 2023)
Rishit Dayal Jibhai Kotecha (HUF)	Entity in which Director is interested
Madhusudan & Co. (Mumbai)	Entity in which Director is interested
M/s Madhusudan & Co., Rajkot	Entity in which Director is interested
M/s. Madhusudan & Co.(BSNL), Jamnagar	Entity in which Director is interested
M/s. Madhusudan & Co. (BSNL) Khambhaliya	Entity in which Director is interested
M/s Madhusudan & Co., Ahmedabad	Entity in which Director is interested
Madhusudan Agri Processing And Cold storage Private Limited	Entity in which Director is interested
Madhusudan Auto-Biz Private Limited (Formerly known as Madhusudan Spices Pvt. Ltd.)	Entity in which Director is interested
Mangalya Infrabuild LLP	Entity in which Director is interested

(b) Transaction with related parties

(Rs in lakhs)

Particulars	2022-23	2021-22	2020-2021
Dayalji Vanraavan Kotecha			
Opening Balance	744.20	-	-
Loan Accepted	2,293.00	203.00	-
Loan Repaid	1,587.45	89.34	-
Closing Balance	1,283.13	744.20	-
Remuneration Expenses		10.63	17.00
Interest Expenses	82.87	42.03	42.00
Foram Rishit Kotecha			
Opening Balance	-	-	-
Loan Accepted	17.50	-	-
Loan Repaid	0.42	-	-
Closing Balance	17.86	-	-
Interest Expenses	0.79	-	-
Mayuri Hiren Kotecha			
Opening Balance	-	-	-
Loan Accepted	17.50	-	-
Loan Repaid	0.55	-	-
Closing Balance	17.73	-	-
Interest Expenses	0.78	-	-
Hiren Vijaykumar Kotecha			
Opening Balance	(0.72)	-	(2.17)
Loan Accepted	296.00	-	3.92
Loan Repaid	261.29	0.72	1.75
Closing Balance	35.47	(0.72)	-
Interest Expenses	1.48	-	-
Rishit Dayalji Kotecha			
Opening Balance	(0.30)	-	(50.06)
Loan Accepted	617.00	0.40	52.88
Loan Repaid	486.69	0.71	2.82

Closing Balance	143.21	(0.30)	-
Reimbursement of Expenses	12.57	-	-
Interest Expenses	0.64	0.71	-
Vijaykumar Vanraavan Kotecha			
Opening Balance	567.33	-	-
Loan Accepted	1,092.10	334.00	-
Loan Repaid	1,012.58	324.11	-
Closing Balance	471.04	567.33	-
Remuneration Expenses		10.63	17.00
Interest Expenses	73.68	38.42	42.00
Madhusudan Agri. Processing & cold storage Pvt ltd			
Opening Balance	-	8.17	-
Closing Balance	(0.22)	-	8.17
Opening Balance as Loan	(2.65)	0.85	(12.01)
Loan Accepted	325.40	25.53	68.19
Loan Repaid	322.75	29.03	55.32
Closing Balance as Loan	-	(2.65)	0.85
Sale	-	147.86	12.20
Purchase	82.72	42.74	53.55
Cold Rent Expenses	53.80	-	-
Madhusudan and Co. - Citypoint			
Opening Balance	(1.53)	(1.47)	(1.52)
Closing Balance	(1.40)	(1.53)	(1.47)
Rent Income	2.88	2.88	2.88
Reimbursement of Expenses	0.01	0.35	0.44
Madhusudan and Co. - Mumbai			
Opening Balance	(15.75)	(179.88)	(185.59)
Closing Balance	(16.84)	(15.75)	(179.88)
Sale	58.18	19.30	31.17
Purchase	-	39.99	16.14
Madhusudan and Co. - Rajkot			
Opening Balance	(25.00)	(20.31)	(23.28)
Closing Balance	(29.96)	(25.00)	(20.31)
Sale	159.86	134.24	112.45
Madhusudan and Co. - Khambhaliya			
Opening Balance as Debtor	(5.82)	(5.82)	(5.82)
Closing Balance as Debtor	-	(5.82)	(5.82)
Madhusudan and Co. - Ahmedabad			
Opening Balance	(14.07)	(14.14)	(58.19)
Closing Balance	-	(14.07)	(14.14)
Purchase	-	-	32.64
Madhusudan Auto-Biz Private Limited (Formerly known as Madhusudan Spices Pvt. Ltd.)			
Opening Balance as Creditor	(102.65)	101.57	542.47
Closing Balance as Creditor	0.57	(102.65)	101.57
Opening Balance as Loan	402.95	-	-
Loan Accepted	417.75	402.95	-
Loan Repaid	646.18	-	-
Closing Balance as Loan	189.59	402.95	-
Sale	-	163.77	279.83
Purchase	115.89	1,231.97	1,193.16
Interest Expenses	15.07	-	-
Kirit Vallabhbbhai Dharaviya			
Salary Paid	5.00	4.55	4.13

Annexure-K
Capitalization Statement

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	2,801.72	2,801.72
Long Term Debt (B)	1,415.48	1,415.48
Total debts (C)	4,217.20	4,217.20
Shareholders' funds		
Equity share capital	500.00	1,290.00
Reserve and surplus - as restated	599.10	3,089.10
Total shareholders' funds	1,099.10	4,379.10
Long term debt / shareholders funds	1.29	0.32
Total debt / shareholders funds	3.84	0.96

Notes:

1. The company was earlier a partnership firm i.e M/s Madhusudan & Co. The same was converted to a company as on December 14, 2021. The equity shares outstanding as on March 31, 2022 were issued to partners of the erstwhile firm i.e M/s Madhusudan & Co pursuant to its conversion to private limited company. Thereafter the company issued 49,90,000 equity shares pursuant to right issue on May 25, 2022. The company has allotted 40,00,000 equity shares as fully paid-up bonus shares in the ratio of 4:5 on July 03, 2023. Consequently the Weighted Average Number of Equity Shares as on March 31, 2023 and March 31, 2022 has been calculated after giving effect to shares issued pursuant to right issue and bonus issue. Weighted Average Number of Equity Shares as on March 31, 2021 (in the erstwhile partnership firm) has been considered constant as on March 31, 2022.
2. The amounts are considered outstanding as on March 31, 2023.

Annexure-L
Nature of Security and Terms of Repayment for Long Term Borrowings

(Rs in lakhs)

Sr. No.	Lender	Nature of facility	Sanctioned Amt	Rate of interest (%)	Repayment Schedule	Security Hypothecated	Outstanding as on		
							March 31, 2023	March 31, 2022	March 31, 2021
1	Bank of Baroda TL - 01338	Term Loan for Takeover from ICICI Bank	328.07	BRLLR+SP+0.15% (7.85%)	To be repaid in the Tenure of 104 Months	1. Creation of Registered equitable mortgage of factory land and building including proposed PE8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat 2. Creation of Registered equitable mortgage of Residential cum Commercial building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837 Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar 3. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar 4. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar Guarantee 1 Mr. Vijaykumar Vanraavan Kotecha 2 Mr. Dayalji Vanraavan Kotecha 3 Mr. Hiren Vijaykumar Kotecha 4 Mr. Rishit Dayalji Kotecha	309.52	0.00	0.00
2	Bank of Baroda TL - 01339	Term Loan for Takeover from Kotak Bank	117.23	BRLLR+1.00% (8.45%)	To be repaid in the Tenure of 26 Months		76.65	0.00	0.00
3	Bank of Baroda TL - 01721	Term Loan for Construction of PEB Cold Storages Structure	180.00	BRLLR+SP+0.15% (7.85%)	70 Months including moratorium of 10 Months (Principal outstanding amount to be repaid in 60 equal monthly instalments after the expiry of the Moratorium Period.)	180.00	0.00	0.00	
4	Bank of Baroda TL - 01722	Term Loan for Cold Storage Plant & Machineries	220.00	BRLLR+SP+0.15% (7.85%)	70 Months including moratorium of 10 Months (Principal outstanding amount to be repaid in	220.00	0.00	0.00	

					60 equal monthly instalments after the expiry of the Moratorium Period.)				
5	Kotak Mahindra Prime Ltd TL - 1	Vehicle Loan	34.58	8.50%	To be repaid in the Tenure of 84 Months	Jeep	33.69	0.00	0.00
6	Kotak Mahindra Prime Ltd TL - 2	Vehicle Loan	15.60	8.50%	To be repaid in the Tenure of 60 Months	KIA Seltos G 1.4 T - GDI G T X AT	8.03	11.03	13.79
7	Kotak Mahindra Bank	Term Loan	276.00	8.45%	To be repaid in the Tenure of 60 Months	Primary Security : 1. Creation of Registered equitable mortgage of factory land and building & industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat	0.00	126.08	206.54
8	ICICI Bank - Vehicle Loan	Vehicle Loan	9.70	7.65%	To be repaid in the Tenure of 84 Months	EcoSport / Titanium 1.5l Tdci	7.65	8.81	0.00
9	ICICI Bank - LAP	Loan Against Property	363.06	External Bench Mark + 4.45%	To be repaid in the Tenure of 120 Months	Primary Security : 1. Creation of Registered equitable mortgage of land and building situated at C S No. 3837 P and 3838, Sub Plot No. 3/A-1, 3/A-2 and Plot No. 3/B Madhusudan & Co. Opp. M P Shah Udhyognagar Gate No. 2, Saru Section Road, Jamnagar, C S Ward No. 10, Jamnagar to the extent secured for the facility. Guarantee 1 Mr. Vijaykumar Vanravan Kotecha 2 Mr. Dayalji Vanravan Kotecha 3 Mr. Rishit Dayalji Kotecha	0.00	334.55	359.15

Annexure-M
Nature of Security and Terms of Repayment for Short Term Borrowings

(Rs in lakhs)

Sr. No.	Lender	Nature of facility	Sanctioned Amt.	Rate of interest (%)	Security Hypothecated	Outstanding as on		
						March 31, 2023	March 31, 2022	March 31, 2021
1	Bank of Baroda	Cash Credit	1,400.00	BRLLR+SP+0.15% (7.85%)	<p>Primary Security : Hypothecation of Stocks and Book Debts (Existing and Future)</p> <p>Collateral Security:</p> <p>1. Creation of Registered equitable mortgage of factory land and building including proposed PE8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat</p> <p>2. Creation of Registered equitable mortgage of Residential cum Commerical building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837 Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar</p> <p>3. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar</p> <p>4. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar</p> <p>Guarantee</p> <p>1 Mr. Vijaykumar Vanravan Kotecha 2 Mr. Dayalji Vanravan Kotecha 3 Mr. Hiren Vijaykumar Kotecha 4 Mr. Rishit Dayalji Kotecha</p>	1285.86	0.00	0.00
2	Yes Bank Ltd	Cash Credit	500.00	8.50%	<p>Primary Security : 1.Lien of Agri Commodities</p>	0.00	170.40	0.00

