THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR UNITS OR SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

SONA MACHINERY LIMITED
CIN: U29256DL2019PLC345856

Our Company was originally incorporated as a Private Limited Company under the name of "Sona Machinery Private Limited" on February 12, 2019 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi. Subsequently, pursuant to Special Resolution passed by the Shareholders at the Extraordinary General Meeting, held on September 21, 2023, our Company was converted into a Public Limited Company and consequently the name of our Company was changed from "Sona Machinery Private Limited" to "Sona Machinery Limited" vide a fresh certificate of incorporation Consequent upon conversion to public company dated October 17, 2023, issued by the Registrar of Companies, Delhi and bearing CIN U29256DL2019PLC345856.For further details of Incorporation, change of name and registered office of our Company, please refer to chapter titled ***"History and Corporate Structure"*** beginning on page 117 of this Draft Red Herring Prospectus.

Registered Office: Unit No. 701, 7th floor, KLJ Tower, Plot No. B-5, Netaji Subhash Place, Maurya Enclave, North West Delhi, Delhi – 110034, India.
Corporate Office: F-16 & C-1, Sec A-3, Tronica City, GZB, Loni, Ghaziabad-201103, Uttar Pradesh India.
Tel No: +91-+91-8448984368.; **E-mail:** cs@sonamachinery.com; **Website:** www.sonamachinery.com;
Contact Person: Supriya, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: VASU NARES & SHWETA BAISLA

ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED NOVEMBER 29, 2023: NOTICE TO THE INVESTORS ("THE ADDENDUM")

INITIAL PUBLIC OFFER OF UPTO 36,24,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF SONA MACHINERY LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●]EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.41% AND [●]% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following:

1. The Chapter titled **"Definitions and Abbreviations"** beginning on page 1 of the Draft Red Herring Prospectus has been updated;
2. The Chapter titled **"Summary of Draft Red Herring Prospectus"** beginning on page 18 of the Draft Red Herring Prospectus has been updated;
3. The Chapter titled **"Risk Factors"** beginning on page 22 of the Draft Red Herring Prospectus has been updated;
4. The Chapter titled **"General Information"** beginning on page 46 of the Draft Red Herring Prospectus has been updated;
5. The Chapter titled **"Capital Structure"** beginning on page 54 of the Draft Red Herring Prospectus has been updated;
6. The Chapter titled **"Objects of The Issue"** beginning on page 63 of the Draft Red Herring Prospectus has been updated;
7. The Chapter titled **"Our Business"** beginning on page 90 of the Draft Red Herring Prospectus has been updated;
8. The Chapter titled **"Our Management"** beginning on page 121of the Draft Red Herring Prospectus has been updated;
9. The Chapter titled **"Our Promoters & Promoter Group"** beginning on page 133 of the Draft Red Herring Prospectus has been updated;
10. The Chapter titled **"Outstanding Litigations And Material Developments"** beginning on page 183 of the Draft Red Herring Prospectus has been updated;
11. The Chapter titled **"Government and Other Approvals"** beginning on page 186 of the Draft Red Herring Prospectus has been updated;
12. The Chapter titled **"Other Regulatory and Statutory Disclosures"** beginning on page 192 of the Draft Red Herring Prospectus has been updated; and
13. The Chapter titled **"Declaration"** beginning on page 252 of the Draft Red Herring Prospectus has been updated;
14. Please note that all other details in, and updates to the Red Herring Prospectus/ Prospectus with respect to issue price and/or other relevant details will be carried out in the Red Herring Prospectus, as and when filed with ROC, SEBI and the Stock Exchange.