					2. Kotak Bank Ltd - 2 UDC from Madhusudan & Co. (Former Name) in favor of Credit Line, Yes Bank Ltd. Guarantee 1 Mr. Vijaykumar Vanraavan Kotecha 2 Mr. Dayalji Vanraavan Kotecha 3 Mr. Rishit Dayalji Kotecha			
3	Kotak Mahindra Bank	Over Draft	400.00	8.45%	Primary Security : 1.Lien of Agri Commodities 2. Kotak Bank Ltd - 2 UDC from Madhusudan & Co. (Former Name) in favor of Credit Line, Yes Bank Ltd. Guarantee 1 Mr. Vijaykumar Vanraavan Kotecha 2 Mr. Dayalji Vanraavan Kotecha 3 Mr. Rishit Dayalji Kotecha	0.00	386.04	386.90
4	ICICI Bank	Cash Credit	300.00	External Bench Mark + 4.45%	Primary Security : Hypothecation of Stocks and Book Debts (Existing and Future) Collateral Security: 1. Creation of Registered equitable mortgage of land and building situated at C S No. 3837 P and 3838, Sub Plot No. 3/A-1, 3/A-2 and Plot No. 3/B Madhusudan & Co. Opp. M P Shah Udhoygnagar Gate No. 2, Saru Section Road, Jamnagar, C S Ward No. 10, Jamnagar to the extent secured for the facility. Guarantee 1 Mr. Vijaykumar Vanraavan Kotecha 2 Mr. Dayalji Vanraavan Kotecha 3 Mr. Rishit Dayalji Kotecha	0.00	130.38	0.00

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 and their respective Audit reports thereon (Audited Financial Statements) are available at www.madhusudanmasala.com

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; (ii) Red Herring Prospectus or (ii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations are given below:

Particulars	(Amt. Rs. In Lakhs)		
	March 31, 2023	March 31, 2022	March 31, 2021
Profit After Tax (Rs. In Lakhs)	575.89	81.29	44.98
Basic & Diluted Earnings per Share	6.94	15.41	8.53
Return on Net Worth (%)	52.40%	261.67%	4.11%
NAV (Based on no. of share outstanding at the end of year)	21.98	310.66	-
NAV per Equity Shares (Based on Weighted Average Number of Shares)	13.24	5.89	207.42
Earnings before interest, tax, depreciation and amortization (EBITDA)	1,101.23	214.62	277.03

STATEMENT OF FINANCIAL INDEBTEDNESS

To,

The Board of Directors,

M/s Madhusudan Masala Limited
F.P. No. 19, Plot No. 1-B Hapa Road
Jamnagar -Gujarat 361001

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Madhusudan Masala Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31st March 2023 are mentioned below.

A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS

(Amt. in Rs. Lakhs)

Sr. No.	Lender	Nature of facility	Sanctioned Amt	Date of Sanction	Rate of interest (%)	Repayment Schedule	Security Hypothecated	Outstanding as on March 31, 2023
1	Bank of Baroda TL - 01338	Term Loan for Takeover from ICICI Bank	328.07	30.06.2022	BRLLR+SP+0.15% (7.85%)	To be repaid in the Tenure of 104 Months	1. Creation of Registered equitable mortgage of factory land and building including proposed PE8 structure of Cold Storage at NA industrial land having sub plot no. 1/8, R. S. No. 1509/2, adm 5384.14 Sq. Mtrs. and built up adm. 2294.38 Sq. Mtrs. situated Nr. Marketing Yard, Hapa road, Jamnagar, Gujarat 2. Creation of Registered equitable mortgage of Residential cum Commerical building comprised of eight shops, two stalls, six offices and twelve flats at city survey no. 1-G-4 Paiki, Sheet No. 86, C. S. No. 3837	309.52
2	Bank of Baroda TL - 01339	Term Loan for Takeover from Kotak Bank	117.23	30.06.2022	BRLLR+1.00% (8.45%)	To be repaid in the Tenure of 26 Months		76.65
3	Bank of Baroda TL - 01721	Term Loan for Construction of PEB Cold Storages	180.00	30.06.2022	BRLLR+SP+0.15% (7.85%)	70 Months including moratorium of 10 Months (Principal outstanding amount		180.00

Sr. No.	Lender	Nature of facility	Sanctioned Amt	Date of Sanction	Rate of interest (%)	Repayment Schedule	Security Hypothecated	Outstanding as on March 31, 2023
		Structure				to be repaid in 60 equal monthly instalments after the expiry of the Moratorium Period.)	Paiki & 3838, Plot no. 3/A1, 3/A2 and 3/8, Saru Section road, Jamnagar 3. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 51, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar	
4	Bank of Baroda TL - 01722	Term Loan for Cold Storage Plant & Machineries	220.00	30.06.2022	BRLLR+SP+0.15% (7.85%)	70 Months including moratorium of 10 Months (Principal outstanding amount to be repaid in 60 equal monthly instalments after the expiry of the Moratorium Period.)	4. Creation of Registered equitable mortgage of all that piece and parcel of NA Residential land of Plot No. 52, admeasuring 694.73 Sq. Mtrs. (as per revenue record 694.73.11 Sq. Mtrs) of NA land of R. S. No. 382 paiki, situated on Rajkot Highway in the city of Jamnagar	220.00
5	Bank of Baroda CC -	Cash Credit	1,400.00	30.06.2022	BRLLR+SP+0.15% (7.85%)	N.A.	Guarantee 1 Mr. Vijaykumar Vanravan Kotecha 2 Mr. Dayalji Vanravan Kotecha 3 Mr. Hiren Vijaykumar Kotecha 4 Mr. Rishit Dayalji Kotecha	1285.86
6	Kotak Mahindra Prime Ltd TL - 1	Vehicle Loan	34.58	31.01.2023	8.50%	To be repaid in the Tenure of 84 Months	Jeep	33.69
7	Kotak Mahindra Prime Ltd TL - 2	Vehicle Loan	15.60	30.07.2020	8.50%	To be repaid in the Tenure of 60 Months	KIA Seltos G 1.4 T - GDI G T X AT	8.03
8	ICICI Bank - Vehicle	Vehicle Loan	9.70	26.04.2021	7.65%	To be repaid in the Tenure of 84 Months	EcoSport / Titanium 1.5l Tdci	7.65

Sr. No.	Lender	Nature of facility	Sanctioned Amt	Date of Sanction	Rate of interest (%)	Repayment Schedule	Security Hypothecated	Outstanding as on March 31, 2023
	Loan							

NOTE: * Rate of Interest mentioned are as on the date of sanction letter (It may vary as on date)

General Terms & Conditions:

1. The Company will not repay the unsecured loans till continuation of Credit Facilities and and to infuse long term funds as estimated/projected.
2. The securities charged to the Bank shall be inspected as per Bank's guidelines from time to time as per internal rating of the Company. Inspection charges for periodical verification of stocks/ machineries/ securities are to be borne by the Company.
3. The Company to obtain and continue to obtain / renew various licenses / permissions / sanctions etc from various Government Department from time to time and copy of the same should be given to the Bank.
4. The Company to submit audited financials of the Company at the earliest (irrespective of due date of review of facilities), peruse the performance & financials compared to estimate / projection furnished by the Company while sanctioning I reviewing the credit facilities and place their views on key financial parameters before the sanctioning authority along with required remedial measures, if any
5. The Company and Directors / Guarantors to submit a declaration that none of them is related to any Director of our Bank / any other Banking Company or to any staff of our Bank.
6. In case of any default in the repayment of the loan or interest, the Bank and / or RBI will have an unqualified right to disclose or publish the name of the Company / Partners / guarantors as defaulter in such manner and in such medium as the Bank or the RBI in their absolute discretion may think fit.
7. The Company would keep the Bank informed of the happening of the event that is likely to have substantial effect on the profit in business or circumstance adversely affecting its financial position.
8. Company to note: The ROI approved / applicable to credit facilities is subject to satisfactory conduct of account during the review period and compliance of terms & conditions, the rate of interest may undergo change in base Rate, policy, change by Bank / RBI / Govt. The rate of interest, margin and other charges will be subject to change as per RBI's directive / Bank's Policy from time to time
9. The credit facilities if eligible for Capital Subsidy and Interest Subsidy as per norms and guidelines issued by Bank / Nodal Agency /Govt. Authorities. The Company to submit necessary documents/ information to the Bank / Competent govt. authority as per Scheme guidelines before the cutoff date of submission.
10. The securities charged to the Bank shall be inspected as per Bank's guidelines from time to time as per internal rating of the Company. Inspection charges for periodical verification of stocks/ machineries/ securities are to be borne by the Company.

B. UNSECURED LOANS

Name	Purpose	Rate of Interest	Repayment	Outstanding Amount in Lacs as on 31-03-2023
Long Term Borrowings				
Dayaljibhai V Kotecha	Business Loan	12 %	Repayable on Demand	352.96
Vijaykumar V. Kotecha	Business Loan	12 %	Repayable on Demand	327.44
Short Term Borrowing				
Foram Rishit Kotecha	Business Loan	6 %	Repayable on Demand	17.87
Hiren Vijaybhai Kotecha	Business Loan	6 %	Repayable on Demand	35.47
Mayuri Hiren Kotecha	Business Loan	6 %	Repayable on Demand	17.73
Rishit Dayalji Kotecha	Business Loan	6 %	Repayable on Demand	143.21
Dayaljibhai V Kotecha	Business Loan	12 %	Repayable on Demand	899.04
Vijaykumar V. Kotecha	Business Loan	12 %	Repayable on Demand	112.48
Madhusudan Auto biz Pvt Ltd	Business Loan	6 %	Repayable on Demand	189.59
Total Unsecured Loans				2095.79

For Sarvesh Gohil & Associates

Chartered Accountants

Firm Registration no: 0156550W

Sd/-

Krupa Solanki

Membership No: 168290

UDIN: 23168290BHAUSA9506

Date: July 27, 2023

Place: Jamnagar

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “**Financial Information of the Company**” beginning on page 155 You should also read the section titled “**Risk Factors**” on page 25 and the section titled “**Forward Looking Statements**” on page 17 of this Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated July 15, 2023 which is included in this Red Herring Prospectus under “**Financial Statements**”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

BUSINESS OVERVIEW

We are engaged in the business of manufacturing and processing of more than 32 types of Spices under the brand names of “**DOUBLE HATHI**” and “**MAHARAJA**”. We also sell products like: Tea and Other Grocery Products like: Rajgira flour, Papad, Soya Products, Asafoetida (Hing), Achar masala (Ready to make pickle powder), Sanchar (Black salt powder), Sindhalu (Rock salt powder), Katlu powder (Food supplement), Kasuri Methi (Dry fenugreek) etc under the brand name of “**DOUBLE HATHI**”

Operating in the industry since last four decades, our promoters, Dayalji Vanrajan Kotecha and Vijaykumar Vanrajan Kotecha laid the foundation of the business and formed a partnership firm M/s Madhusudan & Co registered with Registrar of firms, Gujarat in the year 1982 with the objective to manufacture spices and other food products. With the focus on providing quality food products, cost effectiveness and improved accessibility we have been selling our products under the brand name of “**DOUBLE HATHI**” since 1977 and under the brand name of “**MAHARAJA**” since 2003. Their next generation, Rishit Dayalji Kotecha and Hiren Vijaykumar Kotecha continued the legacy and developed extensive experience in the industry. We believe that we have established our brand as the preferred home consumption brand for Indian families.