The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Red Herring Prospectus/ Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchanges. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

On behalf of Sona Machinery Limited
Sd/-
Supriya
Company Secretary & Compliance Officer

Place: Delhi
Date: January 30, 2024

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, Maharashtra, India **Tel. No.:** +91- 22- 49060000; **Email:** ib@hemsecurities.com **Investor Grievance Email:** redressal@hemsecurities.com **Website:** www.hemsecurities.com **Contact Person:** Ajay Jain **SEBI Regn. No.** INM000010981	**MAASHITLA SECURITIES PRIVATE LIMITED** 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, New Delhi, 110034, India. **Tel No:** +91-11-45121795 **Email:** investor.ipo@maashitla.com **Investor Grievance ID:** ig@maashitla.com **Contact Person:** Mukul Agrawal **Website:** www.maashitla.com **SEBI Registration No.:** INR000004370

BID/ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENS/CLOSES ON*: [●]	**BID/ISSUE OPENS ON**: [●]**	**BID/ISSUE CLOSES ON**: [●]*** **

**Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*
***Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.*
****The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.*

TABLE OF CONTENTS

SECTION	CONTENTS	PAGE NO
I.	**GENERAL**	
	DEFINITIONS AND ABBREVIATIONS	1
II.	**SUMMARY OF DRAFT RED HERRING PROSPECTUS**	2
III.	**RISK FACTORS**	3
IV.	**INTRODUCTION**	
	GENERAL INFORMATION	4
	CAPITAL STRUCTURE	5
	OBJECTS OF THE ISSUE	7
V.	**ABOUT THE COMPANY**	
	OUR BUSINESS	9
	OUR MANAGEMENT	10
	OUR PROMOTERS & PROMOTER GROUP	12
VII.	**LEGAL AND OTHER INFORMATION**	
	OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	14
	GOVERNMENT AND OTHER APPROVALS	15
	OTHER REGULATORY AND STATUTORY DISCLOSURES	16
X.	**OTHER INFORMATION**	
	DECLARATION	17

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Company related and Conventional terms

Term	Description
Promoter(s)	Shall mean promoters of our Company i.e., Vasu Naren & Shweta Baisla. For further details, please refer to section titled ***"Our Promoters & Promoter Group"*** beginning on page 133 of this Draft Red Herring Prospectus.

SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS

C. PROMOTERS

The promoters of our company are Vasu Naren and Shweta Baisla.

F. PRE-ISSUE SHAREHOLDING OF PROMOTERS & PROMOTER GROUP

The aggregate pre-issue shareholding of the promoters and promoter group as a percentage of the paid-up capital of the issuer is as below:

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Vasu Naren	90,90,000	90.00	90,90,000	[●]
2.	Shweta Baisla	3,02,996	3.00	3,02,996	[●]
	Sub Total (A)	**93,92,996**	**93.00**	**93,92,996**	[●]
	Promoter Group				
3.	Narender Kumar	7,07,000	7.00	7,07,000	[●]
	Sub Total (B)	**7,07,000**	**7.00**	**7,07,000**	[●]
	Grand Total (A+B)	**1,00,99,996**	**100.00**	**1,00,99,996**	[●]

A. OUTSTANDING LITIGATIONS

Litigations/Matters involving our Company: -

Nature of Cases	No. of Outstanding Cases	Amount Involved (in ₹ Lakhs)
Other Material Cases filed by Company	1	139.11
Total	**1**	**139.11**

The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red *Herring Prospectus*

For further details of the outstanding litigation proceedings, see ***"Outstanding Litigation and Material Developments"*** beginning on page 183 of this Draft *Red Herring* Prospectus.

N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

Weighted average price at which the Equity Shares were acquired by our Promoters in Last one year:

Sr. No.	Name of the Promoters	No. of Shares acquired	Average cost of Acquisition (in ₹)
1	Vasu Naren	90,00,000	Nil
2	Shweta Baisla	3,03,000	Nil

O. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Vasu Naren	90,90,000	0.03
2	Shweta Baisla	3,02,996	0.00

SECTION III- RISK FACTORS

INTERNAL RISK FACTORS

14. ***Our Statutory Auditors have included certain Qualifications/Key Audit Remarks on our Audited financial statements.***

Our auditor has included the below audit qualifications in the financial statements of the Company which are not required to be adjusted in the restated financial statement of the Company.

Financial Year	Audit Qualification	Management Reply
For the period ended 31st August, 2023	Company has not maintained the quantitative records of the inward and outward movement of Inventory and as explained the inventory has been valued basis of physical quantity available with the Company, therefore we are unable to quantify the impact of such limitation on valuation of Closing stock. Any possible impact on financials Statement cannot be ascertained in the absence of quantitative records of the Inventory.	Company has implemented SAP to record inventory movement in future.