Our range of spices includes (i) **Ground spices** which comprises of various varieties of Chilli Powder, Turmeric Powder, Coriander Powder and Cumin Powder and (ii) **Blend spices** which comprises of Garam Masala, Tea Masala, Chhole Masala, Sambhar Masala, Pav Bhaji Masala, Pani Puri Masala, Sabji Masala, Kitchen King Masala, Chicken Masala, Meat Masala, Chatpata Chat Masala, Butter Milk Masala, Chewda Masala, Dry Ginger Powder (Sunth), Black Pepper Powder (Mari), Dry Mango Powder (Aamchur) etc. Our company also deals in whole spices in retail and bulk quantity. During the Fiscals 2023, 2022 and 2021 our revenue from sale of spices contributed to 75.07%, 69.94% and 83.08% of our overall sales. The *Double Hathi* portfolio of ground spices comprises of premium quality spices whereas value for money segment of ground spices are offered under the *Maharaja* portfolio. Over the years our company has evolved as manufacturer of 13 types of chilli powder available in 78 SKUs catering to almost every customer segment in the industry.

Key Performance Indicators of our Company

	(Rs. in lakhs)		
Key Financial Performance	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from operations ⁽¹⁾	12,721.60	6,540.81	6,868.03
EBITDA ⁽²⁾	1,101.23	214.62	277.03
EBITDA Margin ⁽³⁾	8.66%	3.28%	4.03%
PAT	575.89	81.29	44.98
PAT Margin ⁽⁴⁾	4.53%	1.24%	0.65%

Notes:

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

⁽²⁾EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

⁽³⁾EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

⁽⁴⁾PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure D of Restated Financial Statements beginning on page 155 of this Red Herring Prospectus.

Factors Affecting our Results of Operations

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 25 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in laws and regulations that apply to the industries in which we operate.
3. Changes in consumer demand and preferences;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Increased competition in the industry in which we operate;
7. Our ability to retain our key managements persons and other employees;
8. Our ability to maintain or enhance the popularity, reputation and consumer goodwill associated with our brand “Double Hathi” & “Maharaja”;
9. Our ability to anticipate and adapt to evolving consumer tastes, preferences and demand for particular products, or ensure product quality or any reduction in the demand of our Spices and other food products;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company’s ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Inability to successfully obtain registrations in a timely manner or at all;
14. Occurrence of Environmental Problems & Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved;
17. Concentration of ownership among our Promoters.
18. The performance of the financial markets in India and globally;
19. Global distress due to pandemic, war or by any other reason.
20. Our ability to maintain our relationships with vendors and their inability to meet our products specifications and supply our products in timely manner;
21. Our ability to grow our business;
22. Any slowdown or interruption to our manufacturing operations or under-utilization of our existing or future manufacturing facilities;
23. We do not have long term agreements with suppliers for our raw materials and an increase in the cost of or a shortfall in the availability of such raw materials could have an adverse effect on our business, results of operations and financial condition.
24. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
25. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;

Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements.

(₹ in Lakhs)

Particulars	FY 2022-23	% of Total Income	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income
Revenue From Operations	12,721.60	99.77%	6,540.81	98.33%	6,868.03	99.90%
Other Income	28.97	0.23%	111.00	1.67%	7.15	0.10%
Total Revenue	12,750.57	100%	6,651.81	100%	6,875.18	100%
Expenses:						
Cost of Material Consumed	12,060.64	94.59%	6,316.04	94.95%	6,087.40	88.54%
Changes in Inventories of Finished Goods	(934.51)	(7.33%)	(353.62)	(5.32%)	101.95	1.48%
Employee benefits expense	109.91	0.86%	95.48	1.44%	123.67	1.80%
Finance costs	326.77	2.56%	163.90	2.46%	179.35	2.61%
Depreciation and amortization expense	62.64	0.49%	66.72	1.00%	55.96	0.81%
Operating and Other expenses	351.89	2.76%	266.26	4.00%	265.10	3.86%
Total Expenses	11977.35	93.94%	6554.78	98.54%	6813.43	99.10%
Profit before exceptional ,extraordinary items and tax	773.23	6.06%	97.03	1.46%	61.75	0.90%
Less: Exceptional Items	-	-	-	-	-	-
Profit before extraordinary items and tax (A-B)	773.23	6.06%	97.03	1.46%	61.75	0.90%
Prior Period Items	-	-	-	-	-	-
Extra ordinary items	-	-	-	-	-	-
Profit before tax	773.23	6.06%	97.03	1.46%	61.75	0.90%
<i>Tax expense:</i>						
Current tax	199.17	1.56%	19.68	0.30%	19.22	0.28%
Tax Related to Earlier year	-	-	-	-	-	-
Deferred Tax	(1.84)	(0.01%)	(3.95)	(0.06%)	(2.46)	(0.04%)
Profit/(Loss) for the period After Tax	575.90	4.52%	81.30	1.22%	44.99	0.65%

Main Components of our Profit and Loss Account

Revenue from operations:

Revenue from operations mainly consists of revenue from sale of spices, other grocery products and food grains.

Other Income:

Our other income primarily comprises of rental income, quality claim income, discount and other incomes.

Expenses:

Company's expenses consist of Cost of material consumed, Changes in inventories of finished goods, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

Cost of material Consumed

Cost of materials consumed is the aggregate of cost of raw materials consumed which includes additional Purchases and change in inventory of raw materials.

Changes in inventories of finished goods:

Changes in inventories of finished goods comprises of increase/decrease in Finished Goods.

Employee benefits expense:

Employee benefits expense primarily comprises of Salaries and wages, Contribution to PF and Gratuity.

Finance Costs:

Our finance cost includes Interest expense on borrowings and other borrowing cost.

Depreciation and Amortization Expenses:

Depreciation includes depreciation on Factory Building, Plant & Machinery, Furniture & Fixtures, Vehicles, Office Equipment and Computers.

Other Expenses:

Other expenses consists of Cold storage rent, Power & Fuel, Freight expenses, Machinery repairing and cleaning expenses, Commission and Brokerage, Advertisement expenses, Packing charges, Settlement of Commodities, Travelling expenses, Legal & Professional Expenses, Printing & Stationary, Rates & Taxes Insurance expenses etc.

Financial Year 2023 Compared to Financial Year 2022 (Based on Restated Financial Statements)

Total Income:

Total income for the financial year 22-23 stood at Rs. 12,750.57 lakhs whereas in Financial Year 21-22 the same stood at Rs. 6,651.81 lakhs representing significant increase of 91.69%. The main reason of increase was increase in the volume of business operations of the company. The volume of business increased in FY 23 majorly due to

a) increase in trading revenue

(i) Sales from trading of whole spices increased by 504.59% from Rs.627.03 lakhs in FY 21-22 to Rs.3790.99lakhs in FY 22-23 and

(ii) Sales from trading of food grains increased by 73.17% from 1691.75lakhs in FY 21-22 to Rs.2929.59lakhs in FY 22-23.

- b) The sales from Ground spices increased by 44.84% from Rs.2170.48lakhs in FY 21-22 to Rs. Rs.3143.63lakhs in FY 22-23
- c) The sale of other grocery product increased by 11.60% from 149.01Lakhs to Rs.166.29Lakhs in FY 22-23
- d) The sale of whole spices increased by 56.05% from 1616.89Lakhs in FY 21-22 to Rs.2523.15lakhs in FY 22-23.

Revenue from Operations:

During the financial year 22-23 the net revenue from operation of our Company was Rs.12,721.60 Lakhs from sales of manufactured and traded goods. The sales from Ground spices increased by 44.84% from Rs.2170.48 lakhs in FY 21-22 to Rs. 3143.63lakhs in FY 22-23, Blend spices decreased by 40.89% from 160.18 lakhs in FY21-22 to Rs.94.69 Lakhs in FY 22-23, other grocery product increased by 11.60% from 149.01Lakhs to Rs.166.29Lakhs in FY 22-23, Tea decreased by 39.38% from Rs.125.46 Lakhs to Rs.76.06Lakhs and whole spices increased by 56.05% from 1616.89Lakhs in FY 21-22 to Rs.2523.15 lakhs in FY 22-23. Sales from trading of whole spices increased by 504.59% from Rs.627.03 lakhs in FY 21-22 to Rs.3790.99 lakhs in FY 22-23 and trading of food grains increased by 73.17% from 1691.75lakhs in FY 21-22 to Rs.2929.59 lakhs in FY 22-23. Overall Revenue from operations in FY 22-23 increased by 94.50% from 6540.81lakhs in FY21-22 to Rs.12,721.60 Lakhs in FY 22-23. The main reason of increase was increase in the volume of business operations of the company.

Other Income:

During the financial year 22-23 the other income of our Company decreased to Rs.28.97 Lakhs as against Rs.111 Lakhs in the Financial Year 21-22 representing a decrease of 73.90% majorly due to income from Long Term Capital Gain, Profit on Sale of Vehicles, Settlement of Commodities in previous year etc.

Total Expenses:

The total expense for the financial year 22-23 increased to Rs.11,977.35 Lakhs from Rs .6554.78 Lakhs in the Financial Year 21-22 representing an increase of 82.73%. Such increase was due to increase in the volume of business operations of the Company.