28. ***Our Promoter Group company i.e. Sona Food India Private Limited is under Dormant Status.***

Our Promoter Group company i.e. Sona Food India Private Limited was incorporated to start new project, which at the time of incorporation was not initiated and hence the Dormant status of the Company was availed in with the motive to start the new project in near future. We are not sure as to when we will be able to initiate the new project in near future as currently, we have not started any commercial operations in the above said company.

Please refer below details of the company:

Particulars	Details
Name of the company	Sona Food India Private Limited
CIN	U29299DL2021PTC378510
Address of the company	228 3rd Floor State Bank Nagar, Paschim Vihar-1, West Delhi, Delhi, Delhi, India, 110063
PAN number of the Company	ABFCS6861E
Date of Incorporation	March 15, 2021
Object of the Company	1. To carry on business as manufactures, importers, exporters, dealers of Rice mill machinery, Dal Mill Machinery, Flour mill Machinery and machinery for machinery for milling of other grains and cereats etc. and set up factories or mills for the manufactures thereof. 2. To carry on the business of manufacturers, wholesalers, dealers, exporters, importers of any kind of machinery, equipment and/or tools for the food processing industry and all kinds of machinery, tools, implements for all the kinds of industry including agricultural, horticultural and scientific instruments of any kind. 3. To undertake any kind of turnkey, engineering projects of any kind and to assemble, fabricate machines and tools and to deal in machinery, repairs, convert, alter, let on hire machinery, implements, tools and hardware of all kinds. 4. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, repair, lease, hire or let on lease or hire and otherwise deal in all kinds of earth moving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements, accessories, mobile or other forest cleaning, thrashing, harvesting, sowing, ploughing, digging and all other types of machinery used in agricultural operations; heavy vehicles and reclamation drainage, irrigation, waterworks, engineering, forest cleaning, pumping, and other purpose; spraying vehicles and equipments.

38. ***Loans availed by Our Company has been secured on personal guarantees of our director.***

Our director has provided corporate/personal guarantee to secure a portion of our existing borrowings taken from the banks and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal/corporate guarantees provided by the aforesaid may be invoked which could negatively impact their reputation and net worth. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer "Statement of Financial Indebtedness" on page 173 of this Draft Red Herring Prospectus.

GENERAL INFORMATION

Board of Directors:

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

Sr. No.	Name of Directors	Designation	Address	DIN
1.	Vasu Naren	Chairman & Managing Director	House No.228, 4th Floor, State Bank Nagar, Near Sehgal Hospital, Paschim Vihar, New Delhi-110063, Delhi, India	06915821
2.	Shweta Baisla	Whole time Director & CFO	House No.228, 4th Floor State Bank Nagar, Paschim Vihar, New Delhi-110063, Delhi, India	09652443
3.	Naman Jain	Independent Director	H.No.243, Moh. Frashkhana, Narnaul-123001, Haryana, India.	08359842
4.	Preet Kumar	Independent Director	20, Archna Enclave Near Sahil Public School, Khora Gaon, Gautam Buddha Nagar, Dadri - 201309,Uttar Pradesh, India	10371737
5.	Akash Kumar Bansal	Independent Director	Near Rajasthan Bank, Chirawa Road, Indira Colony, Singhana, Jhunjhunun-333516, Rajasthan	10469091

For further details in relation to our directors, please refer to chapter titled ***"Our Management"*** on page 121 of this Draft Red Herring Prospectus.

CAPITAL STRUCTURE

13. **Capital Build-up in respect of Shareholding of our Promoters**

As on the date of this Draft Red Herring Prospectus, Our Promoters Vasu Naren and Shweta Baisla collectively holds 93,92,996 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 made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding % (adjusted as per face value)	Post-Issue Shareholding % (adjusted as per face value)
(B) Shweta Baisla							
September 14, 2023	3,000	10	-	-	Acquisition by way of Gift (vi)	0.03	[●]
September 20, 2023	3,00,000	10	-	-	Acquisition by way of Gift (vii)	2.97	[●]
September 20, 2023	(4)	10	10	Cash	Transfer of Shares(viii)	(0.00)	[●]
Total (B)	**3,02,996**					**3.00**	
Total (A+B)	**93,92,996**					**93.00**	[●]

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

(vi) Details of acquisition of 3,000 shares to Shweta Baisla:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	September 14, 2023	Vasu Naren	3,000
		Total	**3,000**

(vii) Details of acquisition of 3,00,000 shares to Shweta Baisla:

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	September 20, 2023	Vasu Naren	3,00,000
		Total	**3,00,000**

(viii) Details of transfer of 4 shares by Shweta Baisla:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	September 20, 2023	Abhishek Kumar Maddheshiya	1
2.		Abhishek Rai	1
3.		Ankit Aggarwal	1
4.		Rajeev Chauhan	1
		Total	**4**

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.	Vasu Naren	90,90,000	0.03
2.	Shweta Baisla	3,02,996	0.00

15. **Shareholding of Promoters & Promoter Group**

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

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	Promoters				
1.	Vasu Naren	90,90,000	90.00	90,90,000	[●]
2.	Shweta Baisla	3,02,996	3.00	3,02,996	[●]
	Sub Total (A)	**93,92,996**	**93.00**	**93,92,996**	[●]
	Promoter Group				
3.	Narender Kumar	7,07,000	7.00	7,07,000	[●]
	Sub Total (B)	**7,07,000**	**7.00**	**7,07,000**	[●]
	Grand Total (A+B)	**1,00,99,996**	**100.00**	**1,00,99,996**	[●]

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

Date of Allotment/ Transfer	Name of Shareholders	No. of Equity Share	% of Pre issue Capital	Allotted/ Acquire/ Transfer	Category of Allottees (Promoter/ Promoter Group/ Director)
July 11, 2023	Narender Kumar	(60,000)	(0.59)	Transfer	Promoter Group
July 11, 2023	Vasu Naren	60,000	0.59	Acquire	Promoter/ Director
September 13, 2023	Narender Kumar	10,00,000	9.90	Allotted	Promoter Group
	Vasu Naren	90,00,000	89.11	Allotted	Promoter/ Director
September 14, 2023	Narender Kumar	(3,000)	(0.03)	Transfer	Promoter Group
	Vasu Naren	3,000	0.03	Acquire	Promoter/ Director
	Vasu Naren	(3,000)	(0.03)	Transfer	Promoter/ Director
	Shweta Baisla	3,000	0.03	Acquire	Promoter/ Director
September 20, 2023	Narender Kumar	(3,00,000)	(2.97)	Transfer	Promoter Group
	Vasu Naren	3,00,000	2.97	Acquire	Promoter/ Director
	Vasu Naren	(3,00,000)	(2.97)	Transfer	Promoter/ Director
	Shweta Baisla	3,00,000	2.97	Acquire	Promoter / Director
	Shweta Baisla	(4)	(0.00)	Transfer	Promoter/ Director

OBJECTS OF THE ISSUE

Details of Utilization of Net Proceeds

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

1. **Funding the Capital Expenditure requirements of our company towards setting up of a new manufacturing unit at Ghaziabad**

Land

The proposed manufacturing unit for manufacturing existing and new products as mentioned above, is envisaged to be set up at Khasra No. 33, Village Nanu Pargana Loni, Ghaziabad, India. Our Company has signed agreement with Ramesh Kumar Gupta and Sanjay Singh vide agreement of sale dated November 21, 2023 for acquisition of land admeasuring to approx. 90729 sq. ft. for total consideration of Rs 1500.00 Lakhs. Our Company has paid total consideration of Rs.150.00 Lakhs as an advance (Rs. 12 Lakhs on November 03, 2023 vide cheque no. 824864 and Rs.138 lakhs through RTGS on November 21, 2023). The said land proposed to be acquired is free from all encumbrances and has a clear title and will be registered in the name of the Company. We will apply all the approvals pertaining to land once registered in our name.