Cost of Materials Consumed:

The Cost of Materials Consumed for the financial year 22-23 increased to Rs.12,060.64 Lakhs from Rs.6,316.04 Lakhs for the financial year 21-22, representing an increase of 90.95% from the previous year due to increase in the volume of business operations of the company. Our Cost of materials consumed is primarily comprises of Purchases of raw material and change in inventory of raw materials.

Changes in the Inventory:

Change in inventory of finished goods was ₹ (934.51) Lakhs during the financial year 22-23 as compared to ₹ (353.62) Lakhs in the financial year 21-22. The change of 164.27% was due to increase in closing stock of Finished Goods.

Employee benefits expense:

Our Company has incurred Rs.109.91 Lakhs as Employee benefits expense during the financial year 22-23 as compared to Rs. 95.48 Lakhs in the financial year 21-22. The increase of 15.11 % was due to increase in salaries and wages. Employee benefit expenses in FY 22-23 comprises of salary and wages amounted for Rs.102.71Lakhs, provident fund amounted for Rs.1.95Lakhs and gratuity amounted for Rs.5.25Lakhs.

Finance costs:

These costs for the financial Year 22-23 increased to Rs.326.77 Lakhs as against Rs.163.90 Lakhs during the financial year 21-22. The increase of 99.37 % was due to increase in interest expenses and borrowing cost.

Depreciation and Amortization Expenses:

Depreciation for the financial year 22-23 stood at Rs.62.64 Lakhs as against Rs.66.72 Lakhs during the financial year 21-22. The decrease in depreciation was around 6.12% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs.351.89 Lakhs during the Financial Year 22-23 on other expenses as against Rs.266.26 Lakhs during the financial year 21-22. The increase of 32.16% was mainly due to (i) increase in Cold Storage rent by 39.17% from Rs.60.15Lakhs in FY 21-22 to Rs.83.70Lakhs in FY 22-23, (ii) increase in Commission and Brokerage Charges by 28.21% from Rs.36.39Lakhs in FY 21-22 to Rs.46.66Lakhs in FY 22-23, (iii) increase in Travelling expenses by 47.62% from Rs.11.13Lakhs in FY 21-22 to Rs.16.43Lakhs in FY 22-23 and (iv) increase in Legal & Professional Expenses etc.

Restated profit before tax:

Net profit before tax for the financial year 22-23 increased to Rs. 773.23 Lakhs as compared to Rs.97.03 Lakhs in financial year 2021-22 representing an increase of 696.91%

Restated profit after tax:

The Company reported Restated profit after tax for the financial year 22-23 was Rs.575.90 Lakhs in comparison to Rs. 81.30 lakhs in the financial year 21-22 majorly due to:

- a) Increase in inventory of finished goods, which increased from Rs 448.35 lakhs in FY 22 to Rs 1382.86 lakhs in FY 23.
- b) Employee benefit expenses as a % of Total income has not increased in same proportion in FY 23 as compared to FY 22. Employee Benefit Expenses as a % of Total Income decreased to 0.86% in FY 23 as compared to 1.44% in FY 22
- c) Operating and Other Expenses as a % of Total income has not increased in same proportion in FY 23 as compared to FY 22. Operating and Other Expenses as a % of Total Income decreased to 2.76% in FY 23 as compared to 4.00% in FY 22.

Financial Year 2022 Compared to Financial Year 2021 (Based on Restated Financial Statements)**Total Income:**

Total income for the financial year 21-22 stood at Rs. 6651.81 Lakhs whereas in Financial Year 20-21 the same stood at Rs. 6,875.18 Lakhs representing decrease of 3.25%. The main reason of increase was decrease in the volume of business operations of the company.

Revenue from Operations:

During the financial year 21-22 the net revenue from operation of our Company was Rs.6540.81 Lakhs from sales of manufactured and traded goods. The sales from Ground spices decreased by 4.22% from 2266.02 Lakhs in FY 20-21 to Rs.2170.48lakhs in FY 21-22, Blend spices decreased by 32.51% from 237.34 lakhs in FY 20-21 to Rs.160.18Lakhs in FY 21-22, other grocery product increased by 22.54% from Rs.121.60Lakhs in FY 20-21 to Rs.149.01Lakhs in FY 21-22, Tea decreased by 47.13% from Rs.237.31 lakhs in FY20-21 to Rs.125.46 Lakhs in FY 21-22 and whole spices decreased by 17.44% from Rs.1958.45Lakhs in FY 20-21 to Rs.1616.89Lakhs in FY21-22. Sales from trading of whole spices increased by 49.57% from 1243.29 Lakhs in FY 20-21 to Rs.627.03lakhs in FY 21-22 and trading of food grains increased by 110.59% from Rs.803.32Lakhs to Rs.1691.75lakhs in FY 21-22. Overall Revenue from operations in FY 21-22 increased by 4.76% to Rs.6540.81 Lakhs as against Rs.6868.03 lakhs in the Financial Year 20-21. The main reason of increase was increase in the volume of business operations of the company.

Other Income:

During the financial year 21-22 the other income of our Company increased to Rs.111.00 Lakhs as against Rs.7.15 Lakhs in the Financial Year 20-21 representing an increase of 1452.38%. The main reason of increase was due to income from Long term capital gain and income from settlement of commodities in FY 21-22.

Total Expenses:

The total expense for the financial year 21-22 decreased to Rs.6554.78 Lakhs from Rs.6813.43 Lakhs in the Financial Year 20-21 representing a decrease of 3.80%. Such decrease was due to decrease the volume of business operations of the Company.

Cost of Materials Consumed:

The Cost of Materials Consumed for the financial year 21-22 increased to Rs.6316.04 Lakhs from Rs.6087.40 Lakhs for the financial year 20-21, representing an increase of 3.76% from the previous year due to increase in the cost of raw material. Our Cost of materials consumed is primarily comprises of Purchases of raw material and change in inventory of raw materials.

Changes in the Inventory:

Change in inventory of finished goods was ₹ (353.62) Lakhs during the financial year 21-22 as compared to ₹ 101.95 Lakhs in the financial year 20-21. The change of 446.85 % was due to increase in closing stock of Finished Goods.

Employee benefits expense:

Our Company has incurred Rs.95.48 Lakhs as Employee benefits expense during the financial year 21-22 as compared to Rs. 123.67 Lakhs in the financial year 20-21. The decrease of 22.79 % was due to decrease in salaries and wages. Employee benefit expenses in FY 21-22 comprises of salary and wages amounted for Rs.67.30 Lakhs, remuneration to partners amounted for Rs.21.25Lakhs, provident fund amounted for Rs.2.72Lakhs and gratuity amounted for Rs.4.21Lakhs.

Finance costs:

These costs for the financial Year 21-22 decreased to Rs.163.90 Lakhs as against Rs.179.35 Lakhs during the financial year 20-21. The decrease of 8.61% was due to decrease in interest expenses and borrowing cost.

Depreciation and Amortization Expenses:

Depreciation for the financial year 21-22 stood at Rs.66.72 Lakhs as against Rs.55.96 Lakhs during the financial year 20-21. The increase in depreciation was around 19.24% in comparison to the previous year.

Other Expenses:

Our Company has incurred Rs.266.26 Lakhs during the Financial Year 21-22 on other expenses as against Rs.265.10 Lakhs during the financial year 20-21. The increase of 0.44% was mainly due to (i) increase in Cold Storage rent by 10.14% from Rs.54.61Lakhs in FY 20-21 to Rs.60.15Lakhs in FY 21-22, (ii) increase in Commission and Brokerage Charges by 122.41% from Rs.16.36Lakhs to Rs.36.39Lakhs in FY 21-22, (iii) increase in Travelling expenses by 40.41% from Rs.7.93Lakhs in FY 20-21 to Rs.11.13Lakhs in FY 21-22 and (iv) increase in Rates & Taxes by 518.98 Lakhs from Rs.3.24 Lakhs in FY 20-21 to Rs.20.05 Lakhs in FY 21-22.

Restated profit before tax:

Net profit before tax for the financial year 21-22 increased to Rs. 97.03 Lakhs as compared to Rs.61.75 Lakhs in financial year 2020-21 representing an increase of 57.14%

Restated profit after tax:

The Company reported Restated profit after tax for the financial year 21-22 was Rs.81.30 Lakhs in comparison to Rs. 44.99 lakhs in the financial year 20-21 majorly due to factors mentioned above. During the financial year 21-22 the other income of our Company increased to Rs.111.00 Lakhs as against Rs.7.15 Lakhs in the Financial Year 20-21 representing an increase of

1452.38%. The main reason of increase was due to income from Long term capital gain and income from settlement of commodities in FY 21-22

Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. *Unusual or infrequent events or transactions*

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

2. *Significant economic changes that materially affected or are likely to affect income from continuing operations.*

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

3. *Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.*

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 25 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. *Future changes in relationship between costs and revenues*

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 25, 99 and 193 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

5. *Total turnover of each major industry segment in which our Company operates*

The Company operates in a single industry segment. Relevant industry data, as available, has been included in the chapter titled “**Industry Overview**” beginning on page 86 of this Prospectus.

6. *Status of any publicly announced New Products or Business Segment*

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product.

7. *Seasonality of business*

We are largely dependent on the agricultural industry for almost all of our raw materials including, whole spices, rajgira etc. Agricultural industry is largely dependent on various factors including monsoon and weather conditions. We purchase the raw materials in the harvest season and store them in our leased cold storage for manufacturing consumption and sales throughout the year during off season. For further information, see “**Risk Factors - Certain aspects of our business including procurement of raw materials are seasonal in nature**” on page 25 of this Prospectus.

8. *Dependence on single or few customers or suppliers*

For the FY 22-23, FY 21-22 and 20-21 our top 10 customers contributed to approximately 31.68%, 26.07% and 23.78% respectively of our revenue from operations. Our top 10 suppliers contributed to approximately 32.03%, 50.42%, and 49.82% respectively of our total suppliers. For further information, see “**Risk Factors**” on page 25 of this Prospectus.

9. *Competitive conditions*

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 86 and 99 respectively of this Prospectus.