Some of the necessary Licenses/Approvals/NOC to be received from relevant authorities are listed below:

S.No.	Nature of License/ Approval/ NOCs	Name of Such License/ Approval/ NOCs	Name of Authority	Timeline for making Application
1	Registered deed	Registry / Sale Deed	Sub- registrar Ghaziabad	As per agreement between Issuer Co. and Vendor, i.e. by February 2024
2	Layout Plan from GDA for Construction of Building on the said land	Verification required from master plan of the Dist-Ghaziabad	Ghaziabad Development Authority	It is free hold property, hence not required to be taken
3	NOC form Nagar Nigam	Nagar Nigam	Nagar Palika Parishad	15-30 Days post Registry i.e. by March 2024
4	NOC from Tehsil	NOC	Loni Tehsil	15-30 Days post Registry i.e. by March 2024
5	Feasibility certificate	Electrical NOC	Pashchimanchal Vidyut Vitran Nigam Limited	15-30 Days post Registry i.e. by March 2024
6	No objection certificate for Sanction of Drawing	Drawing Sanction (GDA)	GDA	Minimum 60 days required from Date of Registry i.e. by April 2024

Building and Civil Works

Building and civil works for the Project mainly includes all civil work with soil filling, PEB structure work, electric work, water sewerage work and boundary work etc. The total estimated cost for civil construction (building) is ₹ 722.40 Lakhs. Our Company has received quotation dated November 19, 2023 from M/s. SABA Pre Engineering for the site development and civil works. The detailed break-up is hereunder:

(₹ in lakhs)

Name of Work	Specification of Work	Amount
Pre-Engineered Building ("PEB") Complete Structure	Pre-Engineered Building ("PEB") complete structure with civil work including brick wall, 20' cladding, plaster, emulsun paint, 100 mm Floor RCC etc. measuring about 40,000 sq. ft.	236.00
Office Building	G+2 floor building including civil & finishing work, electric work, plumbing work, falls ceiling, etc. measuring about 2,500 sq. ft.	175.50
Boundary Wall	Brick wall with plaster, texture paint etc.	75.32
All kind of soil work	Supply and filling in ground and surrounding areas with good yellow earth brought from outside in layers of 150 mm thickness, including consolidating each layer by ramming, watering and rolling with vibro roller to achieve maximum compacted surface in required level.	77.78
Civil Works	driveway, planter guard room, electric room, water tank, street light, earth filling, CC road etc.	157.80
Total		**722.40**

Our company undertakes to file necessary applications with the relevant authorities to obtain all approvals, as applicable at the relevant stages, including but not limited to those mentioned below:

S.No.	Nature of License/ Approval/ NOCs	Applicable Laws	Name of Authority	Expected timeline to make the Application
1	License to work a factory at Ghaziabad	Factories Act, 1948	Labour Department, Uttar Pradesh	Within 60 days from electricity Connection
2	Certificate of Stability of Factory or Part of Factory	Under Rule 3(3) of UP Factory Rules, 1950	Chartered Engineer	Within 30 days from establishment of New Factory
3	NOC from Fire Department	Factories Act, 1948	Chief Fire Officer, Ghaziabad, UP	Within 60 days from electricity Connection
4	Self-Sealing Permission	CBEC Circular No.26/2017-Customs dated July 1, 2017	Office of Principal Commissioner of Customs Noida, UP	Within 90 days from establishment of New Factory
5	Non-Polluting Industry Certificate for Jobbing and Machining	EM-Part 1 (9179/22022014) UP State Pollution Control Board Govt. Order No. 2164/37/ARN/97 dated June 3, 1997 for List of 220 Non-polluting Industries.	General Manager, District Industries Centre, Ghaziabad, UP	Within 60 days from electricity Connection

Other confirmations relating to the proposed expansion:

Estimation of the cost of setting up of new manufacturing unit has been derived and provided by the Chartered Engineer. Any escalation in Building & Civil Work along with escalation in the cost of plant and machineries to be purchased, will be met from Internal Accruals of our Company. Some of the plant & machinery shall be imported from abroad, payment of which will be made by our Company in Indian Rupee.

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed construction of building civil works, or in the entities from whom we have obtained quotation in relation to such activities.

Further, we hereby confirm that Ramesh Kumar Gupta and Sanjay Singh are not connected in any way with the directors, promoters and promoters' group, group company and any other entity controlled or influenced by the promoters or directors of the issuer.

OUR BUSINESS

Below is the summary of our Product-wise revenue:

(₹ in lakhs except percentage)

Product Name	Period ended Aug 31, 2023	% to Total Sales	FY 2022-23	% to Total Sales	FY 2021- 22	% to Total Sales	FY 2020-21	% to Total Sales
Milling and Grading Machines	910.75	33.69	2,219.39	27.41	1,167.50	26.23	121.37	20.09
Material Handling	811.38	30.01	2925.08	36.13	1391.78	31.26	131.5	21.76
Cleaning Machine	526.81	19.48	1615.99	19.96	1026.96	23.07	156.24	25.86
Aspiration Machine	178.41	6.60	461.47	5.7	206.36	4.64	22.66	3.75
Spares, Scrap and Others	167.06	6.18	408.09	5.04	325.69	7.32	171.07	28.32
Rice Blending	55.81	2.06	250.9	3.1	95.37	2.14	0.00	0.00
Accessories	52.75	1.95	206.79	2.55	220.52	4.95	1.35	0.22
Service & Installation	0.72	0.03	8.93	0.11	17.42	0.39	0.00	0.00
Total	**2703.69**	**100.00**	**8096.63**	**100.00**	**4451.59**	**100.00**	**604.19**	**100.00**

COMPETITION

We face competition from organized and unorganized players in the agro-processing equipment industry which have a presence across multiple regions in India. There are various companies offering products and services similar to us. We believe the principal elements of competition in our industry are price, durability, product quality, timely delivery, after sale services, reliability and most importantly our pace in keeping up with the changing technology in the industry. To stay competitive, we regularly update our existing facilities/technology and adopt new technology for our manufacturing facilities. We aim to keep our costs of production low to maintain our competitive advantage and our profit margins.

We have no listed companies comparable to us, however, below mentioned companies could be considered as comparable to the company Suri Engineers Private Limited; Milltec Machinery Private Limited

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 Draft Red Herring Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
Akash Kumar Bansal **Designation:** Independent Director **Age:** 26 years **Date of Birth:** February 22, 1998 **Address:** Near Rajasthan Bank, Chirawa Road, Indira Colony, Singhana, Jhunjhunun-333516, Rajasthan, India. **Experience:** More than 03 Years **Occupation:** Business **Qualification:** Chartered Accountant **Current Term:** For a period of 5 years, with effect from January 20, 2024, not liable to retire by rotation **Period of Directorship:** 5 years **DIN:** 10469091	Nil

Brief Profile of Directors:

1. **Vasu Naren**, aged 28 years is the Promoter and Chairman and Managing Director of our Company. He has been on the Board of Directors of our Company since incorporation. He has completed his Senior Secondary from Central Board of Secondary Education in 2013. He is having an overall experience of around 08 years in the milling equipment manufacturing industry. He joined the family business i.e. M/s Sona Foods India in year 2015 and is looking after the overall business operations of the company including sales, marketing, design, quality etc. Under his guidance our Company has witnessed continuous growth and has been instrumental in the growth of our business.

2. **Shweta Baisla,** aged 29 years is the Promoter and Whole time Director & CFO of our Company. She has been on the Board of Directors of our Company since 2022. She possesses 2 years of experience in the said industry. She has completed her Master of Business Administration from University of Delhi, in year 2021. She primarily looks after the legal and financial planning and accounts of the company.

6. **Akash Kumar Bansal,** aged 26 years is an Independent Director of our Company. He has been on the Board of Directors of our Company since 2024. He is an associate member of the Institute of Chartered Accountants of India since 2020. He has an overall experience of more than 03 years in consultancy related to finance and direct taxation.