10. Details of material developments after the date of last balance sheet i.e., March 31, 2023.

After the date of last Balance sheet i.e., March 31, 2023, the following material events have occurred:

1. Our company was converted from private limited company to public limited company vide fresh Certificate of Incorporation dated April 29, 2023 issued by the Registrar of Companies, Ahmedabad.
2. The authorized share capital of the company was increased from ₹ 5.00 Crore to ₹14.00 Crore vide Extra Ordinary General Meeting dated May 01, 2023.
3. Our company has allotted 40,00,000 equity shares pursuant to bonus issue in the ratio of 4:5 on July 3, 2023.
4. Our company has allotted 5,00,000 equity shares pursuant to right issue at the issue price of Rs 100/- each in the ratio of 1:18 on July 15, 2023.
5. Our company has approved the audited financial statements for the financial year ending March 31, 2023 in the Board meeting dated June 15, 2023
6. Our Company has approved the Restated Financial Statements for the financial year ending March 31, 2023, March 31, 2022 and March 31, 2021 in the Board meeting dated July 15, 2023.
7. Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated July 28, 2023.
8. Our Company has approved the Red Herring Prospectus vide resolution in the Board Meeting dated September 09, 2023.
9. Our Company has approved the Prospectus vide resolution in the Board Meeting dated September 22, 2023.

CAPITALISATION STATEMENT

(Rs. In Lakhs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	2,801.72	2,801.72
Long Term Debt (B)	1,415.48	1,415.48
Total debts (C)	4,217.20	4,217.20
Shareholders' funds		
Equity share capital	500.00	1,290.00
Reserve and surplus - as restated	599.10	3,089.10
Total shareholders' funds	1,099.10	4,379.10
Long term debt / shareholders funds	1.29	0.32
Total debt / shareholders funds	3.84	0.96

Notes:

1. The company was earlier a partnership firm i.e M/s Madhusudan & Co. The same was converted to a company as on December 14, 2021. The equity shares outstanding as on March 31, 2022 were issued to partners of the erstwhile firm i.e M/s Madhusudan & Co pursuant to its conversion to private limited company. Thereafter the company issued 49,90,000 equity shares pursuant to right issue on May 25, 2022. The company has allotted 40,00,000 equity shares as fully paid-up bonus shares in the ratio of 4:5 on July 03, 2023. Consequently the Weighted Average Number of Equity Shares as on March 31, 2023 and March 31, 2022 has been calculated after giving effect to shares issued pursuant to right issue and bonus issue. Weighted Average Number of Equity Shares as on March 31, 2021 (in the erstwhile partnership firm) has been considered constant as on March 31, 2022.
2. The amounts are considered outstanding as on March 31, 2023.
3. The corresponding post issue figures are based on Auditor's Certificate dated September 22, 2023.
4. While calculating the post issue shareholder's funds, we have considered the impact of fresh issue of 34,00,000 equity shares being offered through IPO at a price of ₹ 70/- per share. We've not taken impact of estimated issue expenses

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.

Our Board, in its meeting held on July 04, 2023 determined that outstanding legal proceedings involving the Company, Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

A. LITIGATION INVOLVING THE COMPANY

(a) Criminal proceedings against the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

i. Our Company (hereinafter referred to as ‘Complainant’) has filed a Complaint Case being Criminal Case No. 82 of 2022 against Mr. Khodabhai Limbabbhai Wakatar Proprietor of Shri Chamunda krupa Provision Store (hereinafter referred to as ‘Accused’) before Court of Hon’ble Chief Judicial Magistrate, Jamnagar (“Hon’ble Court”) under the section 138 of Negotiable Instrument Act, 1881 for recovery of Rs. 0.46 lakhs. The Accused had issued cheque towards the payment of goods purchased from Complainant. On depositing the cheque, they were dishonored with a remark ‘funds insufficient’ and therefore this case has been filed by the Complainant. The same is pending adjudication before the Hon’ble Court. The next date of hearing is on September 26, 2023.

ii. Our Company (hereinafter referred to as ‘Complainant’) has filed a Complaint Case being Criminal Case No. 8385 of 2022 against Kohinoor Masala Thara (hereinafter referred to as ‘Accused’) before Court of Hon’ble Chief Judicial Magistrate, Jamnagar (“Hon’ble Court”) under the section 138 of Negotiable Instrument Act, 1881 for recovery of Rs. 2 lakhs. The Accused had issued cheque towards the payment of goods purchased from Complainant. On depositing the cheque, they were dishonored with a remark ‘funds insufficient’ and therefore this case has been filed by the Complainant. The same is pending adjudication before the Hon’ble Court. The next date of hearing is on October 7, 2023.

iii. Our Company (hereinafter referred to as ‘Complainant’) has filed a Complaint Case being Criminal Case No. 8386 of 2022 against Punjab Prant Patidar Trading Company (hereinafter referred to as ‘Accused’) before Court of Hon’ble Chief Judicial Magistrate, Jamnagar (“Hon’ble Court”) under the section 138 of Negotiable Instrument Act, 1881 for recovery of Rs. 0.50 lakhs. The Accused had issued cheque towards the payment of goods purchased from Complainant. On depositing the cheque, they were dishonored with a remark ‘funds insufficient’ and therefore this case has been filed by the Complainant. The same is pending adjudication before the Hon’ble Court. The next date of hearing is on September 26, 2023.

(c) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

(d) Tax Proceedings

Nature of Proceedings	Number of cases	Amount involved (Rs. in lakhs)*
Direct Tax	1**	2.21
Indirect Tax	Nil	Nil
Total	1	2.21

**to the extent quantifiable*

*** It relates to the pending Tax Deducted at Source (TDS) amount of Rs. 2.21 Lakhs which is currently displayed as outstanding on the Traces website.*

(e) Other pending material litigations against the Company

Nil

(f) Other pending material litigations filed by the Company

Nil

B. LITIGATIONS INVOLVING THE DIRECTORS AND PROMOTERS OF THE COMPANY

(a) Criminal proceedings against the Directors and Promoters of the Company

Nil

(b) Criminal proceedings filed by the Directors and Promoters of the Company

Nil

(c) Actions by statutory and regulatory authorities against the Directors and Promoters of the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors and promoters of the company.

(d) Tax Proceedings

Particulars	Number of cases	Amount Involved* (Rs. In Lakhs)
Direct Tax		
Vijaykumar Vanravan Kotecha	2**	0.34
Indirect Tax	Nil	Nil
Total	2	0.34

**to the extent quantifiable*

**** i. Assessment Year 2011:**

An original outstanding demand of Rs. 0.08 lakhs is noted on the Income Tax website, with Demand reference no. 2018201110001545383T. Our promoter has expressed disagreement with the demand issued by the Income Tax department, resulting in an outstanding payment.

ii. Assessment Year 2020:

An outstanding demand of Rs. 0.24 lakhs along with accrued interest of Rs. 0.03 lakhs as of the date of filing this response letter is reported, with Demand reference no. 2023202037154979202T. Our promoter disputes the demand issued by the Income Tax department, leading to an outstanding payment.

(e) Other pending material litigations against the Directors and Promoters of the Company

As on the date of this Prospectus, there are no such outstanding litigations against the Directors and promoters which have been considered material by the Company in accordance with the Materiality Policy.

(f) Other pending material litigations filed by the Directors and promoters of the Company

As on the date of this Prospectus, there are no such outstanding litigations initiated by the Directors and promoters which have been considered material by the Company in accordance with the Materiality Policy.

AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company. As per Restated Financial Statements, the trade payables of our Company as on March 31, 2023 were Rs.124.12 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 6.21 lakhs as on March 31, 2023. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 04, 2023. As on March 31, 2023, there are 6 creditors to each of whom our Company owes amounts exceeding 5% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 93.24 lakhs. Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure in relation to amount unpaid together with interest payable have not been furnished. The details pertaining to amounts due towards material creditors are available on the website of our Company at <https://madhusudanmasala.com/>

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 193 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue

Corporate Approvals:

- a. Our Board, pursuant to its resolution dated July 04, 2023 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;
- b. The shareholders of our Company have, pursuant to their resolution passed at the Extra Ordinary General meeting of our Company held on July 15, 2023 under Section 62(1)(c) of the Companies Act, 2013, authorized the Issue;
- c. Our Board approved this Draft Red Herring Prospectus pursuant to its resolution dated July 28, 2023
- d. Our Board approved this Red Herring Prospectus pursuant to its resolution dated September 09, 2023.
- e. Our Board approved this Prospectus pursuant to its resolution dated September 20, 2023.

Approval from the Stock Exchange:

- f. In-principal approval dated September 08, 2023 from the NSE Emerge for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with NSDL and CDSL:

- g. The company has entered into an agreement dated March 16, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.
- h. Similarly, the Company has also entered into an agreement dated March 20, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is KFin Technologies Limited for the dematerialization of its shares.
- i. ISIN No.: INE0P6701019

II. Incorporation related Approvals

Sr.No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U15400GJ2021PTC127968	Companies Act, 2013	Registrar of Companies,	December 14, 2021	Valid till cancelled

Sr.No	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
				Central Registration Centre		
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U15400GJ2021PLC127968	Companies Act, 2013	Registrar of Companies, Ahmedabad	April 29, 2023	Valid till cancelled

III. Tax Related Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Act, 1961	Income Tax Department	AAPCM2743Q	December 14, 2021	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Act, 1961	Income Tax Department	RKTM08131E	December 15, 2021	Valid until cancelled
3.	Certification of registration of Goods and Service tax	Central Goods and Services Tax Act, 2017	Government of India	24AAPCM2743Q1ZU	January 03, 2022	Valid until cancelled
4.	Professional Tax Registration	Gujarat State Business, Trade, Business and Employment Tax Act, 1976	Jamnagar Municipal Corporation	PEC060029126	August 21, 2023	Valid until cancelled

IV. General Approvals

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	LEI registration	-	LEI Register India Private Limited	984500B4CCD78B0FC927	December 03, 2021	December 02, 2023
2.	IEC	Foreign Trade (Development & Regulation) Act, 1992	Government of India Ministry of Commerce and Industry Directorate General of Foreign trade office of the Joint Director	AAPCM2743Q	August 18, 2022	Valid until cancelled
3.	Shop and Establishment Certificate (B/21 Paras Society BEDI Bandar Road, Jamnagar,	Gujarat Shops and Establishments (Regulations of Employment and Conditions of service) Act, 2019	Jamnagar Municipal Corporation	2308230401000019	August 23, 2023	Valid until cancelled

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
	Chember Road Grain Market, Jamnagar					

V. Approvals obtained in relation to business operations of our Company

Our Company requires various approvals and/or licenses to carry on our business. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

Registered Office and Manufacturing Unit: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar Gujarat- 361001 India