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 the Director/KMP	Relationship with other Directors/KMPs
1.	Vasu Naren	Husband of Shweta Baisla
2.	Shweta Baisla	Wife of Vasu Naren

The remuneration paid to our Directors in Fiscal 2023 is as follows:

Name of Director	Remuneration paid in F.Y. 2022-23 (₹ in lakhs)
Vasu Naren	87.47
Shweta Baisla	9.20

Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Vasu Naren	90,90,000	90.00
2.	Shweta Baisla	3,02,996	3.00
	Total	**93,92,996**	**93.00**

Changes in Board of Directors in Last 3 Years

Name of Director	Date of Change	Reasons for Change in Board
Vasu Naren	January 01, 2021	Re-designated as Whole time Director
Narender Kumar	January 01, 2021	Re-designated as Whole time Director
Narender Kumar	June 01, 2022	Re-designated as Non-Executive Director
Vasu Naren	July 27, 2022	Re-designated as Executive Director
Shweta Baisla	July 07, 2022	Appointed as Additional Director
Shweta Baisla	September 30, 2022	Regularized as Executive Director
Shweta Baisla	November 01, 2023	Appointed as Chief Financial Officer
Vasu Naren	November 06, 2023	Re-designated as Chairman & Managing Director
Shweta Baisla	November 06, 2023	Re-designated as Whole time Director
Naman Jain	November 06, 2023	Appointed as Independent Director
Preet Kumar	November 06, 2023	Appointed as Independent Director
Narender Kumar	January 20, 2024	Resignation due to personal and unavoidable circumstances
Akash Kumar Bansal	January 20, 2024	Appointed as Independent Director

COMPLIANCE WITH CORPORATE GOVERNANCE

Our Board of Directors consist of five (5) directors of which three (3) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

2. Stakeholders Relationship Committee

Our Company has re-constituted Stakeholders Relationship Committee vide Board Resolution dated January 20, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Preet Kumar	Chairman	Independent Director
Naman Jain	Member	Independent Director
Vasu Naren	Member	Managing Director

3. Nomination and Remuneration Committee

Our Company has re-constituted Nomination and Remuneration Committee vide Board Resolution dated January 20, 2024 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 the Director	Status in Committee	Nature of Directorship
Naman Jain	Chairman	Independent Director
Preet Kumar	Member	Independent Director
Akash Kumar Bansal	Member	Independent Director

OUR PROMOTERS & PROMOTER GROUP

Our Promoters:

The Promoters of our Company are Vasu Naren & Shweta Baisla. As on date of this Draft Red Herring Prospectus, the Promoters collectively holds 93,92,996 Equity shares of our Company, representing 93.00% 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"***, on pages 54 of this Draft Red Herring Prospectus.

Brief Profile of our Promoters are as under:

Shweta Baisla- Whole time Director & Chief Financial Officer	
Qualification	Master in Business Administration
Age	29 Years
Date of Birth	June 10, 1994
Address	House No.228, 4th Floor State Bank Nagar, Paschim Vihar, New Delhi-110063, Delhi, India.
Experience in business & employment	02 Years
Occupation	Business
PAN	CGKPB228R
No. of Equity Shares & % of Shareholding (Pre-Issue)	3,02,996 Equity Shares aggregating to 3.00% of Pre-Issue Paid up Share Capital
Other Ventures	Nil

BRIEF PROFILE OF PROMOTER:

Shweta Baisla- Please refer to chapter **"Our Management"** beginning on page 121 of this Draft Red Herring Prospectus for details.

Confirmations/ Declarations:

In relation to our Promoters Vasu Naren & Shweta Baisla, our Company confirms that the PAN, Bank Account number, Passport number, Aadhaar Card number and Driving License number shall be submitted to NSE at the time of filing of this Draft Red Herring Prospectus.

Interest of our Promoters:

i. ***Interest in promotion and Shareholding of Our Company***

Our Promoters is 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 Draft Red Herring Prospectus, our Promoters, Vasu Naren & Shweta Baisla collectively holds 93,92,996 Equity Shares in our Company i.e., 93.00% 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 him for the rent, purchase and sale transactions. For details, please refer to **Annexure Y- *"Related Party Transactions"*** beginning on page 137 of this Draft Red Herring Prospectus.

For details regarding the shareholding of our Promoter in our Company, please see ***"Capital Structure"*** on page 54 of this Draft Red Herring Prospectus.