Sr. No	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Factory License	Factories Act, 1948 and the Rules made thereunder	Joint Director Industrial Safety and Health, Rajkot Region	55422/10795/2016	March 25, 2022	December 31, 2027
2.	FSSAI License	FSS Act, 2006	Government of India Food Safety and Standards Authority of India	10721999000495	June 26, 2022	August 15, 2027
3.	Udyam Registration	MSME Development Act, 2006	Ministry of Micro, Small and Medium Enterprise	UDYAM-GJ-10-0013470	January 15, 2022	Valid until cancelled
4.	Consent to Establish	Water (Prevention and Control of Pollution) Act-1974, the Air Act-1981 and the Environment (Protection) Act 1986	Gujarat Pollution Control Board, Regional Officer	GPCB/CCA-JMN-2555/ID-89157/16348	October 18, 2022	September 14, 2029
5.	Certificate of Exporter	Spices Board Act 1986	Spices Board, Head Office, Ernakulam, Kerala-682025	CRES/SBCB/19093/2022-2023	November 07, 2022	November 06, 2025
6.	Certificate of Registration of Legal Metrology	Under The Penal Code Of Weight And Measurement Act 33	Assistance controller of legal metrology department, Jamnagar	GUJ/JAM/4/2000	May 29, 2000	Valid until cancelled

VI. Labour related Approvals obtained by our Company

Registered Office and Manufacturing Unit: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar Gujarat- 361001 India

Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
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Sr. No.	Description	Applicable Laws	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Registration under ESI	Employees State Insurance Act, 1948	Sub-Regional Office, Employees' State Insurance Corporation	37001279040000999	December 15, 2021	Valid until cancelled
2.	Registration under Employees' Provident Funds	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Ministry of Labour and Employment, Employees' Provident Fund Organisation	GJRAJ2537811000	December 15, 2021	Valid until cancelled

VII. Quality Certifications




Registered Office and Manufacturing Unit: F. P. No. 19, Plot No. 1 - B Hapa Road, Jamnagar Gujarat- 361001 India

Sr. No.	Description	Nature of Registration	Registration/ Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	ISO 22000:2018	Food Safety Management System for the following scope of activities: Manufacturing of Spices and Food Products, Repacker - Processing of Tea, Spices, Pulses, Flours, Grains, Salt & Protein Products	INFS/GUJ-11619/0722	Paramount Quality Certifications, London, United Kingdom	July 27, 2022	July 26, 2025
2.	ISO 9001:2015	Quality Management System for the following scope of activities: Manufacturing of Spices and Food Products, Repacker - Processing of Tea, Spices, Pulses, Flours, Grains, Salt & Protein Products	INQ/GUJ-11618/0722	Paramount Quality Certifications, London, United Kingdom	July 27, 2022	July 26, 2025
3.	HACCP	Hazard Analysis Critical Control Points for the following scope of activities: Manufacturing of Spices and Food Products, Repacker - Processing of Tea, Spices, Pulses, Flours, Grains, Salt & Protein Products	INHP/GUJ-11620/0722	Paramount Quality Certifications, London, United Kingdom	July 27, 2022	July 26, 2025

VIII. Intellectual Property Related Approval

The details of trademarks/ copyright registered used by our Company are:-

Sr. No.	Trademark/ Copyright	Class	Nature of Trademark / Copyright	Owner	Application Number and Date	Status
1.	Trademark	30		Dayalji Vanrajan Kotecha	Application no. 1714110 Dated: July 24, 2008	Registered*
2.	Trademark	30	Double Hathi with device of Elephants	Dayalji Vanrajan Kotecha	Application no. 3410353 Dated: November 16, 2016	Opposed

Sr. No.	Trademark/ Copyright	Class	Nature of Trademark / Copyright	Owner	Application Number and Date	Status
						
3.	Trademark	30	Double Haathi 	Dayalji Vanravan Kotecha	Application no. 1714109 Dated: July 24, 2008	Registered*
4.	Copyright	Artistic Work		M/s. Madhusudan & Co	Application No: 125033/2018 Dated: March 16, 2018	Registered

**The said trademarks are registered in the name of our promoter and director Dayalji Vanravan Kotecha and our company has made the applications for trademark assignment from the respective trademark owners in the name of the company.*

OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated July 04, 2023 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as Group companies if such company fulfills both the below mentioned conditions: -

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10% of total revenue of the company as per Restated Financial Statements.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

1. Madhusudan Auto-Biz Private Limited
2. Madhusudan Agri Processing and Cold Storage Private Limited

Details of our Group Companies:

1. Madhusudan Auto-Biz Private Limited

Madhusudan Auto-Biz Private Limited was incorporated on February 15, 2006 with the name as Madhusudan Spieces Private Limited under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadar & Nagar Haveli

CIN	U74110GJ2006PTC047730
PAN	AAECM5785B
Registered Office	C/o., Rishit Dayalaji Kotecha, Opp. S.V.E.T College, Saru Section Road Jamnagar, Gujarat-361002 India

2. Madhusudan Agri Processing and Cold Storage Private Limited

Madhusudan Agri Processing and Cold Storage Private Limited was incorporated on July 14, 2017 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Central Registration Centre.

CIN	U74999GJ2017PTC098305
PAN	AALCM2010L
Registered Office	1st Floor, Madhusudan Residency C/O Madhusudan Bajaj, Saru Section Road Jamnagar Gujarat-361002 India

Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements of our group companies are available on the website of our company at www.madhusudanmasala.com

It is clarified that such details available on our group companies' websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Companies' website, as mentioned above, would be doing so at their own risk.

Other Confirmations:

- a) None of our Group Companies has made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

Common pursuits among Group Companies

Our Group Companies are engaged in the similar line of business as of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Companies and in circumstances where our respective interests diverge.

Nature and extent of interest of our Group Companies

a) Interest in the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b) Interest in the property acquired or proposed to be acquired by the Company

None of our Group Companies have any interest in the property acquired or proposed to be acquired by the Company

c) Interest in transactions for acquisition of land, construction of building, or supply of machinery

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery.

Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section “*Financial Information – Annexure J Related Party Transactions*” on page 181 there are no related business transactions between the Group Companies and our Company.

Business interest of our Group Companies in our Company

Except as disclosed in the section “*Financial Information – Annexure J Related Party Transactions*” on page 181, our Group Companies have no business interests in our Company.

Litigations

Our Group companies do not have any pending litigation which can have a material impact on our company.

Undertaking / Confirmations by our Group Companies

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies/Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. www.madhusudanmasala.com

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue:

Corporate Approvals:

The Board of Directors, pursuant to a resolution passed at their meeting held on July 04, 2023 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extraordinary General Meeting held on July 15, 2023 authorized the Issue.

In-principle Approval:

Our Company has obtained in-principle approval from the NSE Emerge for using its name in the Offer Documents pursuant to an approval letter dated September, 2023. NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities:

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/ court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 203 of this Prospectus.

Association with Securities Market:

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

Prohibition by RBI:

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 203 of this Prospectus.

Prohibition with respect to wilful defaulters or a fraudulent borrower:

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018:

Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Prospectus, there are no such significant beneficial owners in our

Company.

Eligibility for the Issue:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than 10 crore rupees but less than 25 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “NSE Emerge”).

We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled “*General Information – Underwriting*” beginning on page 52 of this Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our BRLM submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the BRLM and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge of NSE. For further details of the arrangement of market making please refer to section titled “*General Information – Details of the Market Making Arrangements for this Issue*” beginning on page 52 of this Prospectus.
- e) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter.
- f) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoters or directors is a fugitive economic offender.
- g) In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to NSE Limited and NSE Limited is the Designated Stock Exchange.
- h) In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
- i) In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid-up. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated March 16, 2023 and National Securities Depository Limited dated March 20, 2023 for establishing connectivity.
2. Our Company has a website i.e. www.madhusudanmasala.com
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE Emerge of the NSE:-

Our Company was originally formed as a partnership firm registered under the Indian Partnership Act, 1932 with Registrar of Firms, Gujarat in the name and style of “M/s. Madhusudan & Co.”, pursuant to a deed of partnership entered between Dayalji Vanraavan Kotecha and Vijaykumar Vanraavan Kotecha in 1982. Further “M/s. Madhusudan & Co.” was converted from partnership firm to a Private Limited Company under Part I of chapter XXI of the Companies Act, 2013 in the name of “Madhusudan Masala Private Limited” vide Certificate of Incorporation dated December 14, 2021, bearing registration No. 127968 issued by Registrar of Companies, Central Registration Centre and CIN No. U15400GJ2021PTC127968. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 15, 2023 and consequently the name of our Company was changed from “Madhusudan Masala Private Limited” to “Madhusudan Masala Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 29, 2023 by the Registrar of Companies, Ahmedabad bearing Corporate Identification Number U15400GJ2021PLC127968. Hence, we are in compliance with criteria of having track record of 3 years.

1. As on the date of this Prospectus, the Company has a Paid-up Capital of Rs. 9.50 Crores and the Post Issue Capital will be of upto Rs.12.90 Crores which is less than Rs. 25.00 Crores.
2. The Company confirms that it has track record of more than 3 years.
3. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 3 financial years preceding the application and its net-worth as on March 31, 2023 is positive.

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Net Worth	1,099.10	31.07	1,094.09
Operation Profit (EBITDA)	1,101.23	214.62	277.03

4. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company;
5. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
6. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
8. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR

CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JULY 28, 2023

THE FILING OF THIS THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENTS/OFFER DOCUMENTS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat in terms of sections 26, 32 and 33 of the Companies Act, 2013.

Statement on Price Information of Past Issues handled by Hem Securities Limited:

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	Earthstahl & Alloys Limited	12.96	40.00	February 08, 2023	55.00	22.50% [1.41%]	45.83% [1.81%]	54.18% [8.72%]
2.	Macfos Limited	23.75	102.00	March 01, 2023	184.00	69.61% [0.71%]	174.41% [5.99%]	264.71% [9.40%]
3.	Systango Technologies Limited	34.82	90.00	March 15, 2023	98.00	110.56% [5.00%]	132.56% [10.28%]	206.22% [17.82%]
4.	Labelkraft Technologies Limited	4.75	55.00	March 23, 2023	56.00	0.27% [3.68%]	24.55% [9.66%]	58.18% [15.32%]
5.	Vasa Denticity Limited	54.06	128.00	June 02, 2023	211.00	156.13% [3.53%]	295.12% [3.88%]	N.A.
6.	Hemant Surgical Industries Limited	24.84	90.00	June 05, 2023	171.00	34.30% [4.23%]	40.41% [4.52%]	N.A.