Experience of Promoters in the line of business:

Our Promoters Vasu Naren & Shweta Baisla have experience of more than 08 years and 02 years respectively in the associate industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. **Natural Persons who are part of the Promoter Group**

As per Regulation 2(1) (pp) (ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Relationship with Promoter	**Shweta Baisla**
Father	Mahinder Singh
Mother	Raj Biree
Spouse	Vasu Naren
Brother	Naman Baisla
Sister	Manisha Baisla
Son	-
Daughter	Ganishka Naren
Spouse's Father	Narender Kumar
Spouse's Mother	Anju
Spouse's Brother	-
Spouse's Sister	Saniya Naren
	Ritika

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(f) Tax Proceedings

Tax Proceedings	Number of Cases	Amount involved (₹ in lakhs)
Promoters and Directors:		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
TOTAL	**Nil**	**Nil**

GOVERNMENT AND OTHER APPROVALS

III. OTHER APPROVALS

C. LABOUR LAW RELATED APPROVALS:

Sr. No	Description	Applicable laws	Authority	Registration number	Date of Certificate	Date of Expiry
1.	Registration Certificate of Establishment (Warehouse situated at Ghaziabad)	Uttar Pradesh Shops and Commercial Establishment Act, 1962	Labour Commissioner Organization, Uttar Pradesh	UPSA09728893	December 17, 2023	Valid until cancelled

IV. APPROVALS OR LICENSES PENDING TO BE APPLIED:

Nil

V. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

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:

3. Our Promoter-Vasu Naren, has a track record of more than three years as he joined the family business i.e. M/s Sona Foods India in year 2015, which is in the business of manufacturing agro-processing equipment's. Hence, promoter has an experience of 08 years in the same line of business and he shall be holding at least 20% of the post issue equity share capital.

Below are the details of the Price Information of past issues handled by Hem Securities Limited (SME IPO's):

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.	Hemant Surgical Industries Limited	24.84	90.00	June 05, 2023	171.00	34.30% [4.23%]	40.41% [4.52%]	N.A.
2.	Greenchef Appliances Limited	53.62	87.00	July 06, 2023	104.00	28.91% [0.51%]	21.72% [-0.31%]	N.A.
3.	Kaka Industries Limited	21.23	58.00	July 19, 2023	110.20	170.78% [-3.20%]	224.57% [-1.00%]	N.A.
4.	Asarfi Hospital Limited	26.94	52.00	July 26, 2023	98.80	154.04% [-2.73%]	84.52% [-3.98%]	N.A.
5.	Kahan Packaging Limited	5.76	80.00	September 15, 2023	152.00	41.19% [-2.46%]	N.A.	N.A.
6.	Madhusudan Masala Limited	23.80	70.00	September 26, 2023	120.00	65.43% [-4.11%]	N.A.	N.A.
7.	Saakshi Medtech And Panels Limited	45.16	97.00	October 03, 2023	146.00	155.10% [-2.03%]	N.A.	N.A.
8.	Arabian Petroleum Limited	20.24	70.00	October 09, 2023	77.40	5.71% [-0.35%]	N.A.	N.A.
9.	E Factor Experiences Limited	25.92	75.00	October 09, 2023	115.00	112.80% [-0.35%]	N.A.	N.A.
10.	Paragon Fine and Speciality Chemical Limited	51.66	100.00	November 03, 2023	225.00	N.A.	N.A.	N.A.

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Vasu Naren Chairman & Managing Director DIN: 06915821	Sd/-

Date: January 30, 2024
Place: Delhi

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Shweta Baisla Whole-time Director & Chief Financial Officer DIN: 09652443	Sd/-

Date: January 30, 2024
Place: Delhi

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Naman Jain Independent Director DIN: 08359842	Sd/-

Date: January 30, 2024
Place: Delhi

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Preet Kumar Independent Director DIN: 10371737	Sd/-

Date: January 30, 2024
Place: Delhi

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Akash Kumar Bansal Independent Director DIN: 10469091	Sd/-

Date: January 30, 2024
Place: Delhi

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 Draft Red Herring 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 Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Name and Designation	Signature
Supriya Company Secretary & Compliance Officer	Sd/-

Date: January 30, 2024
Place: Delhi