7.	Greenchef Appliances Limited	53.62	87.00	July 06, 2023	104.00	28.91% [0.51%]	N.A.	N.A.
8.	Kaka Industries Limited	21.23	58.00	July 19, 2023	110.20	170.78% [-3.20%]	N.A.	N.A.
9.	Asarfi Hospital Limited	26.94	52.00	July 26, 2023	98.80	154.04% [-2.73%]	N.A.	N.A.
10.	Kahan Packaging Limited	5.76	80.00	September 15, 2023	152.00	N.A.	N.A.	N.A.

Source: Price Information www.bseindia.com & www.nseindia.com, Issue Information from respective Prospectus.

1. The scrip of Vasa Denticity Limited and Hemant Surgical Industries Limited has not completed its 180th days from the date of listing; Greenchef Appliances Limited, Kaka Industries Limited and Asarfi Hospital Limited has not completed its 90th day from the date of listing and Kahan Packaging Limited has not completed its 30th day from the date of listing.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-22	6 ⁽¹⁾	130.40	-	-	-	4	-	2	-	-	-	6	-	-
2022-23	15 ⁽²⁾	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	5 ⁽³⁾	180.69	-	-	-	3	2	-	-	-	-	-	-	-

- 1) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively;
- 2) The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023;
- 3) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023.

Note:

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30th/90th/180th day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.

- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

Track Record of past issues handled by Hem Securities Limited:

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: www.hemsecurities.com

Disclaimer from our Company and the Book Running Lead Manager:

Our Company, its Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Hem securities Limited) and our Company on July 27, 2023 and the Underwriting Agreement dated September 07, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated September 07, 2023 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

Disclaimer in Respect of Jurisdiction:

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jamnagar, Gujarat only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the NSE Emergence of NSE:

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter September 08, 2023 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Disclaimer Clause under Rule 144A of the U.S. Securities Act:

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Filing

The Prospectus is being filed with National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

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

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 was filed with the RoC through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed with the RoC through the electronic portal at <http://www.mca.gov.in>

Listing:

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated September 08, 2023 for listing of equity shares on NSE Emerge (NSE SME platform).

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

Impersonation:

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013.

Consents:

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank), Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. Sarvesh Gohil & Associates, Chartered Accountants (FRN: 0156550W), Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Tax Benefits relating to the possible tax benefits and Restated Financial Statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

Experts Opinion:

Except for the reports mentioned in the section titled “*Financial Information of the Company*” and “*Statement of Special Tax Benefits*” on page 155 and page 84 our company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

Fees, Brokerage and Selling Commission payable:

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated July 27, 2023 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated September 07, 2023 with Underwriter and (iii) the Market Making Agreement dated September 07, 2023 with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 AM to 5.00 PM on Working Days from the date of the Prospectus until the Issue Closing Date.

Fees Payable to the Registrar to the Issue:

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated July 13, 2023 a copy of which is available for inspection at our Company's corporate Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/ speed post.

Particulars regarding Public or Rights Issues during the last five (5) years:

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash:

For detailed description please refer to section titled "*Capital Structure*" beginning on page 61 of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues:

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

Performance vis-a-vis objects – Public/right issue of our Company:

Except as stated in the chapter titled "*Capital Structure*" beginning on page 61 our Company has not undertaken any previous public or rights issue.

Performance vis-a-vis objects - Last Issue of Subsidiary Companies:

As on the date of this Prospectus, our Company does not have any subsidiary.

Option to Subscribe:

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares:

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

Partly Paid-Up Shares

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

Outstanding Convertible Instruments:

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

Stock Market Data of the Equity Shares:

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances:

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company:

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Megha Dilipkumar Madani, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Megha Dilipkumar Madani

Company Secretary & Compliance Officer

Madhusudan Masala Limited

Address: F. P. No. 19, Plot No. 1 - B Hapa Road,

Jamnagar- 361001, Gujarat, India.

Tel. No.: +91-022-24954884

Email: cs@madhusudanmasala.com

Website: www.madhusudanmasala.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Our Board by a resolution on July 04, 2023 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “*Our Management*” beginning on page 130 of this Prospectus.

Status of Investor Complaints:

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company:

We do not have any listed company under the same management.

Tax Implications:

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “*Statement of Tax Benefits*” beginning on page 84 of this Prospectus.

Purchase of Property:

Other than as disclosed in Section “*Our Business*” beginning on page 99 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

Capitalization of Reserves or Profits:

Except as disclosed under section titled “*Capital Structure*” beginning on page 61 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

Revaluation of Assets:

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

Servicing Behavior:

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

Payment or benefit to officers of our Company:

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “*Our Management*” beginning on page 130 and chapter titled “*Financial Information*” beginning on page 155 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

Exemption from complying with any provisions of securities laws, if any:

As on date of the Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/ or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Authority for the Issue

The present Public Issue of up to 36,00,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 04, 2023 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on July 15, 2023 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 259 of this Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the

provision of the SEBI Listing Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “*Dividend Policy*” and “*Main Provisions of Article of Association*” beginning on page 154 and 259 respectively of this Prospectus.

Face Value and Issue Price

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ 66 per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ 70 per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹ 70 per Equity Share.

The Price Band and the minimum Bid Lot size was decided by our Company in consultation with the BRLM, and has been advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of Business Standard, an English national daily newspaper and all editions of Business Standard, a Hindi national daily newspaper and Jamnagar edition of Ahmedabad Express (Gujarati), a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price has been determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI Listing Regulations, MOA and AOA of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “*Main Provisions of the Articles of Association*” beginning on page 259 of this Prospectus.

Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act,

2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated March 20, 2023 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated March 16, 2023 between CDSL, our Company and Registrar to the Issue.

Minimum Application Value, Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the NSE Emerge i.e. SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Shares is subject to a minimum allotment of 2,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Jamnagar, Gujarat, India.

The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of

our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Subscription List of Public Issue

Event	Indicative Dates
Bid/ Issue Opening Date	Monday, September 18, 2023
Bid/ Issue Closing Date	Thursday, September 21, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, September 26, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or before Wednesday, September 27, 2023
Credit of Equity Shares to Demat Accounts of Allottees	On or before Friday, September 29, 2023
Commencement of Trading of The Equity Shares on the Stock Exchange	On or before Tuesday, October 03, 2023

*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Application Forms and any revisions to the same were accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders.

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

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final

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

Minimum Subscription and Underwriting

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information - Underwriting*” on page 52 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board. Or

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores and if the company fulfills the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the NSE Emerge i.e. SME platform of NSE, wherein the BRLM to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company the BRLM and the Market Maker please refer to section titled “*General Information - Details of the Market Making Arrangements for this Issue*” on page 52 of this Prospectus.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of National Stock Exchange of India Limited.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Allotment of Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled "*Capital Structure*" beginning on page 61 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "*Main Provisions of the Articles of Association*" beginning on page 259 of this Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

In the pre-Issue advertisement, we stated the Bid/Issue Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Allotment Advertisement:

Our Company, the BRLM and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of the English national newspaper i.e. Business Standard, all

editions of Hindi national newspaper i.e. Business Standard and Jamnagar Edition of Regional newspaper Ahmedabad Express (Gujarati) with wide circulation where our Registered office is located.

Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the NSE Emerge i.e. SME platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 225 and 235 of this Prospectus.

Issue Structure:

Initial Public Issue of upto 34,00,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹ 70 per Equity Share (including a Share Premium of ₹ 60 per Equity Share), aggregating up to ₹ 2,380.00 Lakhs (*the Issue*) by the issuer Company (*the “Company”*).

The Issue comprises a reservation of upto 1,72,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (*the Market Maker Reservation Portion*) and Net Issue to Public of upto 32,28,000 Equity Shares of ₹ 10 each (*the Net Issue*). The Issue and the Net Issue will constitute 26.36 % and 25.02%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 1,72,000* Equity Shares	Not more than 16,12,000* Equity Shares	Not less than 4,86,000* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than 11,30,000* Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Issue available for allocation	5.06% of the Issue Size	Not more than 50% of the Net Issue	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to 6,46,000 Equity Shares was made available for allocation on a proportionate basis to all QIBs; (b) 9,66,000 Equity Shares were allocated on a discretionary basis to Anchor Investors	Proportionate basis subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares	Proportionate basis subject to minimum allotment of 2,000 Equity Shares
Mode of Allotment	Compulsorily in dematerialized form.			
Minimum Bid Size	1,72,000 Equity Shares	Such number of Equity Shares and in multiples of 2,000 Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of 2,000 Equity Shares that the Bid Amount exceeds ₹200,000	2,000 Equity Shares
Maximum Bid Size	1,72,000 Equity Shares	Such number of Equity Shares in multiples of	Such number of Equity Shares in multiples of	Such number of Equity Shares in multiples of

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		2,000 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	2,000 Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	2,000 Equity Shares so that the Bid Amount does not exceed ₹200,000
Trading Lot	1,72,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof	2,000 Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids ⁽⁴⁾			
Mode of Bid	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment

* Subject to finalization of basis of allotment

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

- (1) Our Company may, in consultation with the Book Running Lead Managers, has allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.
- (2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- (3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- (4) Full Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 235 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, an in such case the company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

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

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

Issue Program

Event	Indicative Dates
Bid/ Issue Opening Date	Monday, September 18, 2023
Bid/ Issue Closing Date	Thursday, September 21, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Tuesday, September 26, 2023
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before Wednesday, September 27, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or before Friday, September 29, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Tuesday, October 03, 2023

Note

¹Our Company in consultation with the Book Running Lead Manager, considered participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period was one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

ISSUE PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Bidders may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Bidders eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for Bidders applying through ASBA process and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid Cum Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Bid Cum Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.

This section applies to all the Bidders, please note that all the Bidders are required to make payment of the Full Application Amount along with the Bid Cum Application Form.

Phased implementation of Unified Payments Interface

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

PART A

Book Building Procedure

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non Institutional Investors and not less than 35% of the Issue shall be

available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors were permitted to participate in the Offer through the ASBA process.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*Excluding Electronic Bid cum Application Form

** Bid cum application for for Anchor Investor was made available at the Office of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs captured and uploaded the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form contained information about the Bidder and the price and the number of Equity Shares that the Bidders wished to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders were required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, submitted a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4.	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, were also required to enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange was done by:

For Applications submitted by Investors to SCSB	After accepting the form, SCSB captured and uploaded the relevant details in the electronic bidding system as specified by the stock exchange and began blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary captured and uploaded the relevant details in the electronic bidding system of the stock exchange. Post uploading, they forwarded a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the Bid Cum Application Form, respective intermediary captured and uploaded the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shared application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank initiated request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange validated the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange allowed modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Participation by Promoters and members of the Promoter Group of our Company, the Book Running Lead Manager and the Syndicate Members

The Book Running Lead Managers and the Syndicate Member were not allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Managers and the Syndicate Member could Bid for Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion as was applicable to such Bidders, where the allocation is on a proportionate basis and such subscription could be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the Book Running Lead Managers and Syndicate Member, were required to be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the Book Running Lead Managers nor any associates of the Book Running Lead Managers could apply in the Issue under the Anchor Investor Portion:

- i) mutual funds sponsored by entities which are associate of the Book Running Lead Managers;
- ii) insurance companies promoted by entities which are associate of the Book Running Lead Managers;
- iii) AIFs sponsored by the entities which are associate of the Book Running Lead Managers; or
- iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the Book Running Lead Managers.

Further, persons related to our Promoters and Promoter Group did not apply in the Issue under the Anchor Investor Portion.

- i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- ii) veto rights; or
- iii) right to appoint any nominee director on the Board.

Further, an Anchor Investor was deemed to be an associate of the Book Running Lead Managers, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the Book Running Lead Managers.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of 2,000 Equity Shares, so as to ensure that the Application Price payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 2,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

The relevant Designated Intermediary could enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It was the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she was required to surrender the earlier Acknowledgement Slip and request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus and this Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges

BIDS BY ANCHOR INVESTORS:

Our Company in consultation with the BRLM, has considered participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations were eligible to invest. The QIB Portion was reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares has been added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms has made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid were for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs.
- 3) Bidding for Anchor Investors opened one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 4) Our Company in consultation with the BRLM, will finalized allocation to the Anchor Investors on a discretionary basis, and accordingly, 9,66,000 equity shares were allocated to Anchor Investors.

- 5) Allocation to Anchor Investors was completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made was made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 6) Anchor Investors did not withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 7) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 8) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 9) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 10) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 11) Anchor Investors were not permitted to Bid in the Issue through the ASBA process.

BIDS BY ELIGIBLE NRI'S:

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

BIDS BY FPI INCLUDING FII'S:

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share

capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY HUF'S:

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may

be considered at par with Bid cum Applications from individuals.

BIDS BY MUTUAL FUNDS:

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES:

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

BIDS BY LIMITED LIABILITY PARTNERSHIPS:

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES:

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY:

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS / PENSION FUNDS:

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY:

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paidup share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee

company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

BIDS BY SCSB'S:

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders had to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager were not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process were provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ 70/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Payment into Escrow Account for Anchor Investors

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, has decided the list of Anchor Investors to whom the CAN was sent, pursuant to which the details of the Equity Shares allocated to them in their respective names was notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account was be drawn in favour of:

- a. In case of resident Anchor Investors: — MADHUSUDAN MASALA LIMITED IPO - ANCHOR ACCOUNT- R
- b. In case of Non-Resident Anchor Investors: — MADHUSUDAN MASALA LIMITED IPO - ANCHOR ACCOUNT- NR

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC

- a) Our company has entered into an Underwriting Agreement dated September 07, 2023
- b) A copy of Red Herring Prospectus was filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall

state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

GENERAL INSTRUCTIONS:

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed Rs. 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the Issue document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Investor Grievance

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

Nomination Facility to Bidders

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

GROUND OF TECHNICAL REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the RHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the RHP;

- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the RHP and as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders),the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on

proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 2,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than 2,000 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 4,86,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than 2,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 2,000 Equity Shares and in multiples of 2,000 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

Not more than 50% of the Net Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price.

In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner::

- a) In the first instance allocation to Mutual Funds for 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, not allocated to Mutual Funds was not available for Allotment to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

d. ALLOTMENT TO ANCHOR INVESTOR

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii) *allocation to Anchor Investors shall be on a discretionary basis and subject to:*

- *a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;*

a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- *in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.*

b) *A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.*

c) *In the event that the Issue Price is higher than the Anchor Investor Allocation Price:*

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

d) *In the event the Issue Price is lower than the Anchor Investor Allocation Price:*

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) *Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:*

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) *The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).*
- b) *The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).*
- c) *For Bids where the proportionate allotment works out to less than 2,000 equity shares the allotment will be made as follows:*
 - *Each successful Bidder shall be allotted 2,000 equity shares; and*
 - *The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.*

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- .Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

Undertakings by Our Company

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
- 3) That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;

- 4) Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated March 20, 2023 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated March 16, 2023 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0P6701019

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect,

regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

Investment by FPIs under Portfolio Investment Scheme (PIS)

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognized stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions

available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on April 15, 2023 In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company

INTERPRETATION

- I.
 1. In these regulations-
 - b. "the Act" means the Companies Act, 2013,
 - c. "the seal" means the common seal of the company.
 2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.
 - iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3.
 - i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part

of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5.
 - i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9.
 - i. The company shall have a first and paramount lien
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
 - ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
 - iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-
 - a. unless a sum in respect of which the lien exists is presently payable; or
 - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11.
 - i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the

purchaser thereof

- ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 12.**
- i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 13.**
- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - iii. A call may be revoked or postponed at the discretion of the Board.
 - iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
- 14.** A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

The Board shall be at liberty to waive payment of any such interest wholly or in part.

- 17.**
- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board -

- a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and
- b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall

otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

- 19.** i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- iii. That a common form of transfer shall be used
- 20.** i. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- iii. any transfer of shares on which the company has a lien.
- 21.** The Board may decline to recognise any instrument of transfer unless—
- a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c. the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

- 22.** On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

- 23.** i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- iii. That a common form of transmission shall be used
- 24.** i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
- a. to be registered himself as holder of the share; or
- b. to make such transfer of the share as the deceased or insolvent member could have made.
- ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall-
- a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - iii. The transferee shall thereupon be registered as the holder of the share; and
 - iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution-
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and
 - iv. cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
 - v. Permission for sub-division/ consolidation of share certificates
36. Where shares are converted into stock,—
- the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
 - Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident

authorised and consent required by law-

- it share capital;
- any capital redemption reserve account; or
- any share premium account.

CAPITALISATION OF PROFITS

- 38.** The company in general meeting may, upon the recommendation of the Board, resolve-
- i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - iii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 39.**
- i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
 - a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all
 - b. allotments and issues of fully paid shares if any; and
 - c. generally do all acts and things required to give effect thereto.
 - ii. The Board shall have power-
 - a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
 - iii. Any agreement made under such authority shall be effective and binding on such members

BUY-BACK OF SHARES

- 40.** Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

- 41.** All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote;
- ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

- ii. *For this purpose, seniority shall be determined by the order in which the names stand in the register of members.*
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
54. i. *No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.*
- ii. *Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.*

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:
1. *Mr. Dayalji Vanravan Kotecha*
 2. *Mr. Vijaykumar Vanravan Kotecha*
59. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

- *in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or*
 - *in connection with the business of the company.*
60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. *i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.*
- ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.*

PROCEEDINGS OF THE BOARD

65. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. *i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.*
- ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.*
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. *i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.*
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.*
69. *i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.*
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.*
70. *i. A committee may elect a Chairperson of its meetings.*
- ii. If no such Chairperson is elected, or if at any meeting the 72 Chairperson is not present within five*

minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. i. *A committee may meet and adjourn as it thinks fit.*
- ii. *Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.*
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. Subject to the provisions of the Act,
- i. *A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;*
- ii. *A director may be appointed as chief executive officer, manager, company secretary or chief financial officer*
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

76. i. *The Board shall provide for the safe custody of the seal.*
- ii. *The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.*

DIVIDENDS AND RESERVE

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. i. *The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be*

applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- ii. *The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.*
- 80.
- i. *Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.*
 - ii. *No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.*
 - iii. *All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.*
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82.
- i. *Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.*
 - ii. *Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.*
83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

ACCOUNTS

- 86.
- i. *The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.*
 - ii. *No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.*

WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- i. *If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or*

kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.*
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.*

INDEMNITY

- 88.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus/Prospectus delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Prospectus until the Issue Closing Date.

Material Contracts

1. Agreement dated July 27, 2023 between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated July 13, 2023 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated September 07, 2023 among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated September 07, 2023 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated September 07, 2023 between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated September 07, 2023 between our Company, Book Running Lead Manager and Syndicate Members.
7. Tripartite Agreement dated March 16, 2023 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated March 20, 2023 among NSDL, the Company and the Registrar to the Issue.

Material Documents

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated December 14, 2021 issued by the Registrar of Companies, Central Registration Centre.
3. Fresh Certificate of Incorporation dated April 29, 2023 issued by the Registrar of Companies, Ahmedabad consequent upon Conversion of the Company to Public Company.
4. Copy of the Board Resolution dated July 04, 2023 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated July 15, 2023 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial period ended March 31 2023 and March 31, 2022 and Audited Financial Statements of our Partnership firm for the period ended November 16, 2021 and March 31, 2020.
7. Statutory Auditors Report dated July 15, 2023 on the Restated Financial Statements for the financial years ended March 31 2023, March 31, 2022 and March 31, 2021.
8. Certificate on KPIs issued by our Statutory Auditors dated July 27, 2023
9. Copy of the Statement of Tax Benefits dated June 13, 2023 from the Statutory Auditor.
10. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Syndicate Member, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Advisors to the Issue, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated July 28, 2023 for approval of Draft Red Herring Prospectus, dated September 09, 2023 for approval of Red Herring Prospectus and dated September 22, 2023 for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated July 28, 2023.
13. Approval from NSE vide letter dated September 08, 2023 to use the name of NSE in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the NSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Rishit Dayalaji Kotecha Chairman & Managing Director DIN: 00062148	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Hiren Vijaykumar Kotecha Whole- Time Director DIN: 02519243	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Dayalji Vanraavan Kotecha Non-Executive Director DIN: 00062412	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vijaykumar Vanravan Kotecha Non-Executive Director DIN: 02519234	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Foram Rishit Kotecha Non-Executive Director DIN: 10061711	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mayuri Hiren Kotecha Non-Executive Director DIN: 10076493	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Hasmukhbhai Ishwarlal Hindocha Independent Director DIN: 09453805	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Parth Bipin Sukhparia Independent Director DIN: 10118279	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Chintan Ashokbhai Mehta Independent Director DIN: 05355776	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Kirit Vallabhbhai Dharaviya Chief Financial Officer	Sd/-

Date: September 22, 2023

Place: Jamnagar

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Megha Dilipkumar Madani Company Secretary and Compliance officer M.NO. A52940	Sd/-

Date: September 22, 2023

Place: Jamnagar